

**Fawaz Abdulaziz Al Hokair & Co. and its
subsidiaries**

(A Saudi Joint Stock Company)

**INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED) AND AUDITOR'S LIMITED REVIEW REPORT**

FOR THE THREE-MONTH PERIOD ENDED 30 JUNE 2014

Fawaz Abdulaziz Al Hokair & Co. and its subsidiaries
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE-MONTH PERIOD ENDED 30 JUNE 2014

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**LIMITED REVIEW REPORT
TO THE SHAREHOLDERS OF FAWAZ ABDULAZIZ AL HOKAIR & CO.
(A SAUDI JOINT STOCK COMPANY)**

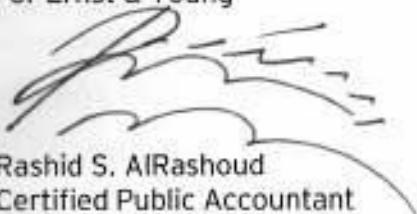
SCOPE OF REVIEW

We have reviewed the accompanying interim consolidated balance sheet of Fawaz Abdulaziz Al Hokair & Co.- A Saudi Joint Stock Company (the "Company") and its subsidiaries (the "Group") as at 30 June 2014, and the related interim consolidated statements of income, cash flows and changes in equity for the three-month period then ended. These interim consolidated financial statements are the responsibility of the Group's management and have been prepared by them and submitted to us together with all the information and explanations which we required. We conducted our limited review in accordance with the Standard on Review of Interim Financial Reporting issued by the Saudi Organization for Certified Public Accountants ("SOCPA"). A limited review consists principally of applying analytical procedures to financial data and information and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted 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 accompanying interim consolidated financial statements for them to be in conformity with accounting standards generally accepted in the Kingdom of Saudi Arabia.

For Ernst & Young



Rashid S. AlRashoud
Certified Public Accountant
Registration No. 366



Riyadh: 23 Ramadan 1435H
(20 July 2014)

Fawaz Abdulaziz Al Hokair & Co. and its subsidiaries
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED BALANCE SHEET
AS AT 30 JUNE 2014

	Note	30 June 2014 (Unaudited) SR	30 June 2013 (Unaudited) SR
ASSETS			
CURRENT ASSETS			
Cash and bank balances		803,937,741	160,103,779
Prepayments, due from related parties and other receivables	5	1,074,147,897	657,184,993
Inventories		1,802,807,088	1,251,612,355
TOTAL CURRENT ASSETS		3,680,892,726	2,068,901,127
NON-CURRENT ASSETS			
Investments in associates and others	6	291,199,437	238,249,077
Property and equipment		1,764,519,091	1,390,163,767
Intangible assets – goodwill	7	479,234,543	479,234,543
Other intangible assets		120,362,051	98,951,519
TOTAL NON-CURRENT ASSETS		2,655,315,122	2,206,598,906
TOTAL ASSETS		6,336,207,848	4,275,500,033
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Short-term Murabaha financing and loans	9	892,045,984	248,628,941
Current portion of long-term funding	10	69,702,509	271,250,115
Trade accounts payable		718,230,745	436,455,958
Accrued expenses and other payables		632,933,065	439,746,502
TOTAL CURRENT LIABILITIES		2,312,912,303	1,396,081,516
NON-CURRENT LIABILITIES			
Long-term funding	10	1,622,034,478	812,622,810
End-of-service indemnities		73,268,890	68,003,902
TOTAL NON-CURRENT LIABILITIES		1,695,303,368	880,626,712
TOTAL LIABILITIES		4,008,215,671	2,276,708,228
EQUITY			
SHAREHOLDERS' EQUITY			
Share capital	12	1,050,000,000	700,000,000
Statutory reserve	13	328,278,314	251,142,965
Retained earnings		923,739,306	1,025,925,079
TOTAL SHAREHOLDERS' EQUITY		2,302,017,620	1,977,068,044
MINORITY INTERESTS		25,974,557	21,723,761
TOTAL EQUITY		2,327,992,177	1,998,791,805
TOTAL LIABILITIES AND EQUITY		6,336,207,848	4,275,500,033

The attached notes 1 to 18 form an integral part of these interim consolidated financial statements

Fawaz Abdulaziz Al Hokair & Co. and its subsidiaries
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED STATEMENT OF INCOME
FOR THE THREE-MONTH PERIOD ENDED 30 JUNE 2014

