Interim condensed financial statements For the six months period ended 30 June 2018

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Report on review of interim condensed financial statements to the shareholders of Gulfa Mineral Water and Processing Industries co. P.L.C.

Introduction

We have reviewed the accompanying interim condensed statement of financial position of Gulfa Mineral Water and Processing Industries Co. P.L.C. (the "Company") as at 30 June 2018 and the related interim condensed statements of comprehensive income for the three-month and six-month periods then ended and interim condensed statements of changes in equity and cash flows for the six-month period then ended and other explanatory notes. Management is responsible for the preparation and presentation of this interim condensed financial statements in accordance with International Accounting Standard 34 "Interim Financial Reporting" as issued by the International Accounting Standards Board (IASB). Our responsibility is to express a conclusion on this interim condensed financial statements based on our review.

Scope of review

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

Conclusion

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

PricewaterhouseCoopers 14 August 2018

Vacyous (allay

Jacques Fakhoury

Registered Auditor Number 379 Dubai, United Arab Emirates

Interim condensed statement of financial position

	Note	As at 30 June 2018 AED (Reviewed)	As at 31 December 2017 AED (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	5	12,969,952	12,685,640
Intangible assets		114,030	129,234
		13,083,982	12,814,874
Current assets		11,000,000	12,014,074
Inventories	6	5,220,875	5,977,580
Trade and other receivables	7	8,193,783	12,561,569
Due from related parties	8	1,251,188	1,081,389
Cash and cash equivalents		3,894,207	7,183,247
Terret		18,560,053	26,803,785
Total assets		31,644,035	39,618,659
EQUITY AND LIABILITIES Equity Capital and reserves Share capital Statutory reserve Voluntary reserve Accumulated losses Total equity	9 10 11	30,000,000 5,887,566 234,067 (14,714,755)	30,000,000 5,887,566 234,067 (6,456,442)
		21,406,878	29,665,191
Liabilities Non-current liability Provision for employees' end of service benefits	_	2,421,021	3,376,909
Current liabilities			,
Trade and other payables			
Provisions	13	7,142,912	6,088,926
Due to related parties	13	500,665	441,926
2 at to rotated parties	8 _	172,559	45,707
Total liabilities	_	7,816,136	6,576,559
Total equity and liabilities	_	10,237,157	9,953,468
1 J ma maximiles	-	31,644,035	39,618,659

The interim condensed financial statements were approved for issue by the Board of Directors on 14 August 2018

and were signed on its behalf by:

Mr. Zakaria Aakil Managing Director

Mr. Ahmed Sobhy Deputy Finance Manager

Interim condensed statement of comprehensive income

		Three month ended 30 June		Six month ended 30 June	
	Note	2018 AED (Reviewed)	2017 AED (Reviewed)	2018 AED (Reviewed)	2017 AED (Reviewed)
Revenue Cost of sales Gross profit Other income General and administrative expenses Selling and distribution expenses	13 14	7,545,738 (9,764,547) (2,218,809) 8,530 (105,903) (1,578,786)	11,920,622 (9,944,813) 1,975,809 457,603 (1,156,210) (1,239,369)	13,450,244 (15,310,775) (1,860,531) 15,005 (1,877,660) (2,822,714)	22,026,726 (19,117,418) 2,909,308 500,510 (1,522,595) (2,181,514)
(Loss)/profit for the period Other comprehensive income	_	(3,894,968)	37,833	(6,545,900)	(294,291)
Total comprehensive income for the period Basic and diluted (losses)/earnings per share	-	(3,894,968)	37,833	(6,545,900)	(294,291)
per share	11 _	(0.130)	0.001	(0.218)	(0.010)

Interim condensed statement of changes in equity

Total AED	37,338,646 (1,200,000) (294,291)	35,844,355	29,665,191	(1,712,413) 27,952,778 (6,545,900)	21,406,878
Accumulated losses	1,217,013 (1,200,000) (294,291)	(277,278)	(6,456,442)	(1,712,413) (8,168,855) (6,545,900)	(14,714,755)
Voluntary reserve AED	234,067	234,067	234,067	234,067	234,067
Statutory reserve AED	5,887,566	5,887,566	5,887,566	5,887,566	5,887,566
Share capital AED	30,000,000	30,000,000	30,000,000	30,000,000	30,000,000
	Balance At 1 January 2017 Dividends declared (Note 16) Loss for the period Balance at 30 June 2017	(Reviewed)	Balance at 31 December 2017 Impact of application of new accounting standard (Note 2.3)	Balance at 1 January 2018 Loss for the period Release at 20 Inno 2016	(Reviewed)

