

THIMAR DEVELOPMENT HOLDING COMPANY
SUBJECTED TO A FINANCIAL REORGANIZATION PROCEDURE
(A Saudi Joint Stock Company)
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX-MONTH PERIODS ENDED 30 JUNE 2023
AND INDEPENDENT AUDITOR'S REVIEW REPORT

THIMAR DEVELOPMENT HOLDING COMPANY
(SUBJECTED TO A FINANCIAL RECONCILIATION PROCEDURE)
(A Saudi Joint Stock Company)
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AND INDEPENDENT AUDITOR'S REVIEW REPORT
FOR THE THREE-MONTH AND SIX-MONTH PERIODS ENDED 30 JUNE 2023

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INDEPENDENT AUDITOR'S REVIEW REPORT ON THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

TO THE SHAREHOLDERS OF THIMAR DEVELOPMENT HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY)

(1 / 4)

INTRODUCTION

We have reviewed the accompanying interim condensed consolidated statement of financial position of Thimar Development Holding Company ("the Company") - a Saudi joint stock company - and its subsidiaries (collectively referred to as the "Group") As of June 30, 2023, and the interim condensed consolidated statements of profit or loss and other comprehensive income for the three and six-month periods then ended, and the interim condensed consolidated statements of changes in equity and the interim condensed consolidated statements of cash flows for the six months then ended, and a summary of significant accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 34 - "Interim Financial Reporting" ("IAS 34") that is endorsed in the Kingdom of Saudi Arabia. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

SCOPE OF REVIEW

We conducted our review in accordance with International Standard on Review Engagement 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", that is endorsed in the Kingdom of Saudi Arabia. A review of interim condensed consolidated 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 that are endorsed in the Kingdom of Saudi Arabia and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34 that is endorsed in the Kingdom of Saudi Arabia.

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INDEPENDENT AUDITOR'S REVIEW REPORT ON THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

TO THE SHAREHOLDERS OF THIMAR DEVELOPMENT HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY)

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MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We would like to draw your attention to note no. (4) accompanying the condensed consolidated interim financial statements. Which indicates that the Group incurred losses of (1,563,026) SR during the period ending on June 30, 2023, and as of that date, the Group's current liabilities exceeded its total assets by 98,148,389SR, and it also achieved accumulated losses on June 30, 2023 by an amount of 232,777,597SR, as it exceeded the entire capital (at the end of the years 2022 and 2021), which requires, in implementation of Article No. (132) of the companies law, that the extraordinary general assembly be called for a meeting within one hundred and eighty days from the date of knowledge of this to consider the continuity of the Group taking any of the necessary actions to remedy or resolve such losses; However, due to the Group's entry into the proposal and procedures for financial reorganization, which clarified in note (1) and in application of article No. (45) of chapter four of the Bankruptcy Law and its implementing regulations, the Group is exempted from applying the provisions of the companies law regarding achieving the Group's losses relative to the law.

Also, the continuity of the Group as a going concern is depended to the implementation of the financial reorganization proposal, which depends on increasing the Group's capital. On June 19, 2023, the group's board of directors recommended an increase in capital through offering priority rights shares at a value of 150million SR, so that the capital becomes after the increase of 250 million SR and the number of its shares is 25million ordinary shares, in order to maximize the group's expansion capacity in investments and provide the necessary liquidity to pay part of the financial liabilities due according to the announced financial reorganization plan, Until the date of approval of these condensed consolidated interim financial statements, this increase has not occurred. Our conclusion is unmodified in respect of this matter.

As mentioned in Note 4, these events, or conditions, together with other matters described in Note 1, indicate the existence of a material uncertainty that may cast significant doubts about the Group's ability to continue as a going concern. Our conclusion has been unmodified in respect of this matter.

EMPHASIS OF MATTER

We would like to draw attention to note No. (1) and No. (17) attached to the interim condensed consolidated financial statements, which indicates that the Group is subject to a financial reorganization procedure in accordance with the judgment issued on April 7, 2021 (corresponding to Shaaban 25, 1442H) in case no. 1970 of 1442AH, which judged the financial reorganization of the Group and the appointment of Mr. Hani bin Saleh Al-Aqili as the Trustee of the Financial Reorganization. As a result, the Board of directors announced on March 8, 2023, corresponding to Shaaban 16, 1444AH, the approval of the commercial court in Riyadh to amend the proposal for the financial reorganization of the Group.

OTHER MATTER

The financial statements of the Group for the year ending on December 31, 2022 and the period ending on March 31, 2023 and June 30, 2022 were audited and reviewed by another auditor who expressed a modified opinion and conclusion on those financial statements, dated 28 March 2023 and 23 May 2023 and 23 March 2023 respectively.