	Note	2014 (Unaudited) SR	2013 (Unaudited) SR
Sales		1,664,570,415	1,258,316,435
Direct costs		(1,222,820,301)	(918,652,682)
GROSS PROFIT		441,750,114	339,663,753
Selling and marketing expenses		(70,262,468)	(45,608,220)
General and administrative expenses		(88,257,810)	(68,492,304)
Depreciation and amortization		(67,337,276)	(50,413,180)
INCOME FROM MAIN OPERATIONS		215,892,560	175,150,049
Financing charges		(28,050,806)	(12,537,428)
Other income, net		11,335,773	8,818,922
INCOME BEFORE ZAKAT AND INCOME TAX AND MINORITY INTERESTS		199,177,527	171,431,543
Zakat and income tax	11	(7,907,185)	(5,542,408)
INCOME BEFORE MINORITY INTERESTS		191,270,342	165,889,135
Minority interests		1,156	(713,720)
NET INCOME FOR THE PERIOD		191,271,498	165,175,415
EARNINGS PER SHARE:			
Attributable to income from main operations	14	2.06	1.67
Attributable to net income for the period	14	1.82	1.57

The attached notes 1 to 18 form an integral part of these interim consolidated financial statements

Fawaz Abdulaziz Al Hokair & Co. and its subsidiaries
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE-MONTH PERIOD ENDED 30 JUNE 2014

	2014 (Unaudited) SR	2013 (Unaudited) SR
OPERATING ACTIVITIES		
Income before zakat and income tax and minority interests	199,177,527	171,431,543
Adjustments for:		
Depreciation and amortization	67,337,276	50,413,180
Provision for end-of-service indemnities	6,007,074	4,190,504
Gain on disposal of property and equipment	(26,142)	(26,000)
	<u>272,495,735</u>	<u>226,009,227</u>
Changes in operating assets and liabilities:		
Prepayments, due from related parties and other receivables	(197,055,245)	7,810,925
Inventories	(268,614,138)	(148,122,719)
Trade accounts payable	168,074,984	94,933,585
Accrued expenses and other payables	21,699,981	19,307,781
	<u>(3,398,683)</u>	<u>199,938,799</u>
Cash (used in) from operations		
Zakat and income tax paid	(521,160)	(2,072,035)
End-of-service indemnities paid	(2,900,183)	(2,121,464)
	<u>(6,820,026)</u>	<u>195,745,300</u>
Net cash (used in) from operating activities		
INVESTING ACTIVITIES		
Purchase of property and equipment	(186,671,965)	(86,052,831)
Other intangible assets	-	(3,328,199)
Proceeds from disposal of property and equipment	28,749	26,000
Investments in associates and others	(32,357,790)	-
	<u>(219,001,006)</u>	<u>(89,355,030)</u>
Net cash used in investing activities		
FINANCING ACTIVITIES		
Proceeds from short-term Murabaha financing and loans, net	426,353,661	46,589,155
Proceeds from (repayment of) long-term funding, net	818,669,831	(24,124,344)
Dividends paid	(315,000,000)	(102,917,846)
Minority interests	(1,271,404)	-
	<u>928,752,088</u>	<u>(80,453,035)</u>
Net cash from (used in) financing activities		
Net increase in cash and bank balances	<u>702,931,056</u>	<u>25,937,235</u>
Cash and bank balances at the beginning of the period	<u>101,006,685</u>	<u>134,166,544</u>
CASH AND BANK BALANCES AT THE END OF THE PERIOD	<u>803,937,741</u>	<u>160,103,779</u>
NON-CASH TRANSACTIONS:		
Dividends payable		107,082,154

The attached notes 1 to 18 form an integral part of these interim consolidated financial statements

Fawaz Abdulaziz Al Hokair & Co. and its subsidiaries
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE THREE-MONTH PERIOD ENDED 30 JUNE 2014

