WAFRAH FOR INDUSTRY AND DEVELOPMENT CO. (A Saudi Joint Stock Company)

THE INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2016
TOGETHER WITH AUDITORS' REPORT ON THE REVIEW
OF INTERIM FINANCIAL STATEMENTS

Crowe Horwath...

Al Azem & Al Sudairy

CPA's & Consultants

Member Crowe Horwath International

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AUDITORS' REPORT ON THE REVIEW OF INTERIM FINANCIAL STATEMENTS

SHAREHOLDERS OF WAFRAH FOR INDUSTRY AND DEVELOPMENT COMPANY (A Saudi Joint Stock Company)

Scope of Examination: We have examined the accompanying Interim balance sheet of WAFRAH FOR INDUSTRY AND DEVELOPMENT COMPANY (A Saudi Joint Stock Company) as of June 30, 2016 and the related interim statements of income for three and six months periods ended June 30, 2016 interim cash flows and interim changes in shareholders equity for the six month period then ended, and the notes from (1) to (18) which are an integral part of these interim financial statements. These financial statements are the responsibility of the Company's management and were submitted to us together with all the information and explanations which we requested.

Our examination was limited for the Interim financial statements and was conducted in accordance with the Saudi Organization for Certified Public Accountants standard on interim financial statements. The limited examination consists principally of analytical procedures applied to financial data and inquiries of the Company's personnel responsible for financial and accounting matters. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Conclusion: Based on our limited review, we are not aware of any material modifications that should be made to the interim financial statements to be in conformity with generally accepted accounting principles in the Kingdome of Saudi Arabia.

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AlAzem & AlSudairy
Certified Public Accountants

Salman B. AlSudairy License No. 283

16 Shawwal 1437H (July 21, 2016) Riyadh, Saudi Arabia

(A Saudi Joint Stock Company)

INTERIM BALANCE SHEET (UNAUDITED)

AS OF JUNE 30, 2016

(Saudi Riyals)

	,	Unaudited 30/06/2016	Unaudited 30/06/2015
ASSETS		30/00/2010	<u>30/00/2013</u>
Current Assets:			
Cash and banks balances (I	Note 5)	2,031,825	5,811,357
Accounts receivable		52,477,677	40,573,938
Inventory (Notes 3b and 6)		44,829,100	29,744,372
Prepayments and other asse		6,964,590	8,241,996
Total current assets		106,303,192	84,371,663
Investments in companies	(Notes 3c and 8a)	17,050,000	17,050,000
Investments in security	. 0.1	441.042	571.060
	es, net (Notes 3c and 9)	441,942	571,962
Projects under progress (N	-	12,408,535 11,127,708	25,182,146 11,127,708
Real estate investments (N Deferred expenses	ote 11)	14,224	14,224
-	quipment, net (Notes 3d and 12a)	121,124,181	111,819,941
	equipment, net (Notes 3d and 12b)		791,877
Total non - current	assets	162,724,649	166,557,858
Total assets		269,027,841	250,929,521
LIABILITIES AND SHARE	HOLDERS' EQUITY		
Current Liabilities:			
Accounts payable		20,207,779	6,668,602
Current portion of long ter		5,000,000	2,000,000
Accrued dividend distribut	ion	1,201,025	1,268,130
Oversubscribed payable		3,282,200	3,285,800
Accrued expenses and other	er liabilities (Note 13)	1,891,309	1,765,041
Zakat estimated (Note 3h)		5,773,060	5,763,895
Total current liabili	ities	37,355,373	20,751,468
Long term loan (Note 14)		28,000,000	25,118,400
End of service benefits (No	ote 3e)	5,351,982	5,209,841
Total non - current	liabilities	33,351,982	30,328,241
Total liabilities		70,707,355	51,079,709
Shareholders' Equity:			
Paid-up capital (Note 1)		200,000,000	200,000,000
Statutory reserve		7,202,424	7,202,424
Unrealized loss from inves		(813,757)	(683,737)
•	ble for sales (Notes 3c and 9)	(8,068,181)	(6,668,875)
Accumulated loss	aquity	198,320,486	199,849,812
Total shareholders'	-	269,027,841	250,929,521
	and shareholders' equity		
Finance Manager	Chief Executive Officer	Author	rized Member