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**INDEPENDENT AUDITOR'S REVIEW REPORT ON THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS**

**TO THE SHAREHOLDERS OF THIMAR DEVELOPMENT HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY)**

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OTHER MATTER (continued)

The qualified conclusion of the predecessor auditor for the period ending on March 31, 2023 included the following qualifications:

- 1- The first qualifications of the predecessor auditor related to his inability to verify the accuracy, evaluation, existence, and completeness of the investment balance in the National Company for Fresh Fruit Products. The management provided us with an extract from the Ministry of Commerce in addition to the articles of association, which shows the capital of the associate company and the partners, as it states that the ownership of the Company is in The National Company for Fresh Fruit Products by 50%, and we were provided with a letter from the legal advisor of the Group about National Company for Fresh Fruit Products, which clarifies the legal and financial situation. In addition, the Bankruptcy Committee announced the judgment issued by the Fifth Appeal Chamber in the Commercial Court in Riyadh in case no. (59) of 1444 AH on 04/08/1444 AH, which includes the opening of the administrative liquidation procedure for the National Company for Fresh Fruit Products, as on the date of the report. The administrative liquidation is still under consideration of the judiciary, and no final judgment has been issued regarding it. These events indicate objective evidence of impairment in the value of the investment balance ("loss event") in accordance with International Accounting Standard No. 28 ("Investment in Associates and Joint Ventures") paragraph 41A, and accordingly, the management previously provided the impairment in the value of the investment balance, and the management also provided us with all the partners' resolutions of National Company for Fresh Fruit Products through the Ministry of Commerce, which shows that the partners have not previously taken a decision to support the continuity of the National Company for Fresh Fruit Products, and therefore the Group has not recognize a provision for additional losses, if any, and the Group's management stated that it had never incurred legal or constructive obligations on behalf of the associate company in accordance with the requirements of International Standard no. 28 paragraph 39 (refer Note No. 6). Therefore, the qualification related to this matter has been removed.
- 2- The second qualifications of the predecessor auditor related to his inability to verify the accuracy, existence, and completeness of suppliers' balances amounting to 336,228 Saudi riyals. The Group's management disclosed the existence uncertainty of these obligations due to the suppliers' lack of response and provided explanatory information in the financial statements about the uncertainties related to compliance according to Conceptual Framework for Financial Reporting (refer Note No. 9). Therefore, the qualification related to this matter has been removed.

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**PKF**Ibrahim Ahmed Al-Bassam
& Co. Certified Public Accountants**INDEPENDENT AUDITOR'S REVIEW REPORT ON THE CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS****TO THE SHAREHOLDERS OF THIMAR DEVELOPMENT HOLDING COMPANY
(A SAUDI JOINT STOCK COMPANY)**

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OTHER MATTER (continued)

3- The third qualifications of the predecessor auditor related to his inability to verify the completeness and accuracy of a balance amounting to 40,817,863 Saudi riyals within the accumulated losses resulting from adjustments in previous years. The Group's management disclosed the settlements that led to a cumulative effect on the balance of accumulated losses in the amount of 40,817,863 Saudi riyals (refer Note No. 1) in accordance with the requirements of the International Financial Reporting Standards that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements endorsed by the Saudi Organization for Chartered and Professional Accountants ("SOCPA"). Therefore, the qualification related to this matter has been removed.

For Al Bassam & Co.


Ibrahim Ahmed Al Bassam
Accountant

License No.: 337

Riyadh: 27 Muharram 24, 1444H

Corresponding to: 14 August 22, 2023

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THIMAR DEVELOPMENT HOLDING COMPANY
(SUBJECTED TO A FINANCIAL REORGANIZATION PROCEDURE)
(A SAUDI JOINT-STOCK COMPANY)
STATEMENT OF INTERIM CONDENSED CONSOLIDATED FINANCIAL POSITION
AS OF 30 JUNE 2023
(ALL AMOUNTS IN SAUDI RIYALS UNLESS OTHERWISE STATED)