	<i>Attributable to equity holders of the parent</i>				<i>Minority interests</i> SR	<i>Total equity</i> SR
	<i>Share capital</i> SR	<i>Statutory reserve</i> SR	<i>Retained earnings</i> SR	<i>Total shareholders' equity</i> SR		
30 June 2014						
Balance at 31 March 2014 (audited)	1,050,000,000	328,278,314	1,047,467,808	2,425,746,122	27,247,117	2,452,993,239
Net income for the period	-	-	191,271,498	191,271,498	(1,156)	191,270,342
Final dividends 2014 (note 17)	-	-	(315,000,000)	(315,000,000)	-	(315,000,000)
Movement in minority interests	-	-	-	-	(1,271,404)	(1,271,404)
Balance at 30 June 2014 (unaudited)	1,050,000,000	328,278,314	923,739,306	2,302,017,620	25,974,557	2,327,992,177
30 June 2013						
Balance at 31 March 2013 (audited)	700,000,000	251,142,965	1,070,749,664	2,021,892,629	21,010,041	2,042,902,670
Net income for the period	-	-	165,175,415	165,175,415	713,720	165,889,135
Interim dividends	-	-	(210,000,000)	(210,000,000)	-	(210,000,000)
Balance at 30 June 2013 (unaudited)	700,000,000	251,142,965	1,025,925,079	1,977,068,044	21,723,761	1,998,791,805

The attached notes 1 to 18 form an integral part of these interim consolidated financial statements

Fawaz Abdulaziz Al Hokair & Co. and its subsidiaries
(A Saudi Joint Stock Company)

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
30 JUNE 2014

1. ORGANIZATION AND ACTIVITIES

Fawaz Abdulaziz Al Hokair & Co. (the "Company") is a listed Saudi Joint Stock Company registered in Riyadh, Kingdom of Saudi Arabia under commercial registration No. 1010076209 dated 20 Sha'ban 1410H (corresponding to 18 March 1990).

The objectives of the Company as per its Bylaws are to engage in the following activities:

- Wholesale and retail trading in ready-made cloth for men, women and children, shoes, textiles, house and office furniture, perfumes, natural cosmetics, ornaments and beauty materials and their compounds and traditional jewelry.
- Wholesale and retail trading in sports wares and shoes and their complementary.
- Management and operation of optics centers, wholesale and retail trading in eye glasses and sun glasses, contact lenses, optical equipment and accessories.
- Trading agencies.
- Purchase of land and construction of buildings thereon for the purpose of running the Company's activities and business.
- Manufacture, wholesale and retail in Ibayas, robes, scarfs and other women embroidered gowns.
- Wholesale and retail trading in gold, silver, jewelry, precious stones, diamonds, gold ornaments and precious metals.
- Wholesale and retail trading in communication equipment and related accessories and spare parts, maintenance and operation through trading agencies.
- Retail trading in consumer food products.
- Own and operate restaurants, coffee shops, import food products and acquire related equipment.
- Own and operate entertainment centers and acquire related equipment.

2. BASIS OF CONSOLIDATION

These interim consolidated financial statements include the assets, liabilities and result of operations of the Company and the following subsidiaries:

Subsidiary company	Country of incorporation	Direct and indirect shareholding %	
		2014	2013
Al Wahcedah Equipment Co. Ltd. and its subsidiaries (i)	Kingdom of Saudi Arabia	100	100
Haifa B. Al Kalam & Partners International Co. for Trading and its subsidiaries (ii)	Kingdom of Saudi Arabia	100	100
Saudi Retail Co. Ltd.	Kingdom of Saudi Arabia	100	100
Wahba Trading Company Limited and its subsidiaries (iii)	Kingdom of Saudi Arabia	100	100
Kazakhstan Group (iv)	Republic of Kazakhstan	85	85
Al Farida Trading Agencies Company	Kingdom of Saudi Arabia	70	70
Retail Group Egypt	Arab Republic of Egypt	98	98
Retail Group Jordan	Hashemite Kingdom of Jordan	95	95
Nesk Trading Projects Company	Kingdom of Saudi Arabia	100	100
Global Leiva (note 8)	Spain	100	-

Fawaz Abdulaziz Al Hokair & Co. and its subsidiaries
(A Saudi Joint Stock Company)

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
30 JUNE 2014

2. BASIS OF CONSOLIDATION (continued)

- (i) Al Waheedah Equipment Co. directly and indirectly owns certain active subsidiaries in Azerbaijan and dormant subsidiaries in United Arab Emirates.
- (ii) Haifa B. Al Kalam & Partners directly and indirectly owns certain active subsidiaries in Georgia, Armenia, United States of America and Morocco, and dormant subsidiaries in United Arab Emirates and British Virgin Islands.
- (iii) Wahba Trading Company Limited directly and indirectly owns certain dormant subsidiaries in Kingdom of Saudi Arabia and United Arab Emirates.
- (iv) Kazakhstan Group represents three entities namely Retail Management Kazakhstan, Fashion Retail Kazakhstan and Global Apparel Kazakhstan. All these entities are 85% directly owned. During the period ended 30 June 2014, the Company was in process of acquiring the remaining 15% equity interests from the minority shareholders of Kazakhstan Group.