Interim condensed statement of cash flows

	-	Six-month perio	od ended 30 June 2017
		AED	AED
	Note	(Reviewed)	(Reviewed)
Cash flows from operating activities	-	, , , , , , , , , , , , , , , , , , , ,	<u>(210 Field)</u>
Loss for the period		(6,545,900)	(294,291)
Adjustments for:		,	(2) 1,2)1)
Depreciation		1,228,021	1,130,470
Amortisation		15,204	9,122
Gain on sale of property, plant and equipment Reversal of provision for employees' end of service benefits	14	(76)	(320,000)
		(361,424)	(361,721)
Provision for impairment of trade and other receivables			, , ,
		717,536	-
Provision for obsolete, slow moving, and defective inventories			
	_	1,720,717	
Operating cash flows before changes in working capital			
Payment of employees' end of service benefits	_	(3,225,922)	163,580
Changes in working capital:		(599,694)	(302,589)
Trade and other receivables			
Inventories		1,937,837	(7,852,846)
Due from related parties, net of transfer of		(964,012)	(1,633,127)
employees' end of service benefits		(1.64.7.60)	
Trade and other payables and provisions		(164,569)	(601,217)
Due to related parties		1,112,725	753,306
Net cash used in operating activities		126,852	(1,669)
activities	_	(1,776,783)	(9,474,562)
Cash flows from investing activities Purchase of property, plant and equipment			
Proceeds from sale of property, plant and equipment		(1,512,857)	(524,185)
Proceeds from sale of property, plant and equipment Purchase of intangibles		600	320,000
Net cash used in investing activities	-	-	(107,000)
ret eash used in investing activities		(1,512,257)	(311,185)
Cash flows from financing activity Cash dividends distributed			(1,200,000)
Not degrees in each and			
Net decrease in cash and cash equivalents		(3,289,040)	(10,985,747)
Cash and cash equivalents, beginning of the period		7,183,247	15,491,054
Cash and cash equivalents, end of the period		3,894,207	4,505,307

Non-cash transaction:

Trade and other receivables is net of the opening impact of IFRS 9 amounting to AED 1,712,413 (Note 2.3).

Notes to the interim condensed financial information for the six-month period ended 30 June 2018

1 General information

Gulfa Mineral Water and Processing Industries Co. P.L.C. (the "Company") was established in Ajman by an Emiri decree number 13 issued by His Highness the Ruler of Ajman on 28 March 1977. The Company started its operations on 24 May 1977. The Company is a publicly listed company on the Dubai Financial Market since 17 April 2007. The Company's registered address is at Gulfa Street, P.O.Box 929, Ajman, United Arab Emirates.

The Company is 92.7% effectively owned subsidiary of Kuwait Food Company (Americana), a company incorporated in Kuwait (the "Parent Company"). The Ultimate parent of the Company is Adeptio AD Holdings SPC Ltd. ("Ultimate Parent Company"), a company incorporated in Dubai.

The Company's plant is in Muzeirah Street Masfout, P.O. Box 929, Ajman, United Arab Emirates. The main activities of the Company are production and bottling of mineral water, manufacturing and trading of juices, food stuff, preforms and screw caps.

As required by Securities and Commodities Authority (SCA) through their letter 411/2018 dated 9 July 2018 (Exposure to Abraaj Group Companies), we disclose that the Group does not have any exposure to Abraaj Group of companies and any of the funds that it manages.

2 Basis of preparation of half-year report

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the adoption of new and amended standards as set out in the next page.

This interim condensed financial statements for the six-month period ended 30 June 2018 have been prepared in accordance with IAS 34, 'Interim financial reporting'. Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the last annual financial statements as at and for the year ended 31 December 2017. The interim condensed financial statements does not include all the information required for full annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") and IFRS Interpretations Committee ("IFRS IC"). The interim condensed financial statements should be read in conjunction with the annual financial statements as at and for the year ended 31 December 2017.

At 30 June 2018, the Company had net loss of AED 6,545,900 (2017: AED 294,291) and accumulated losses of AED 14,714,755 (2017: AED 6,456,442). The Parent Company has confirmed its intention to provide continuous financial support to the Company to enable it both to meet its obligations as and when they fall due and to carry on its business without a significant curtailment of its operations for a period of at least twelve months from the date of signing of these interim condensed financial statements. Accordingly, these interim condensed financial statements have been prepared on a going concern basis.