		30 June 2023 (Unaudited) “Consolidated”	31 December 2022 (Audited) “Consolidated.” (Amended note 20)	1 January 2022 (Audited) “Unconsolidated” (Amended note 20)
Assets	Note			
Non-Current Assets				
Investment in associate company, net	6	-	-	-
Property, plant and equipment, net	5	43,102,200	43,318,376	11,713,391
Total Non-Current Assets		43,102,200	43,318,376	11,713,391
Current Assets				
Assets and Property available for sale		85,000	580,000	780,000
Accounts Receivable, net		-	-	-
Prepaid expenses and other debit balances, net		313,178	35,743	930,227
Due from related parties, net	7	-	-	-
Cash and cash equivalents		25,209	212,201	623,303
Total Current Assets		423,387	827,944	2,333,530
Total Assets		43,525,587	44,146,320	14,046,921
Equity and Liabilities				
Equity				
Share capital	14	100,000,000	100,000,000	100,000,000
Statutory reserve		2,883,376	2,883,376	2,883,376
Actuarial losses for end of service benefits		(34,303)	(34,303)	(155,283)
Revaluation Surplus	5	31,658,561	31,658,561	-
Accumulated (losses)		(232,777,597)	(231,214,571)	(228,607,035)
Total Equity		(98,269,963)	(96,706,937)	(125,878,942)
Liabilities				
Non-Current Liabilities				
Employees' End of Service Benefits		121,574	84,809	856,066
Total Non-Current Liabilities		121,574	84,809	856,066
Current Liabilities				
Short term loans	8	32,033,389	32,033,389	32,024,465
Trade payable	9	66,098,141	66,098,141	66,200,378
Accrued expenses and other credit balances	10	25,913,933	25,480,899	23,688,935
Due to related parties - net	7	1,851,572	1,379,078	1,379,078
Zakat provision	11	15,776,941	15,776,941	15,776,941
Total Current Liabilities		141,673,976	140,768,448	139,069,797
Total Liabilities		141,795,550	140,853,257	139,925,863
Total Equity and Liabilities		43,525,587	44,146,320	14,046,921
Contingencies and commitments	19			

Chairman of Board

Chief Executive Officer

Chief Financial Officers

The accompanying notes from 1 to 23 form an integral part of these interim condensed consolidated financial statements.

THIMAR DEVELOPMENT HOLDING COMPANY
(SUBJECTED TO A FINANCIAL REORGANIZATION PROCEDURE)
(A SAUDI JOINT-STOCK COMPANY)
STATEMENT OF INTERIM CONDENSED CONSOLIDATED OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME
FOR THE THREE - MONTH AND SIX-MONTHS PERIODS ENDED ON 30 JUNE 2023
(ALL AMOUNTS IN SAUDI RIYALS UNLESS OTHERWISE STATED)

	Note	For the three-month period ending		For the six-month period ended	
		30 June 2023 “Consolidated.” (Unaudited)	30 June 2022 “Unconsolidated” (Unaudited) (Amended note 20)	30 June 2023 “Consolidated.” (Unaudited)	30 June 2022 “Unconsolidated” (Unaudited) (Amended note 20)
Revenues		-	-	-	-
Cost of revenues		-	-	-	-
Gross Income		-	-	-	-
<u>Main Operating Expenses</u>					
General and administrative expenses		(1,409,999)	(710,369)	(2,522,921)	(1,827,205)
General and administrative expenses-financial reorganizational procedure	12	-	-	-	(550,000)
Operational losses from operations		(1,409,999)	(710,369)	(2,522,921)	(2,377,205)
Other Revenues	13	108,000	-	959,895	3,814,500
Net (loss) / Income before zakat		(1,301,999)	(710,369)	(1,563,026)	1,437,295
Zakat		-	-	-	-
Net Income /(loss) for the period		(1,301,999)	(710,369)	(1,563,026)	1,437,295
Other comprehensive income / (loss):					
Items that will not be reclassified subsequently to profit or loss:					
Revaluation Surplus		-	-	-	31,658,561
Total comprehensive income /(loss) for the period		(1,301,999)	(710,369)	(1,563,026)	33,095,856
Loss/earnings per share for the period					
Basic and diluted (loss)/earnings per share out of Net Income /(loss) for the period		(0.13)	(0.07)	(0.16)	0.14

Chairman of Board

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THIMAR DEVELOPMENT HOLDING COMPANY
(SUBJECTED TO A FINANCIAL REORGANIZATION PROCEDURE)
(A SAUDI JOINT-STOCK COMPANY)
STATEMENT OF INTERIM CONDENSED CONSOLIDATED OF CHANGES IN EQUITY
FOR THE SIX MONTHS PERIOD ENDED ON 30 JUNE 2023
(ALL AMOUNTS IN SAUDI RIYALS UNLESS OTHERWISE STATED)