The principal activities of all the above subsidiary companies are wholesale and retail trading. Indirect shareholding represents cross ownership among the subsidiary companies.

A subsidiary is an entity in which the Company has direct and indirect equity interest of more than 50% and/or over which it exerts effective control. The financial statements of the subsidiary companies are prepared using accounting policies which are consistent with those of the Company. The subsidiary companies are consolidated from the date on which the Company is able to exercise effective control.

All significant inter-company balances and transactions have been eliminated on consolidation.

Minority interest in the net assets (excluding goodwill) of consolidated subsidiary companies is identified separately from the Company's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in subsidiary's equity are allocated against the interest of the Company except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The interim consolidated financial statements have been prepared in accordance with the Standard of Interim Financial Reporting issued by the Saudi Organization for Certified Public Accountants. The significant accounting policies adopted by the Company and its subsidiaries in preparing the interim consolidated financial statements, summarized below, are in conformity with those described in the annual audited consolidated financial statements for the year ended 31 March 2014. The interim consolidated financial statements and the accompanying notes should be read in conjunction with the annual audited consolidated financial statements and the related notes for the year ended 31 March 2014.

Accounting convention

The interim consolidated financial statements are prepared under the historical cost convention, as modified to include the measurement, at fair value, of investments in available for sale securities.

Use of estimates

The preparation of interim consolidated financial statements in conformity with generally accepted accounting standards requires use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current event and activities actual result ultimately may differ from those estimate.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined on a weighted average cost basis.

Investments

Investments in associates

Investments in associates in which the Company and its subsidiaries have equity interest between 20% to 50% and/or over which they exercise significant influence are recorded using the equity method, under which the investment is stated initially at cost and adjusted thereafter for the post acquisition changes in the net assets of the investee companies. The Company and its subsidiaries share in the net earnings or losses of the associates are included in the interim consolidated statement of income.

Investments in available for sale securities

Investments in available for sale securities are stated at fair value and included under non-current assets in the interim consolidated balance sheet. Unrealized gains or losses are included in the interim statement of changes in equity until the investment is derecognized or the investment is determined to be impaired. On derecognition or impairment, the cumulative gain or loss previously reported in equity is included in the interim consolidated statement of income for the period. Fair value is determined based on the market value if an open active market exists or by using alternative revaluation methods. Otherwise cost is considered to be the fair value.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment in value. Expenditure on maintenance and repairs is expensed, while expenditure for betterment is capitalized. Depreciation is provided over the estimated useful lives of the applicable assets using the straight line method. Land and capital work in progress are not depreciated. The estimated rates of depreciation/amortization of other classes of assets are as follows:

	<u>Depreciation percentage</u>
Buildings	3%
Leasehold improvements	12.5%
Furniture and office equipment	10%
Motor vehicles	25%

Intangible assets

Goodwill

Goodwill arising from investments in subsidiaries represents the excess of the cost of acquisition over the Company's interests in the fair value of the net assets of these subsidiaries at the date of acquisition. The carrying amount of the goodwill is reviewed annually to determine whether there is any indication of impairment. If any such indication exists the carrying amount of goodwill is reduced to the estimated recoverable amount. Goodwill after initial recognition is measured at cost less accumulated impairment losses, if any.

If the fair value of the net assets acquired is in excess of the aggregate of the cost of acquisition, the Company 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 recognized at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate of the cost of acquisition, then the gain is recognized in the interim consolidated statement of income.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other intangible assets

Other intangible assets represent software implementation cost, key money, trademarks and other deferred charges, and are amortized using the straight line method over the estimated period of benefit.

The estimated period of amortization of the principal classes of other intangible assets is as follows:

	<i>Years</i>
Software implementation cost	25
Key money	10
Deferred charges	4

Trademarks are not subject to amortization. These are tested for impairment on annual basis.