The accompanying notes from (1) to (18) are an integral part of these interim in ancial statements

(A Saudi Joint Stock Company)

FOR THE THREE AND SIX MONTHS PERIODS ENDED AT JUNE 30, 2016 INTERIM STATEMENT OF INCOME (UNAUDITED)

(Saudi Riyals)

		For Three months	For six	For six months
	From 01/04/2016 To 30/06/2016	From 01/04/2015 To 30/06/2015	From 01/01/2016 To 30/06/2016	From 01/01/2015 To 30/06/2015
Sales (Notes 3f and 15)	25,973,245	28,820,434	54,655,575	43,875,420
Cost of sales	(11,629,708)	(18,402,015)	(29,006,264)	(27,238,208)
Depreciation	(2,758,722)	(2,459,942)	(5,580,238)	(4,737,212)
Gross operating profit	11,584,815	7,958,477	20,069,073	11,900,000
Selling and distribution expenses (Note 3g)	(8,344,796)	(4,677,565)	(14,059,662)	(9,856,283)
General and administrative expenses (Note 3g)	(2,178,027)	(2,468,945)	(4,508,447)	(4,649,905)
Net profit (loss) from main operations	1,061,992	811,967	1,500,964	(2,606,188)
Other income (Note 3f)	31,669	61,535	103,033	91,430
Net profit (Loss) for the year before zakat	1,093,661	873,502	1,603,997	(2,514,758)
Zakat estimated (Note 3h)	(380,000)	(365,000)	(730,000)	(720,835)
Net profit (loss) for the period	713,661	508,502	873,997	(3,235,593)
Profit (Loss) per share (Note 16): From profit (loss) from main operation	0.05	0.04	0.08	(0.13)
From profit (loss) for the period	0.04	0.03	0.04	(0.16)
Finance Manager	Chie	Chief Executive Officer	Authoriz	Authorized Member

The accompanying notes from (1) to (18) are an integral part of these financial statements

(A Saudi Joint Stock Company)

INTERIM STATEMENT OF CASH FLOWS (UNAUDITED) FOR THE PERIOD ENDED June 30, 2016

(Saudi Riyals)

	Unaudited From 1/1/2016 To 30/06/2016	Unaudited From 1/1/2015 <u>To 30/06/2015</u>	
Cash Flows from Operating Activities: Net profit (loss) for the period	873,997	(2 225 502)	
Adjustments to reconcile net profit (loss) to	0/3,99/	(3,235,593)	
net cash used in operating activities:			
Depreciation for the period	6,746,290	9,355,430	
Gain from selling of property, plant and equipment	-	-	
Zakat estimated provision for the period	730,000	720,835	
End of service benefits	430,590	537,185	
Changes in assets and liabilities: Accounts receivable	(6 279 090)	(7.021.452)	
Inventory	(6,278,989) (7,436,658)	(7,021,452) (6,528,876)	
Prepayments and other assets	(1,369,177)	2,573,197	
Accounts payable	1,223,316	198,271	
Accrued expenses and other liabilities	67,584	202,705	
End of service benefits paid during the period	(330,054)	(463,025)	
Zakat paid during the period	(1,274,539)	(1,411,105)	
Net cash used in by operating activities	(6,617,640)	(5,072,428)	
Cash Flows from Investing Activities:	(<u>545274515</u>)	(0,072,120)	
Purchase of property, plant and equipment	(532,808)	(15,596,754)	
Projects under progress	-	(1,262,500)	
Real estate investment	-	11,127,708	
Deferred income expense	-	2,750,000	
Net change in adjustments of property, plant and equipment	-	(3,501,350)	
Proceeds from selling of property, plant and equipment			
Net cash used in investing activities	<u>(532,808</u>)	<u>(6,482,896)</u>	
Cash Flows from Financing Activities:			
Accrued dividend distribution	(3,703)	(4,395)	
Net change in long term loan		10,264,400	
Net cash (used in) provided by financing activities	(3,703)	10,260,005	
Net decrease in cash and banks balances	(7,154,151)	(1,295,319)	
Cash and banks balances at beginning of the period	<u>9,185,976</u>	7,106,676	
Cash and banks balances at end of the period	<u>2,031,825</u>	5,811,357	
Non-cash item:			
Unrealized profit from Investments			
in security available for sales	<u>100,178</u>	68,314	
Finance Manager Chief Executive Office	cer	Authorized Member	
36			
The accompanying notes from (1) to (18) are an integral part of these interim financial statements			
- 4 -			