	Note	Capital	Statutory Reserve	Actuarial losses for end of service benefits	Revaluation Surplus	Accumulated (losses)	Total
For the six-month period ending on 30 June 2022							
Balance as at 1 January 2022 (audited) - before adjustment	20	100,000,000	2,883,376	(155,283)	-	(228,946,726)	(126,218,633)
Previous years adjustments		-	-	-	-	339,691	339,691
Balance as at 1 January 2022 (audited) - after adjustment	20	100,000,000	2,883,376	(155,283)	-	(228,607,035)	(125,878,942)
Net profit for the period - before adjustment		-	-	-	-	2,010,357	2,010,357
Adjustment		-	-	-	-	(573,062)	(573,062)
Net profit for the period - after adjustment		-	-	-	-	1,437,295	1,437,295
Other comprehensive income for the period		-	-	-	31,658,561	-	31,658,561
Total comprehensive income for the period		-	-	-	31,658,561	1,437,295	33,095,856
The balance as of 30 June 2022		<u>100,000,000</u>	<u>2,883,376</u>	<u>(155,283)</u>	<u>31,658,561</u>	<u>(227,169,740)</u>	<u>(92,783,086)</u>
For the six-month period ending on 30 June 2023							
Balance as of 31 December 2022 (audited) - before adjustment	20	100,000,000	2,883,376	(34,303)	31,658,561	(233,652,138)	(99,144,504)
Previous years adjustments		-	-	-	-	2,437,567	2,437,567
Balance as of 31 December 2022 (audited) - after adjustment	20	100,000,000	2,883,376	(34,303)	31,658,561	(231,214,571)	(96,706,937)
Total comprehensive loss for the period		-	-	-	-	(1,563,026)	(1,563,026)
The balance as of 30 June 2023		<u>100,000,000</u>	<u>2,883,376</u>	<u>(34,303)</u>	<u>31,658,561</u>	<u>(232,777,597)</u>	<u>(98,269,963)</u>

Chairman of Board

Chief Executive Officer

Chief Financial Officers

The accompanying notes from 1 to 23 form an integral part of these interim condensed consolidated financial statements.

THIMAR DEVELOPMENT HOLDING COMPANY
(SUBJECTED TO A FINANCIAL REORGANIZATION PROCEDURE)
(A SAUDI JOINT-STOCK COMPANY)
STATEMENT OF INTERIM CONDENSED CONSOLIDATED OF CASH FLOWS
FOR THE SIX MONTHS PERIOD ENDED ON 30 JUNE 2023
(ALL AMOUNTS IN SAUDI RIYALS UNLESS OTHERWISE STATED)

	30 June 2023 (Unaudited) “Consolidated”	30 June 2022 (Unaudited) “Unconsolidated”
Cash flows from operating activities		
Net (loss) / income for the period before zakat	(1,563,026)	1,437,295
Adjustments to reconcile net profit for the period before zakat to net cash flow from operating activities		
Depreciation of property, plant and equipment	216,176	210,560
Employees' End of Service Benefits	36,765	-
Gain from disposal of property, plant and equipment	(108,000)	(14,500)
	(1,418,085)	1,633,555
Changes in assets and liabilities:		
Prepaid expenses and other debit balances, net	(277,435)	(205,450)
Trade payable	-	(102,239)
Accruals and other credit balances	433,034	69,716
Cash (used in)/generated from operating activities	(1,262,486)	1,395,382
Provision for paid end of service benefits	-	(657,129)
Net cash (used in)/generated from operating activities	(1,262,486)	738,253
Cash flows from investing activities		
Purchase of property and equipment	-	(24,217)
Proceeds from the sale of property and equipment	108,000	14,500
Proceeds from the sale of assets and property available for sale	495,000	-
Net cash generated from/(used in) investing activities	603,000	(9,717)
Cash flows from financing activities		
Due to related parties	472,494	-
Net cash generated from financing activities	472,494	-
Net change in cash and cash equivalents	(186,992)	728,536
Cash and cash equivalents at the beginning of the period	212,201	623,303
Cash and cash equivalents at the end of the period	25,209	1,351,839
Non-cash transactions:		
Revaluation Surplus	-	31,658,561

Chairman of Board

Chief Executive Officer

Chief Financial Officers

The accompanying notes from 1 to 23 form an integral part of these interim condensed consolidated financial statements.

THIMAR DEVELOPMENT HOLDING COMPANY
(SUBJECTED TO A FINANCIAL REORGANIZATION PROCEDURE)

(A SAUDI JOINT-STOCK COMPANY)

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS PERIOD ENDED ON 30 JUNE 2023

(ALL AMOUNTS IN SAUDI RIYALS UNLESS OTHERWISE STATED)

1. LEGAL STATUS AND OPERATIONS

Thimar Development Holding Company (Thimar National Agricultural Marketing Company - Formerly) was registered as a Saudi joint-stock company with Commercial Registration number 1010068222 issued in Riyadh on 17 Jumada al-Awwal 1408H (corresponding to 07 January 1988). The Share Capital of the Company is 100,000,000 SAR divided into 10,000,000 shares with a nominal value of 10 SAR.

Based on extraordinary general assembly meeting dated on 12 October 2021, It has been approved on changing the company name to become Thimar Development Holding Company.

The group's activity is represented in the following:

- Management of subsidiaries of holding companies
- Investing the funds of subsidiaries of holding companies
- Owning real estate and movables necessary for holding companies
- Providing loans, guarantees and financing to subsidiaries of holding companies

The Board of Directors of the Group held a meeting on September 19, 2022, corresponding to Safar 23, 1444H, during which it was approved to establish Wasmi and Thimar Meat Company ("One Person Company – Limited Liability Company") in the Kingdom of Saudi Arabia with a capital of 100 thousand SAR. Thimar Development Holding Company (the "Holding Company") will exercise control over Wasmi and Thimar Meat Company and will be accounted for as a subsidiary.