Impairment of non-current assets

The Company and its subsidiaries periodically reviews the carrying amounts of their non-current tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company and its subsidiaries estimates the recoverable amount of the cash generating unit to which that asset belongs.

If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash generating unit is reduced to its recoverable amount. Impairment loss is recognized as an expense immediately.

Except for goodwill, where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash generating unit in prior periods. A reversal of an impairment loss is recognized as income immediately.

Accounts payable and accruals

Liabilities are recognized for amounts to be paid in the future for goods or services received, whether billed by the suppliers or not.

Provisions

Provisions are recognized when the Company and its subsidiaries have an obligation (legal or constructive) arising from a past event, and the costs to settle the obligation are both probable and can be measured reliably.

Zakat and income tax

Zakat is provided in accordance with the Regulations of the Department of Zakat and Income Tax ("DZIT") in the Kingdom of Saudi Arabia and on an accrual basis. The provision is charged to the interim consolidated statement of income. Differences, if any, resulting from the final assessments are adjusted in the year of their finalization.

For subsidiaries outside the Kingdom of Saudi Arabia, provision for corporate tax is computed in accordance with tax regulations of the respective countries and charged to the interim consolidated statement of income.

Dividends

Interim dividends are recorded as and when declared and approved by the Board of Directors. Annual final dividends are recognized as a liability at the time of their approval by the General Assembly.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

End-of-service indemnities

End-of-service indemnities, required by the Saudi Arabian Labor Law, are provided in the interim consolidated financial statements based on the employees' length of service by the Company and its subsidiaries as of the interim consolidated balance sheet date. Foreign subsidiaries have pension schemes for their eligible employees in relevant foreign jurisdictions.

Revenue recognition

Sales are recognized when goods are delivered and invoices are issued to customers.

Dividend income is recognized when dividends are declared. Other income are recognized when earned.

Expenses

Selling and marketing expenses principally comprise of costs incurred in the distribution and sale of the Company and its subsidiaries products. All other expenses are classified as general and administrative expenses.

Leasing

Rental proceeds under operating leases are recognized as income on a straight line basis over the term of the operating leases.

Rentals payments under operating leases are charged as expenses on the interim consolidated statement of income on a straight line basis over the term of the operating leases.

Foreign currency translation

Foreign currency transactions are translated into Saudi Riyals at the rates of exchange prevailing at the time of the transactions. Monetary assets and liabilities denominated in foreign currencies at the interim consolidated balance sheet date are translated at the exchange rates prevailing at that date. Gains and losses from settlement and translation of foreign currency transactions are included in the interim consolidated statement of income.

Assets and liabilities of the consolidated subsidiaries denominated in foreign currencies are translated into Saudi Riyals at exchange rates prevailing at the interim consolidated balance sheet date. Revenues and expenses of the consolidated subsidiaries denominated in foreign currencies are translated into Saudi Riyals at average exchange rates during the interim period. Component of equity, other than retained earnings, are translated at the rates prevailing at the date of their occurrence. Exchange differences arising from such translations, if material, are included in the cumulative translation adjustment account under equity in the interim consolidated balance sheet.

Segment reporting

A segment is a distinguishable component of the Company and its subsidiaries that is engaged either in providing products or services (business segment) or in providing products or services within a particular economic environment (geographic segment), which is subject to risks and rewards that are different from those of other segments.

4. INTERIM RESULTS

All adjustments that the Company and its subsidiaries' management believe are material for the fair presentation of the interim consolidated financial statements and the results of operations have been incorporated. An interim period forms an integral part of the entire year. Due to the seasonality of the Company and its subsidiaries business, interim results may not be an indicator of the results of the whole financial year.

5. PREPAYMENTS, DUE FROM RELATED PARTIES AND OTHER RECEIVABLES

Prepayments, due from related parties and other receivables include amounts due from affiliated companies for the construction and rental of outlets amounting to SR 159 million (2013: SR 151 million).

Such transactions are approved by management in the ordinary course of business.