The interim condensed financial statements has been prepared under the historical cost convention.

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

- 2 Summary of significant accounting policies (continued)
- 2.2 IFRS 15 Revenue from contracts with customers (continued)
 - Progressive rebates The Company provide progressive rebates to its customers whereby such customers are provided with additional discounts where they meet specified sales targets. Such discounts represent IFRS 15 variable consideration and will be included in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Changes in accounting policies resulting from the adoption of IFRS 15 has not resulted in any material impact on the opening balance of retained earnings/equity as of 1 January 2018.

2.3 IFRS 9 Financial instruments

In July 2014, the International Accounting Standards Board issued the final version of IFRS 9 Financial Instruments. IFRS 9 is effective for annual periods beginning on or after 1 January 2018.

The Company has adopted IFRS 9 using a modified retrospective approach, with a date of initial application as of 1 January 2018. The requirements of IFRS 9 represent a significant change from IAS 39 Financial Instruments: Recognition and Measurement. The new standard brings fundamental changes to the accounting for financial assets and to certain aspects of the accounting for financial liabilities.

All other assets that were previously classified as loans and receivables will now be classified as assets measured at amortised cost under IFRS 9. The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies for financial liabilities.

The adoption of IFRS 9 requires the recognition of impairment provisions based on the new impairment model - expected credit losses (ECL) rather than only incurred credit losses as is the case under IAS 39. This change has resulted an impact of AED 1,712,413 on opening balance of retained earnings/equity.

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

2 Summary of significant accounting policies (continued)

2.3 IFRS 9 Financial instruments (continued)

The following table summarises the impact of adopting IFRS 9 and 15 on the Company's condensed interim statement of income for the six-month period ended 30 June 2018:

	Amounts without adoption of IFRS 9 and 15 AED	Adjustments AED	As reported 30 June 2018 AED
Revenue	14,666,127	(1,215,883)	13,450,244
Cost of revenue	(15,310,775)	-	(15,310,775)
Gross profit	(644,648)	(1,215,883)	$\frac{(1,860,531)}{(1,860,531)}$
Other income	15,005	-	15,005
General and administrative expenses	(2,486,054)	608,394	(1,877,660)
Selling and distribution expenses	(4,038,597)	1,215,883	(2,822,714)
Loss for the period	(7,154,294)	608,394	(6,545,900)

2.4 Functional and presentation currency

Items included in the interim condensed financial statements of the Company are measured using the currency of primary economic environment in which the Company operates (the 'functional currency'). The interim condensed financial statements are presented in United Arab Emirates Dirhams ("AED"), which is the Company's functional and presentational currency.

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

3 Financial risk management

3.1 Financial risk factors

The Company's activities may expose it to a variety of financial risks: market risk (including foreign exchange risk), credit risk and liquidity risk. The management carries out risk assessment for managing each of these risks. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Company.

The interim condensed financial statements does not include all financial risk management statements and disclosures required in the annual financial statements; they should be read in conjunction with the Company's annual financial statements for the year ended 31 December 2017. There have been no changes in the risk management department or in any risk management policies since the year end.

(a) Credit risk

Credit risk arises from trade and other receivables (Note 6), due from related parties balances (Note 7) and cash and cash equivalents. The Company assesses the credit quality of its customers, taking into account their financial position, past experience and other factors.

The table below on the next page shows the credit rating at the end of the reporting period based on Moody's ratings for the main banking relationships:

	30 June	31 December
	2018	2017
	AED	AED
Doting	(Reviewed)	(Audited)
Rating Aa3		
Aas A3	3,611,010	7,018,368
A3	96,114	96,114
	3,707,124	7,114,482

The cash on hand as at 30 June 2018 amounted to AED 187,083 (31 December 2017: 68,765).

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

- 3 Financial risk management (continued)
- 3.1 Financial risk factors (continued)
- (b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Company aims to maintain flexibility in funding by keeping committed credit lines available.

The table below presents the Company's financial liabilities which are all due within 12 months. The amounts disclosed in the table are the contractual undiscounted cash flows at maturity. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	30 June 2018 AED (Reviewed)	31 December 2017 AED (Audited)
Financial liabilities		
Trade and other payables	7,643,577	6,530,852
Due to related parties	172,559	45,707
Total	7,816,136	6,576,559

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

4 Equipment and vehicles

Capital work-in-progress mainly comprises of machinery and equipment that are being prepared for internal use.