The condensed consolidated interim financial statements include the accounts of Thimar Development Holding Company ("Holding Company") and the company it directly owns ("Subsidiary"):

Subsidiary	Incorporation country	Legal form	Actual Ownership Percentage (Direct)
Wasmi and Thimar Meat Company (1).	Kingdom of Saudi Arabia	A limited liability company	%100

(1) Wasmi and Thimar Meat Company (the "Company") is a one-person company with limited liability, incorporated in the Kingdom of Saudi Arabia under Commercial Registration No. 1010848794 issued in Riyadh on 27 Jumada al-awwal 1444H (corresponding 21/12/2022).

The authorized capital amounted to 100,000 SAR, and the capital has not been deposited to date, and the company has not carried out any activities to date, and there are no outstanding balances for it within the current condensed consolidated financial statements.

The main activity of the company is in the production of fresh meat and the wholesale and retail sale of meat and meat products. Some activities require obtaining licenses from the Ministry of Industry and Mineral Resources.

Financial reorganization procedures

In accordance with the ruling issued on Wednesday, 7 April 2021, corresponding to Shaaban 25, 1442H, in Case No. 1970, which stipulated the conduct of the financial reorganization of Thimar Development Holding Company and the appointment of Mr. Hani bin Saleh Al-Aqili as the Trustee of the Financial Reorganization of the company, this was done in accordance with the following events:

The group was given 150 days to prepare the proposal from the date the procedure was opened.

The deadline was extended at the group's request for a period of 100 days, starting from the date of October 5, 2021, corresponding to 25 Muharram 1443H.

The court agreed to extend the deadline by 60 days, starting from December 10, 2021 corresponding to Jumada Al-6 Awwal 1443H.

On 6 February 2022, corresponding to 5 Rajab 1443H, the group submitted the proposal (the financial reorganization plan) to the court through the Financial Reorganization Trustee

The filing of the proposal has been accepted by the court and the dates for shareholders and creditors voting on the proposal have been approved.

On 14 April 2022 corresponding to Ramadan 13, 1443H, the shareholders approved the proposal with a percentage of 99.57% of the attendance.

THIMAR DEVELOPMENT HOLDING COMPANY
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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS PERIOD ENDED ON 30 JUNE 2023
(ALL AMOUNTS IN SAUDI RIYALS UNLESS OTHERWISE STATED)

1. LEGAL STATUS AND OPERATIONS (CONTINUED)

Financial Reorganization Procedures (Continued)

- On 18 April 2022, corresponding to 17 Ramadan 1443 H, the creditors agreed with a percentage of 99.73% of the attendance.
- The proposal was ratified by the court on 14 August 2022, corresponding to 16 Muharram 1444 H.
- On 19 October 2022 corresponding to 21 Rabi` al-Awwal 1444AH, the group submitted a request to the Financial Reorganization Trustee to postpone the payment of creditors for a period of 11 months, in accordance with the requirements of the financial regulation. This comes to give the company sufficient time to prepare everything necessary to implement the approved financial reorganization plan.
- On 16 November 2022 corresponding to 22 Rabi` al-Thani 1444H, the Commercial Court in Riyadh approved the group's proposal to reschedule the creditors' payment in the previously approved financial regulation plan.
- On 11 December 2022 corresponding to Jumada 17 Al-Awwal 1444H, the shareholders approved the proposal to reschedule the payment of creditors in the financial regulation, with a percentage of 99.77% of the attendance.
- On 12 December 2022 corresponding to 18 Jumada Al-Awwal 1444H, the creditors approved a proposal to reschedule the creditors' payment in the financial regulation, with an attendance rate of 82.92%.
- On 8 March 2023 corresponding to 16 Shaaban 1444H, the group's management announced the approval of the Commercial Court in Riyadh to amend the proposal for the financial reorganization of Thimar Development Holding Company.

Company Financial Reorganization Trustee Information:

Name: Hani bin Saleh bin Abdullah Al-Aqili

City of Riyadh

License number 142126

Summary of the financial Reorganization proposal:

The group prepared a proposal for financial regulation and submitted it to the ninth circuit in the commercial court in the city of Riyadh. The proposal included information about the group, its activity, its financial situation, the economic situation, a list of debts and potential claims, how to deal with it, the method of its activity during the validity period of the procedure, and its next strategy.

The group plan is divided into two parts:

The first section: entering into existing companies that achieve sustainable returns.

The second section: Benefiting from the assets of the group by entering in-kind shares in the investments in the food field.

Sources of financing the plan: Through increasing the capital in several stages, according to future opportunities for the group's activity.