6. INVESTMENTS IN ASSOCIATES AND OTHERS

			Balance at	
	Ownership	Country of incorporation	30 June 2014 SR (Unaudited)	30 June 2013 SR (Unaudited)
	%			
Associates:				
Burberry Saudi Co. Ltd. (i)	25.0	Kingdom of Saudi Arabia	24,352,288	32,608,288
International Shop Fittings Limited (ii)	51.0	United Arab Emirates	24,245,420	-
Amwal Al Khaleejia Al Oula (iii)	25.0	Kingdom of Saudi Arabia	32,025,000	-
Investate Reality BSC	13.9	Kingdom of Bahrain	23,442,697	22,472,000
FG 4 Limited	50.0	United Arab Emirates	187,780	187,780
			104,253,185	55,268,068
Others:				
Galleria Mall (iv)	16.7	Kingdom of Saudi Arabia	83,002,274	88,002,274
Trade Center Co. Ltd.	9.3	Kingdom of Saudi Arabia	94,000,000	94,000,000
Other investments			9,943,978	978,735
			186,946,252	182,981,009
			291,199,437	238,249,077

Movement in investment in associates during the period ended 30 June 2014 is as follows:

	Balance at 31 March 2014 SR (Audited)	Addition SR (Unaudited)	Balance at 30 June 2014 SR (Unaudited)
Burberry Saudi Co. Ltd.	24,352,288	-	24,352,288
International Shop Fittings Limited	24,245,420	-	24,245,420
Amwal Al Khaleejia Al Oula	-	32,025,000	32,025,000
Investate Reality BSC	23,442,697	-	23,442,697
FG 4 Limited	187,780	-	187,780
	72,228,185	32,025,000	104,253,185

- (i) During the year ended 31 March 2014, the Company sold 15% of its investment in Burberry Saudi Co. Ltd. for an amount of SR 21.6 million which is recorded as receivable as the proceeds are yet to be received. The Company has recognized gain amounting to SR 10.3 million on the partial sale of this investment.
- (ii) During the year ended 31 March 2014, the Company participated in establishing International Shop Fittings Limited, a limited liability company registered in United Arab Emirates. The objective of the entity is to design, manufacture and sell store shop fits and decorations. The Company does not exerts effective control over the operating and financial policies of the entity, accordingly the investment has been accounted for as an associate.
- (iii) During the period ended 30 June 2014, the one of the Company's subsidiary acquired 25% equity interest in Amwal Al Khaleejia Al Oula, a limited liability company registered in the Kingdom of Saudi Arabia. The entity has been established for the sole purpose of investing in and holding shares in United Trading and Marketing Company Limited (U-Mark), a Saudi closed joint stock company.
- (iv) Investment in Galleria Mall represents the Company's share in a Musharaka venture. The venture is for the construction and management of a mall and a hotel. The investment is amortized over the period of 19 years being the legal term life of the investment.

Fawaz Abdulaziz Al Hokair & Co. and its subsidiaries
(A Saudi Joint Stock Company)

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
30 JUNE 2014

6. INVESTMENTS IN ASSOCIATES AND OTHERS (continued)

Following is the movement in the investment in Galleria Mall for the period ended 30 June:

	30 June 2014 SR (Unaudited)	30 June 2013 SR (Unaudited)
Cost		
At the beginning and end of the period	104,252,274	104,252,274
Accumulated amortization		
At the beginning of the period	20,000,000	15,000,000
Charge for the period	1,250,000	1,250,000
At the end of the period	21,250,000	16,250,000
Net book value	83,002,274	88,002,274

7. INTANGIBLE ASSETS - GOODWILL

	30 June 2014 SR (Unaudited)	31 June 2013 SR (Unaudited)
Nesk Projects Trading Company (*)	417,796,779	417,796,779
Wahba Trading Company Limited	61,437,764	61,437,764
	479,234,543	479,234,543

- (*) On 10 Dhul-Qadah 1433H (corresponding to 26 September 2012), the Company completed the acquisition process of Nesk Trading Projects Company, a limited liability company registered in the Kingdom of Saudi Arabia, and operates fashion retail stores all over the Kingdom with franchise rights of a number of international fashion brands including Stradivarius, Mango, Okaidi, Women' Secret, Gerry Weber and Ikks.

The Company acquired an effective 100% equity interest in Nesk Trading Projects Company through a tender offer by the Company for cash in an aggregate amount of SR 730 million having net acquisition cost of SR 661.2 million after deducting net cash acquired amounting to SR 68.8 million. The acquisition was financed through internal funding of SR 13 million and the balance was arranged through Murabaha financing (note 10).

The acquisition has been accounted for using the purchase method of accounting, and accordingly, the purchase price paid has been allocated to the assets and liabilities based on fair values of the assets acquired and liabilities assumed, as determined by both parties. The excess of the consideration paid over the fair value of the assets acquired, including separately identifiable intangible assets, and liabilities assumed has been allocated to goodwill.