(A Saudi Joint Stock Company)

INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED) FOR THE PERIOD ENDED JUNE 30, 2016

(Saudi Riyals)

	Unaudited From 1/1/2016	Unaudited From 1/1/2015
	To 30/06/2016	To 30/06/2015
Paid-up capital (Note 1)	200,000,000	200,000,000
Statutory reserve	7,202,424	7,202,424
Unrealized loss from Investments in security available for sales (Notes 3c and 9):	(012.025)	(752.051)
Beginning of the period Net movement during the period	(913,935) 100,178	(752,051) 68,314
End of the period	(813,757)	(683,737)
Accumulated loss:		
Beginning of the period	(8,942,178)	(3,433,282)
Net profit (loss) for the period	<u>873,997</u>	(3,235,593)
End of the period	(8,068,181)	(6,668,875)
Total Shareholders' Equity	<u>198,320,486</u>	199,849,812

Finance Manager

Chief Executive Officer

Authorized Member

The accompanying notes from (1) to (18) are an integral part of mese interim financial statements

(A Saudi Joint Stock Company)

NOTES TO INTERIM FINANCIAL STATEMENTS (UNAUDITED) FOR THE PERIOD ENDED JUNE 30, 2016

(Saudi Riyals)

1. ACTIVITIES

Wafrah for Industry and Development CO. is a Saudi Joint Stock Company founded according to the commercial registration No. 1010076996 issued in Riyadh dated 24/10/1410H (corresponding to 19/05/1990). The paid up capital of the Company is 200 Millions Saudi Riyals comprising of 20 million shares at a par value of Saudi Riyals 10 per share.

The company is engagedin taking advantage of seasonal agricultural surplus especially for those of a perishable nature, and are marketed to the consumers after subjecting them to varying degree of agricultural treatment, production processes and manufacturing services. They are also involved in marketing of food products, investment on land property as well as in creation, maintenance, operation and ownership of industrial projects.

The accompanying interim financial statements represents Company's financial statement and it's branch as follow.

Branch Name
Wafrah for Industry and
Development CO. – Jeddah
Wafrah for Industry and
Development CO. – Dammam

Development CO. – Dammam

2050028895

Marketing of the food products

Marketing of the food products

2. BASIS OF PREPARATION THE INTERIM FINANCIAL STATEMENTS

The accompanying interim financial statements have been prepared on the basis of historical cost in accordance with the accrual concept except for the investment in securities for sale which are evaluated and the difference in re-evaluation is recorded within the statement of charges in shareholders equity, and prepared in accordance with generally accepted accounting principles issued by Saudi Organization for Certified Public Accountants – SOCPA.

The accompanying interim financial statements have been prepared based on the interim financial report standard issued by Saudi Organization for Certified Public Accountants. SOCPA and on the basis of the periods integration where is each consider as a part of financial year. Accordingly the revenue and gain, expenses, loss for the period were recorded in the period.