List of debts owed by the group: The total claims accepted in the proposal amounted to 117,039,035 SR as follows:

Category*	Total (SR)
Labor claims	6,685,913
Suppliers	66,183,040
Financing entities	32,024,465
Government agencies	12,145,617
	<u>117,039,035</u>

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS PERIOD ENDED ON 30 JUNE 2023
(ALL AMOUNTS IN SAUDI RIYALS UNLESS OTHERWISE STATED)

1. LEGAL STATUS AND OPERATIONS (CONTINUED)

Financial Reorganization Procedures (Continued)

Summary of the financial Reorganization proposal (Continued):

These categories have been classified according to the financial regulation proposal. Please refer to Note17 for clarification of the classification of the condensed consolidated interim financial statements.

The group's management has included its strategic plan within the financial regulation proposal, through which it aims to provide sufficient liquidity to carry out the normal activity of the company.

Plan implementation schedule:

The plan is executable if the group obtains the approval of the Capital Market Authority on the request to increase the capital and then the approval of the shareholders. The plan will also be implemented and the creditors will be paid according to the following:

Pay 50% of the total debt during the next month after obtaining the capital increase.

Pay off 16% of the total debts after two years.

Pay off 13% of the total debts after 3years.

Paying 13% of the total debts after 4years.

Pay off 4% of the total debts after 5years.

Pay off 4% of the total debts after 6years

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(A SAUDI JOINT-STOCK COMPANY)
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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1. LEGAL STATUS AND OPERATIONS (CONTINUED)

In previous years, the Group had several settlements that resulted in the impact of accumulated losses of SAR 40,817,863. The amounts included the following details:

Ending year	Details	Current situation	Reference according to international standards
2021	The group's management recorded a impairment in the value of the buildings on 31 December 2021 by an amount of 12,672,951 SR, based on the evaluations received from the independent real estate evaluator.	Due to what the company was going through in terms of losing documents and records related to asset register and others, and as it turned to a financial reorganization procedure, and accordingly the company's assets were counted and evaluated and the results were reflected in the previous financial statements, and the management made every effort in cooperation with an accounting expert to limit the financial effects of The loss of previous documents and errors, and it filed a liability case (referred to in Note No. 18) against the former members of the Board in the two sessions from 6 March 2017 to July 4, 2021, and took all the necessary legal and legal measures to proceed with it as requested by the shareholders.	After relying on paragraph 60 of International Accounting Standard 36 "Impairment of Assets", which states: The impairment loss must be recognized immediately in profit or loss, unless the asset is recorded at a revaluation amount in accordance with another standard, for example, according to the revaluation form contained in IAS 16. An impairment loss on a revalued asset shall be treated as a revaluation write down in accordance with that other Standard.
2021	The Group's management has disposed of property, plant and equipment with a net book value of 2,335,640SR on 31 December 2021 resulting in capital losses of 1,548,629SR.		After relying on Paragraph 67 of International Accounting Standard 16 "Property, Plant and Equipment", which states: The book amount of an item of property, plant and equipment must be derecognised: (a) when it is excluded; or (b) no future economic benefits are expected from its use or disposal.
2021	The absence of supporting documents for the letters of guarantee account, as it was proven within the general and administrative expenses in the year 2021, and its debit balance amounted to 570,000SR.	The amount of the guarantee represents proven balances since 2015. Note that the guarantee did not mention bank approvals for the year 2022	Invoking paragraph 3.2.3 of IFRS 9 Financial Instruments, an entity shall derecognise a financial asset when: and only when: (a) the contractual rights to the cash flows from the financial asset expire; or (b) it transfers the financial asset as described in paragraphs 3.2.4 and 3.2.5 and the transfer qualifies for derecognition in accordance with paragraph 3.2.6."

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1. LEGAL STATUS AND OPERATIONS (CONTINUED)