8. ACQUISITION OF A NEW SUBSIDIARY

During the quarter ended 31 December 2013, the Company signed an agreement with Blanco - a Spain based group of fashion retailers, to purchase the commercial brands Blanco, Suite Blanco, Blanco Accessories and Blanco Stock.

On 7 February 2014, the Company acquired Blanco businesses through wholly owned subsidiaries namely Global Leiva and Far East Fashion Trading Limited registered in Spain and United Arab Emirates, respectively for a purchase price of Euro 11.7 million (equivalent to SR 59.3 million). The acquisition has been accounted for using the purchase method of accounting, and accordingly, the purchase consideration has been allocated based on the provisional fair values of the assets acquired and liabilities assumed as determined by an independent evaluator. The finalization of the purchase price allocation is still under process as at 30 June 2014.

9. SHORT-TERM MURABAHA FINANCING AND LOANS

The Company has short-term Murabaha facilities with local and foreign commercial banks amounting to SR 892 million (2013: SR 249 million). As at 30 June 2014, these facilities have been fully utilized and the outstanding balance of these facilities was SR 892 million (30 June 2013: SR 248.6 million). The facilities are secured by promissory notes by the Company.

10. LONG-TERM FUNDING

a) Murabaha financing

The Company has signed a long-term Murabaha financing agreement with International Finance Corporation ("IFC"), a member of World Bank Group, amounting to USD 50 million (SR 187.5 million) on 1 October 2011. During the year ended 31 March 2013, the Company has agreed with IFC to increase the Murabaha facility amount by USD 25 million (SR 93.75 million). As per the terms of the agreement, the term of the Murabaha facility is for a period of five and half years. The Murabaha facility is repayable in equal semi-annual installments commencing after the two years from the date of the first disbursement. As at 31 March 2013, the Company has fully utilized this facility. The Murabaha facility carries markup at LIBOR plus agreed margin per annum. The outstanding balance as at 30 June 2014 was SR 209.1 million (30 June 2013: SR 281.3 million).

In connection with the acquisition of Nesk Trading Projects Company (note 7), a debt of SR 717 million was raised. The debt comprises a long-term syndicated Murabaha financing from SAMBA Financial Group, Gulf International Bank and Saudi Hollandi Bank. As per the syndicated facility agreement, the term of the Murabaha facility is for a period of 5 years. The Murabaha facility is repayable in equal 8 installments commencing on March 2014 and ending on October 2017. As at 31 March 2014, the Company has fully utilized this facility. The Murabaha facility carries markup at SIBOR plus agreed margin per annum. The facility is secured by promissory notes by the Company. As at 30 June 2014 the related facility was settled in full in accordance with latest Master Murabaha Facility Agreement signed on 4 June 2014.

a) Murabaha financing (continued)

On 4 June 2014, the Company has signed a long-term Master Murabaha Facility Agreement (the "Agreement") of SR 1 billion with various local and regional banks. As per the Agreement, the term of the Murabaha facility is for a period of 7 years. The Murabaha facility is repayable in equal 12 installments commencing on December 2015 and ending on June 2021. As at 30 June 2014, the Company has fully utilized this facility. The Murabaha facility carries markup at SIBOR plus agreed margin per annum.

The above Murabaha facilities are disclosed net of related unamortized upfront fees (including commitment fees) amounting to SR 19.2 million as at 30 June 2014 (30 June 2013: SR 14.3 million).

10. LONG TERM FUNDING (continued)

b) Sukuk

On 24 June 2014, the Company has issued Sukuk amounting to SR 500 million at par value of SR 1 million each without discount or premium, maturing in 2019. The Sukuk issuance bear a rate of return based on SIBOR plus an specified margin payable quarterly in arrears from the net income received under the Sukuk assets.

11. ZAKAT AND INCOME TAX

Zakat and income tax are provided for and charged to the interim consolidated statement of income on an estimated basis. Differences resulting from the final zakat and income tax calculation are adjusted at year end.

Zakat status of the Company and its local subsidiaries

The Company has filed its zakat returns with DZIT for all years up to the year ended 31 March 2012 and received zakat certificate. The zakat returns for the years from 31 March 2008 to 31 March 2012 are under review of DZIT.