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

5 Inventories

	30 June 2018	31 December 2017
	AED	AED
	(Reviewed)	(Audited)
Raw materials Spare parts Finished products Provision for obsolete, slow moving, and defective	3,750,630 2,564,412 873,061 7,188,103	2,655,202 2,475,235 1,093,654 6,224,091
inventories	<u>(1,967,228)</u> <u>5,220,875</u>	<u>(246,511)</u> 5,977,580

6 Trade and other receivables

	30 June 2018 AED (Reviewed)	31 December 2017 AED (Audited)
Trade receivables	10 15 1 100	
	12,154,490	16,195,613
Provision for impairment of trade receivables	(7,278,819)	(5,394,439)
Advances to suppl'	4,875,671	10,801,174
Advances to suppliers	1,125,927	897,185
Provision for advances to suppliers	(748,473)	(202,904)
Dranavimanta	5,253,125	11,495,455
Prepayments	1,857,537	283,782
Refundable deposits	782,332	782,332
Other receivables	300,789	-
	8,193,783	12,561,569

7 Related party balances and transactions

Related parties include the shareholders, Parent Company, Ultimate Parent Company, key management personnel, Directors and businesses including affiliates controlled directly or indirectly by the shareholders, Parent Company, Ultimate Parent Company and Directors or over which they exercise significant management influence. A fellow subsidiary is an entity which is under the common control of the Parent Company or Ultimate Parent Company.

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

7 Related party balances and transactions (continued)

(a) Related parties balances

Due from related parties Gulf Food Industries Company Egyptian Canning Company - Americana	Relationship Fellow subsidiary Fellow subsidiary	30 June 2018 AED (Reviewed) 951,188 300,000	31 December 2017 AED (Audited) 781,389 300,000
Due to related parties Kuwait Food Company S.A.K (Americana) –Kuwait Kuwait food Co. (Americana) - Main office	Relationship Branch of Parent Company Fellow subsidiary_	30 June 2018 AED (Reviewed) 59,956 112,603 172,559	31 December 2017 AED (Audited) 43,814 1,893 45,707

(b) Related party transactions

During the period, the Company entered into the following transactions with related parties at mutually agreed prices:

	Relationship	30 June2018 AED (Reviewed)	30 June 2017 AED (Reviewed)
Gulf Food Industries Company Recharges of salaries and other benefits Recharges of general and administrative	Fellow subsidiary	335,214	300,774
expenses		(165,415)	(64,319)
Kuwait Food Company S.A.K. (Americana) -Kuwait Recharges of salaries and other benefits Sale of goods	Fellow subsidiary	52,846 37,569	- -
Kuwait food Co. (Americana) - Main Office Recharges of general and administrative expenses	Fellow subsidiary	(110,710)	-

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

7 Related party balances and transactions (continued)

(b) Related party transactions (continued)

	Relationship	30 June2018 AED (Reviewed)	30 June 2017 AED (Reviewed)
Egyptian Canning Company - America Sale of machinery	na Fellow subsidiary	-	300,000
(c) Key management personnel			
		30 June 2018 AED	30 June 2017 AED

	AED (Reviewed)	30 June 2017 AED (Reviewed)
Compensation to key management personnel comprises: Salaries and other short term employee benefits End of service benefits	52,846 52,846	359,044 (524,506) (165,462)

8 Share capital

The Company's authorized share capital is AED 40 million as at 31 December 2017. The issued and fully paid up capital is AED 30 million comprising of 30 million shares with nominal value of AED 1 each (30 June 2017: 30 million shares with nominal value of AED 1 each). All shares are were paid in cash.

9 Statutory reserve

As required by the Company law of United Arab Emirates, 10% of the profit for the year is to be transferred to a statutory reserve up to 50% of the share capital.

The shareholders may resolve to discontinue such annual transfers as reserve equals one half of the share capital or in the event that loss was reported. This reserve is not available for distribution.

10 Voluntary reserve

In compliance with the Company's articles of association, the Board of Directors determines a percentage of net profit to be transferred to the voluntary reserve. The transfer may be stopped by a resolution adopted by the ordinary assembly of the Company as recommended by the Board of Directors. There are no restrictions on distribution from the voluntary reserve.