Ending year	Details	Current situation	Reference according to international standards
2020	The absence of documents supporting the closing of the balances of the inventory differences within the selling and marketing expenses during the year 2020 in the amount of 3,740,271SR.	The current management searched for supporting documents to find out the reasons for closing the stock differences. Regarding the year 2020, it was confirmed that there is a decision approved by the previous board of directors stating that these differences are closed.	After relying on paragraphs 9, 28 and 34 of the International Accounting Standard 2 Inventory, which states: 9: Inventory must be measured at cost or net realizable value, whichever is less. 28: The cost of inventory may not be recovered if that inventory is damaged, or if it becomes obsolete - in whole or in part - or if its selling price decreases. The cost of inventory may also not be recoverable if the estimated costs of completion or the costs estimated to be incurred to enforce the sale increase. The practice of writing down inventory below cost to net realizable value is consistent with the view that assets should not be recorded in excess of the amounts expected to be realized from their sale or use. 34 When inventory is sold, the carrying amount of that inventory must be recognized as an expense in the period in which the related revenue is recognized. The amount of any writedown of inventory to net realizable value, and all losses of inventory, must also be recognized as an expense in the period in which the writedown or loss occurs. The amount of any reversal of any reduction in the value of inventories arising from an increase in net realizable value shall be recognized as an expense in the period in which the reduction in the amount of inventories is established.
2019	The management of the group has eliminated some items of property, plant and equipment with a cost of 14,392,008SR and a net book value of 1,041,174SR and recognized the net book value as a depreciation expense during the year ending on 31 December 2019	The previous management eliminated assets in 2019, which resulted in capital losses amounting to 1,041,174 riyals: The company's management is following up the situation related to the loss of documents and records related to asset records resulting from previous years, and the current board of directors has filed a liability case (referred to in Note No. 18) against the previous board members in the two sessions from 6 March 2017 to 4 July 2021 to take all necessary legal procedures and regulatory requirements for them	After relying on Paragraph 67 of International Accounting Standard 16 "Property, Plant and Equipment", which states: The book value of an item of property, plant and equipment must be derecognised: a) Upon its disposal; or (b) no future economic benefits are expected from its use or disposal.

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1. LEGAL STATUS AND OPERATIONS (CONTINUED)

Ending year	Details	Current situation	Reference according to international standards
2019	Absence of supporting documents for analytical account statements Balances of capital work in progress and supporting documents as of 1 January 2019 amounting to the value of it, as the group management settled the balance in full and directed to the current year by recording an amount of 15,125,115SR as losses on the statement of profit or loss and other comprehensive income for the year,	The group's management is following up the situation related to the loss of documents and records related to asset records resulting from previous years. The current board of directors also filed a liability case (referred to above) against the former board members in the two sessions from 6 March 2017 to 4 July 2021 to take all necessary legal procedures to their right	After relying on Paragraph 67 of International Accounting Standard 16 "Property, Plant and Equipment", which states: The book value of an item of property, plant and equipment must be derecognised: (a) upon disposal; or (b) no future economic benefits are expected from its use or disposal.
2019	The group's management made an adjustment to the opening balances of the item of property, plant and equipment and the item of retained earnings. The net effect of these amendments was a decrease in the value of property, plant and equipment by 6,119,723SR and a decrease in retained earnings by 6,119,723SR.	When evaluating the company's assets in 2018, the previous management did not record the results of these evaluations in the financial statements for the year ending on 31 December 2018. The adjustments were recorded within the property, plant and equipment item and the retained earnings item in the opening balances for the year 2019.	

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2. BASIS OF PREPARATION

2-1 Statement of Commitment

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard (34) "Interim Financial Reporting" endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Auditors and Accountants (together referred to as "International Financial Reporting Standards endorsed in the Kingdom of Saudi Arabia").), which includes the financial reporting standard during the bankruptcy procedure: preventive settlement or financial reorganization approved in the Kingdom of Saudi Arabia, which requires presenting the impact of the financial reorganization procedure on the financial statements and disclosing additional information due to entering the procedure.

The financial statements show the effect of transactions and events directly related to the financial reorganization procedures, independently of the company's business activities.

The condensed consolidated interim financial statements do not include all the information and disclosures required for a full set of annual interim financial statements. It should be read conjunction with the financial statements as of 31 December 2022. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the interim consolidated statement of financial position and its performance since the last annual financial statements. In addition, the business results for the period ending on 30 June 2023 are not necessarily indicative of the results that may be expected for the financial year ending on 31 December 2023.

2-2 Basis of Consolidation

The condensed consolidated interim financial statements consist of the financial statements of the holding company and its subsidiary as of 30 June 2023. As mentioned in note No. (1). Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has a right, 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 only when 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 an investee to affect its returns and when the Group holds less than a majority of the voting or similar rights of an investee, the Group considers all relevant information and circumstances when assessing the extent of its power over an investee, including:
 - The existing contractual arrangement with the other vote holders of the investee company
 - Rights arising from other contractual arrangements
 - The Group's voting rights and potential voting rights

The Group reassesses the extent of its control over an investee if information and circumstances indicate that there are changes in one or more of the three factors of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control over the subsidiary. Assets, liabilities, revenues and expenses related to the subsidiary that were acquired or sold during the year are included in the consolidated financial statements from the date the Group obtained control until the date the Group ceased to control the subsidiary.

Profit or loss and each component of consolidated comprehensive income are attributed to the shareholders of the parent of the Group and the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Adjustments are made when necessary to the financial statements of subsidiaries in order to bring the accounting policies in line with the accounting policies of the group. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to intra-group transactions are eliminated in full on consolidation.