Items appear in the interim financial statements for the Company in Saudi Riyals which is the functional currency and disclosure of the Company.

The figures in these interim financial statements are rounded to the nearest Saudi rival.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of Company's significant accounting policies:

a) Use of estimates --

The preparation of interim financial statements in accordance with the accepted principles requires the use of estimates and assumptions that may affects the value of restricted assets and liabilities and disclosure of potential assets and liabilities in the date of the financial statements and the value of revenue and expenses were disclosure to the period of the interim financial statements preparation. Although these estimates and judgments are based on management's best knowledge and events available to the management in the date of the accompanying interim financial statement, It is possible that actual final results differ from these estimated. These estimated and assumptions are reviewed on a continual basis and effects resulting from these accounting change will be disclosed in the year and future period which are affected by it.

b) Inventory --

Inventories comprise of finished goods, work in process raw materials, accessories and spare parts which are stated at the lower of cost or estimated net realizable value. Costs include cost of raw materials direct labor and manufacturing overheads. Appropriate provisions are made for slow moving and redundant inventories, if any.

c) Investments --

Investments in subsidiaries: Investments in subsidiaries companies represent shares in companies owned by the company in different percentages; when the percentage does not exceeds 20% investments are shown at cost. When the percentage ranges between 20% to 50% investments are accounted for, using the equity methods, whereas investment accounted for using the consolidation methods, when the percentage exceeds 50% if any.

Investments in securities held for trading: Investments in securities held for trading are reported in the accompanying interim consolidated financial statements at market value. Realized gains or losses on sale of these investments are reported in the statement of income.

Investments in securities available for sale: Investments in securities available for sale are reported in the accompanying interim consolidated financial statements at fair value. Realized gains or losses on sale are recorded in the statement of income, and unrealized gains or losses are reported in the statement of equity section.

d) Property, plant and equipment --

Property, plant and equipment are stated at net cost of accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets based on the following annual percentage rates:

Buildings	3 – 15 %
Motor vehicles	25 %
Furniture and fixture	2.5 – 15 %
Machinery and equipments	5 %
Tools	5 – 15 %
Artesian wells	5 %
Air conditions	15 %
Fitting and equipments	10 %

e) End of service benefits --

Benefits payable to the employees at the end of their services are provided in accordance with the guidelines set by the Saudi Arabian Labor Law.

f) Revenue recognition --

Revenue is recognized when goods are delivered and invoices are issued to customers. Other income is recorded when earned.

g) Expenses --

Selling and distribution expenses represent expenses resulting from the company's activities in the functions of sales, marketing and distribution. All other expenses are classified as general and administrative expense. General and administrative expenses contains direct and indirect expenses which are not directly related to selling and marketing expenses, according to the accounting standards

h) Zakat --

Zakat is an obligation payable by the Company. Estimated Zakat is provided for in the accompanying financial statements and charged to the statement of income, in accordance with Zakat standard issued by the Saudi Organization for Certified Public Accountants. Zakat calculation is made quarterly according to the accrual accounting concept. Any differences between Zakat provision and final settlement at the end of the year are settled.

i) Transfer of foreign currencies --

The accompanying financial statements are denominated in Saudi Riyals. Appropriate exchange rates have been used to translate transactions or balances denominated in foreign currencies. There were no material exchange gains or losses during the period.

4. ADJUSTMENTS RELATED TO THE PERIOD

The company's management has prepared all the adjustments needed to fairly present The financial position and the results of its operations, however the results of its operations for the period ended June 30, 2016 and 2015 may or may not reflect of the actual results of the audited annual financial statement.