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

11 Loss per share

Loss for the period Weighted average number	Three-month 30 June 2018 AED (Reviewed) (3,894,968)	30 June 2017 AED (Reviewed) 37,833	Six-mont 30 June 2018 AED (Reviewed) (6,545,900)	30 June 2017 AED (Reviewed) (294,291)
of ordinary shares for purposes of basic earnings Basic and diluted loss per share	30,000,000 (0.130)	30,000,000	30,000,000 (0.218)	30,000,000 (0.010)

Diluted losses per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. On 30 June 2018 and 2017, the Company did not have any such dilutive ordinary shares. Therefore, diluted losses per share equals the basic losses per share.

12 Trade and other payables and provisions

	30 June 2018 AED (Reviewed)	31 December 2017 AED (Audited)
Trade payables Accruals Provisions Other payables	2,969,928 4,160,589 500,665 12,395 7,643,577	2,380,063 3,687,529 441,926 21,334 6,530,852

13 Cost of sales

	Three-month period ended		Six-month period ended	
	30 June 2018 AED	30 June 2017 AED	30 June 2018 AED	30 June 2017 AED
	(Reviewed)	(Reviewed)	(Reviewed)	(Reviewed)
Costs of goods sold	7,540,236	7,666,609	10,975,414	14,684,398
Staff costs	1,145,680	1,209,911	2,178,850	2,368,369
Depreciation Ajman Government -	578,633	568,293	1,156,511	1,064,651
Concession fee*	500,000	500,000	1,000,000	1,000,000
	9,764,547	9,944,813	15,310,775	19,117,418

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

13 Cost of sales (continued)

*In accordance with the letter dated 8 February 2013, received from the Rulers' Court of Ajman, Ajman Government agreed to receive a sum of AED 2,000,000 as an annual concession fee for the use of natural resources from a land contributed by the Government for a period of three years effective 1 January 2013 to 31 December 2015. The above concession fee agreement has been extended until 31 December 2018.

14 Other income

Gain on disposal of property,	Three-montl 30 June 2018 AED (Reviewed)	n period ended 30 June 2017 AED (Reviewed)	Six-month 30 June 2018 AED (Reviewed)	period ended 30 June 2017 AED (Reviewed)
plant and equipment Others	8,530 8,530	300,000 157,603 457,603	76 14,929 15,005	320,000 180,510 500,510

15 Financial instruments

The accounting policies for the financial instruments have been applied to the line items below:

Financial assets	30 June 2018 AED (Reviewed)	31 December 2017 AED (Audited)
Due from related parties (Note 7) Trade and other receivables (excluding advances to	1,251,188	1,081,389
suppliers, prepayments and refundable deposits) (Note 6) Cash and cash equivalents	5,658,003 3,894,207 10,803,398	11,380,602 7,183,247 19,645,238
	30 June 2018 AED (Reviewed)	31 December 2017 AED (Audited)
Financial liabilities Due to related parties (Note 7) Trade and other payables (Note 12)	172,559 7,643,577 7,816,136	45,707 6,530,852 6,576,559

Notes to the interim condensed financial information for the six-month period ended 30 June 2018 (continued)

16 Dividends

During the year, the Company declared and distributed a dividend of AED 0.04 per share amounting to AED 1,200,000. The Company has exhausted its retained earnings as a result of the dividends declared as of 31 December 2016. The ordinary general assembly of shareholders was held on 25 April 2017 who approved the financial statements for the year ended 31 December 2016 and unanimously declared the dividend to be paid.

17 Contingencies and commitments

	30 June 2018	31 December 2017
	AED (Reviewed)	AED (Audited)
Letter of guarantee	300,000	300,000

18 Segment information

In determining the Company's operating segment, management has primarily considered the financial information in the internal reports that are reviewed and used by the Board of Directors in assessing performance and in determining the allocation of resources. Management has concluded that the Company has a single operating segment, being the production and bottling of mineral water, juices, soft drinks, food stuff, preforms and screw caps in the United Arab Emirates.

19 Re-arrangement of comparatives

The comparative figures have been reclassified to align with the current period classifications. These reclassifications do not have any impact on the results for the six-month period ended 30 June 2018 or the Company's net assets. The impact of these reclassifications is summarised in the table below:

	Six months ended 30 June 2017		
	As previously stated AED	Reclassifications AED	As reclassified AED
Cost of revenue Provision no longer required General and administrative expenses Selling and distribution expenses Concession fee provision provided	(18,117,567) 558,515 (2,080,977) (2,181,498)	(999,851) (558,515) 558,382 (16)	(19,117,418) - (1,522,595) (2,181,514)
by the Government Net statement of income impact	(1,000,000) (22,821,527)	1,000,000	(22,821,527)