During the year ended 31 March 2012, the Company received zakat assessment for the years ended 31 March 2002 to 2007, which showed additional claims from DZIT amounting to SR 10 million. The Company has objected on certain items amounted to SR 4 million and accordingly submitted a letter of guarantee for the objected amount and received the final zakat certificate for the said years. The Company filed an appeal against the remaining amount of SR 6 million which is under process as at 30 June 2014.

Income tax status of foreign subsidiaries

The income tax returns have been filed and assessed by the relevant tax authorities for all years up to the year ended 31 March 2013 for the subsidiary in Jordan.

For the subsidiaries in Egypt and United States of America, the income tax returns have been filed for all years upto the year ended 31 March 2013. For the subsidiaries in Kazakhstan, Georgia and Azerbaijan the income tax returns have been filed up to the year ended 31 December 2013. The income tax returns are under review by the relevant tax authorities.

12. SHARE CAPITAL

On 7 Ramadan 1434H (corresponding to 16 July 2013), the general assembly of shareholders has approved an increase in the share capital of the Company from SR 700 million to SR 1,050 million through distribution of one bonus share for every two shares held. All the legal formalities required to enforce the increase in the share capital were completed during the year ended 31 March 2014. Accordingly, the Company's share capital at 30 June 2014 amounted to SR 1,050 million (30 June 2013: SR 700 million) consisting of 105 million shares (30 June 2013: 70 million shares) of SR 10 each fully paid and issued.

13. STATUTORY RESERVE

In accordance with Regulations for Companies in Saudi Arabia, the Company has established a statutory reserve by the appropriation of 10% of net income until the reserve equals 50% of the share capital. This reserve is not available for dividend distribution.

14. EARNINGS PER SHARE

Earnings per share attributable to income from main operations and net income was calculated by dividing income from main operations and net income for the period by the number of outstanding ordinary shares during the period amounting to 105 million shares. The number of shares used in the calculation of earnings per share for the prior period have been retrospectively adjusted to reflect the effect of the bonus share issue in the current period.

15. SEGMENT INFORMATION

The Company and its subsidiaries mainly sell fashion apparels and operate through their various retail outlets scattered in the Kingdom of Saudi Arabia. Further, the Company operates through certain subsidiaries in the international markets, in Jordan, Egypt, Republic of Kazakhstan, United States of America, Republic of Azerbaijan, Georgia, Armenia, Morocco and Spain.

Since the Company and its subsidiaries carry out their activities through one business segment in various geographical areas, segment reporting is provided by geographical area only.

The selected segment information is provided by geographical segments as follows:

	Domestic SR'000	International SR'000	Intersegment elimination SR'000	Total SR'000
<u>As at and for the period ended 30 June 2014 (Unaudited)</u>				
Total assets	6,046,446	1,704,519	(1,415,811)	6,335,154
Total liabilities	3,696,469	1,759,648	(1,447,901)	4,008,216
Sales	1,242,250	422,320	-	1,664,570
<u>As at and for the period ended 30 June 2013 (Unaudited)</u>				
Total assets	5,021,472	674,469	(1,420,441)	4,275,500
Total liabilities	2,213,343	670,536	(607,171)	2,276,708
Sales	1,052,093	206,223	-	1,258,316

16. CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

At 30 June, the Company and its subsidiaries had contingent liabilities and capital commitments as follows:

	30 June 2014 SR (Unaudited)	30 June 2013 SR (Unaudited)
Letters of credit and guarantee	895,137,116	633,213,183
Capital commitment- property and equipment	203,489,723	105,127,421

17. SUBSEQUENT EVENTS

The general assembly of shareholders in its meeting on 17 Ramadan 1435H (corresponding to 14 July 2014) has approved the following:

- increase the Company's share capital from SR 1,050 million to SR 2,100 million and consequently increasing the number of shares from 105 million shares to 210 million shares through distribution of one bonus share for every one share held through capitalization of retained earnings and statutory reserve.
- distribution of cash dividends of SR 3 per share totaling SR 315 million for the six months ended 31 March 2014 representing 30% of Company shared capital before the increase of the capital.

The Company is in process of obtaining the required regulatory approvals to increase the Company's share capital.

18. COMPARATIVE FIGURES

In addition to the restatement mentioned in note 14 above, certain figures for the prior period have been reclassified to conform with the presentation in the current period.