5. CASH AND BANKS BALANCES

Cash and banks balances comprised of the following as of June 30:

	Unaudited	Unaudited
	<u>2016</u>	<u>2015</u>
Cash in hand	22,300	13,212
Cash at banks	<u>2,009,525</u>	5,798,145
	2,031,825	5,811,357

6. INVENTORY

Inventory comprised of the following as of June 30:

	Unaudited	Unaudited
	<u> 2016</u>	<u>2015</u>
Raw materials	12,521,485	13,256,656
Finished goods	28,103,098	12,276,221
Spare parts	4,204,517	4,211,495
	44,829,100	29,744,372

7. PREPAYMENTS AND OTHER ASSETS

Prepayments and other assets comprised of the following as of June 30:

	Unaudited	Unaudited
	<u> 2016</u>	<u>2015</u>
Advance to suppliers	2,846,616	4,564,000
Other receivables	1,950,405	1,741,145
Employee receivables	846,374	1,115,044
Prepaid rents	524,696	650,738
Letter of guarantee	500,000	-
Employee floats	224,368	135,283
Refundable deposit	56,313	20,313
Other	<u> 15,818</u>	<u>15,473</u>
	<u>6,964,590</u>	8,241,996

8. <u>INVESTMENT IN COMPANIES</u>

a) Investments in companies comprised of the following as of June 30:

	Unaudited 2016	Unaudited 2015
East Asia Company for Development		
and Agricultural Investment (Note 8b)	10,000,000	10,000,000
Jannat for Agricultural Investment (Note 8c)	7,050,000	7,050,000
	<u>17,050,000</u>	<u>17,050,000</u>

- b) Investment in East Asia Company for Development and Agricultural Investment (Closed Joint Stock Company) represent an investment of 10 % in the company's authorized capital which amounted to SAR 100 million. Out of which, the paid in capital reached SAR 70 million.
- c) Investment in Jannat for Agricultural Investment (A Saudi Limited Liabilities Company) represents an investment of 11.1 % from the company's capital which amount to SAR 63 million and the remaining balance of SAR 50,000 represents the company's shares in pre-operating expenses.

9. <u>INVESTMENT IN SECURITIES AVAILABLE FOR SALE</u>

Investments in securities available for sales comprised of the following as of June 30:

	Unaudited	Unaudited
	<u>30/6/2016</u>	30/6/2015
Investment in stocks *	1,255,699	1,255,699
Unrealized loss	(813,757)	(683,737)
	441,942	571,962

* This item represents the balance of the company's investment in Yanbu National Petrochemicals (YNSAB) and these investments which are presented at fair value at the end of the period, the losses resulted were recorded as unrealized losses and adjusted towards shareholders' equity in the Balance Sheet.

10. PROJECTS UNDER PROGRESS

Projects under progress comprised of the following as of June 30:

	<u>Unaudited</u>	<u>Unaudited</u>
	<u>30/6/2016</u>	<u>30/6/2015</u>
Vegetables factory	12,408,535	25,182,146
	12,408,535	25,182,146

11. REAL ESTATE INVESTMENTS

Real estate investments comprised of the following as of June 30:

	<u>Unaudited</u>	Unaudited
Real estate investment – Jizan *	30/6/2016	<u>30/6/2015</u>
	11,127,708	11,127,708
	11,127,708	11,127,708

^{*} Investment represent land purchased by the Company based on the Boards decision at its meeting dated 04/12/2014 and consists of 18 plots in Mohammedia, Jizan with a total area of 10,803.60 square meters purchased from Tanmiyat Commercial Investment Company.

12. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment comprised of the following as of June 30, 2016 and 2015:

		<u>Cost</u>	Accumulated Depreciations	Unaudited N.B.V <u>2015</u>	Unaudited N.B.V 2014
a)	Used property, plant and equipment	300,146,768	(179,022,587)	121,124,181	111,819,941
		300,146,768	(179,022,587)	121,124,181	111,819,941
b)	Unused property, plant and equipment	t			
	production line	9,352,804	(8,794,745)	<u>558,059</u>	791,877
		9,352,804	_(8,794,745)	558,059	791,877
	Total	<u>309,499,572</u>	(<u>187,817,332</u>)	121,682,240	112,611,818

There are mortgaged property included within the item of properties, plant and equipments (used) with a value of 71 million Saudi Riyals; which was used as collateral in exchange for a loan from the Saudi Industrial Development Fund (Note 14).

13. ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued expenses and other liabilities comprised of the following as of June 30:

	Unaudited 2016	Unaudited 2015
Accrued expenses salaries and vacation Accrued expenses others	905,647 _985,662	1,302,634 462,407
•	1,891,309	1,765,041

14. LONG TERM LOANS

The company obtained a long-term loan from the Saudi Industrial Development Fund on 09/05/2012 in order to finance the establishment and expansion of frozen vegetables and potatoes production plant, as of June 30, 2016, an amount of SAR 33,000,000 out of the total of the approved facilitate loan SR 34,000,000 remains unpaid. The loan is repayable in a period of six-years and the semi-annual installments started on August 1, 2015. During the fourth quarter as of December 31,2015, the Company repaid SAR 1,000,000. The total loan amount as of June 30, 2016 was SAR 33,000,000 out of which SAR 5,000,000 represents current portion and SAR 28,000,000 represents non-current portion of the loan.

	<u>Unaudited</u>	<u>Unaudited</u>
	<u>30/6/2016</u>	<u>30/6/2015</u>
Total loan balance	33,000,000	27,118,400
<u>Less</u> :		
Loan installment due within the next year (current potion)	(5,000,000)	(2,000,000)
Long term loan balance	28,000,000	25,118,400

The loan is secured by mortgaging the entire meat product factory and the entire freeze vegetables as collateral for the loan. The Loan Agreement contains commitments which include, among other things, commitment maintain certain financial ratios capital expenditure.

15. <u>SALES</u>

Sales comprised of the following for the periods ended June 30 as follow:

	Unaudited <u>2016</u>	Unaudited 2015
Vegetables factory	28,957,925	18,329,336
Pastry factory	22,050,947	22,243,323
Food and meet factory	3,344,061	2,781,374
Breakfast cereals factory	302,642	364,387
Dates		<u> 157,000</u>
	<u>54,655,575</u>	43,875,420

16. (EARNING (LOSS) PER SHARE

(Loss) Earnings per share from net main operating loss is calculated by dividing net main operating profit (loss) for the year by the weighted average number of shares during the year. Earnings (Loss) per share on net profit (loss) is calculated by dividing the net profit (loss) for the year by the weighted average number of shares during the period. The weighted average of shares numbers have reached 20,000,000 shares.

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments carried on the balance sheet principally include cash and banks balances, other assets, investments, accounts payable, accruals, loan and other non-current liabilities.

- Credit risk: is the risk that one party will fail to fulfill an obligation and will cause the other party
 to incur a financial loss, The company does not have substantial concentration of credit risk. Worth
 clients and other receivables mainly from customers in the local market has been shown at their
 estimated recoverable.
- Liquidity risk: is the risk that the entity will encounter difficulties in raising funds to meet commitments associated with financial instruments, Liquidity risk may result from an inability to sell financial assets quickly at an amount close to its fair value, and The Company manages its liquidity risk by ensuring that the necessary funds are available when needed.
- Currency risk: is the risk that the value of financial instruments will fluctuate due to change in foreign exchange rates, The transactions of the company are principally in Saudi Riyals, other foreign currency transaction non-material, Currencies are managed on a regular basis.
- Fair value: is the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in a arm's length transaction, As the Company's financial statements are prepared under the historical cost convention, differences can arise between book value and fair value estimates, Management believes that the fair values of the Company's financial assets and liabilities are not materially different from their carrying values.

18. <u>INTERIM FINANCIAL STATEMENTS APPROVAL</u>

The accompanying interim financial statements is approved by the board of directors on Shawal 16, 1437H (corresponding to July 21, 2016).

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