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2. BASIS OF PREPARATION (CONTINUED)

2-2 Basis of Consolidation (Continued)

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 of a subsidiary, it:

- The assets (including goodwill) and liabilities of the subsidiary are eliminated.
- Excludes the carrying value of any non-controlling interests.
- Excludes accumulated foreign exchange differences recorded in equity.
- Verify the fair value of the consideration received.
- It works to establish the fair value of any investment held
- Checks for any surplus or deficit in the consolidated statement of profit or loss.
- Reclassifies the holding company's share of items previously recorded in comprehensive income to consolidated statement of profit or loss or retained earnings, as appropriate, and as necessary if the Group directly sells the related assets or liabilities

2-3 Bases of Measurement

These condensed consolidated interim financial statements have been prepared on the historical cost basis, with the exception of the employees' end of service benefits obligation, which is measured according to the present value of the defined benefit obligations, and land that has been classified under Property, plant and equipment which is measured according to the revaluation model, using the accrual accounting principle and the going concern concept.

2-4 Presentation and Functional Currency

These condensed consolidated interim financial statements have been presented in SR, which is the Company's functional and presentation currency.

2-5 New and Amended Standards and Interpretations

The accounting policies applied in preparing the condensed consolidated interim statements are consistent with those used in preparing the company's annual financial statements for the year ending on 31 December 2022, with the exception of the amendments that were to be applied on 1 January 2023. The Group has not early applied any other standard, interpretation or amendment that has been issued, but is not yet effective. Several amendments and interpretations apply for the first time in 2023, but they have no impact on the interim condensed consolidated financial statements of the group.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting estimates, assumptions and policies

The preparation of the condensed consolidated interim financial statements requires the use of judgments, estimates and assumptions that affect the values of revenues, expenses, assets, liabilities and the accompanying notes. Uncertainty regarding these assumptions and estimates may lead to results that require a material adjustment to the book values of the affected assets and liabilities in future periods. The accounting policies applied to these condensed consolidated interim financial statements are the same as those applied to the company's financial statements for the previous year ending on 31 December 2022.

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4. GOING CONCERN

As indicated in the interim condensed consolidated financial statements, the group achieved a net loss for the second quarter of the year 2023 in the amount of 1,563,026 Saudi riyals, and the accumulated losses of the group as on 30 June 2023 amounted to 232,777,597 Saudi riyals, which exceeds half of the group's capital, which requires In implementation of Article No. (132) of the Companies Law, the Extraordinary General Assembly is called for a meeting within one hundred and eighty days from the date of knowledge of this to consider the continuity of the group while taking any of the necessary procedures to treat or resolve these losses; However, due to the group's entry into the financial reorganization proposal and procedures (Note 1) and in application of article No. (42) of Chapter Four of the Bankruptcy Law and its Implementing Regulations, the group is exempted from applying the provisions of the Companies Law with regard to the debtor's losses reaching the percentage specified in the Law. The continuity of the group as a going concern is linked to the implementation of the group's financial reorganization proposal, which mainly depends on increasing the group's capital. On June 19, 2023, the group's board of directors made its recommendation regarding the capital increase through offering priority rights shares at a value of 150 million Saudi riyals, to become the capital After the increase of 250 million Saudi riyals, in order to maximize the group's expansion capacity in investments and provide the necessary liquidity to pay part of the financial obligations due according to the announced financial reorganization plan. Until the date of approving these interim condensed consolidated financial statements, this increase has not occurred.

5. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment includes land with a cost of 2,246,176SR and a fair value of 33,281,987SR. The group does not have updated title deeds for this land, and the group management is currently working on obtaining updated copies of title deeds.

The group's management believes that it has the authority to own these lands. However, due to the current situation related to the financial reorganization procedures, the group's ability to dispose of these lands is limited due to the existence of executive rulings against them.

During the year 2022, the group used the fair value model by re-evaluating the lands owned by it, and based on the results of that evaluation, an increase in the value of the lands owned by it was proven by a total amount of 31,658,561 SR, and it was recorded within the items of other comprehensive income under the name of revaluation surplus, based on the evaluations done by the group for the lands.

6. INVESTMENTS IN ASSOCIATE COMPANIES, NET

Investments in associate companies are as follows:

Name	Legal entity	Ownership percentage (%)	30 June 2023 (Unaudited)	31 December 2022 (Audited)	1 January 2022 (amended)
Thimar Wasmi Agricultural Markets Company	Limited liability	30%	3,000,000	3,000,000	3,000,000
National company for fresh fruit products	Limited liability	50%	250,000	250,000	250,000
Total:			3,250,000	3,250,000	3,250,000
Impairment losses*			(3,250,000)	(3,250,000)	(3,250,000)
Net investment value			-	-	-

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6. INVESTMENTS IN ASSOCIATE COMPANIES, NET (CONTINUED)

1- Thimar Wasmi Agricultural Markets Company

Thimar Wasmi Agricultural Markets Company is a limited liability company established in the Kingdom of Saudi Arabia according to the Companies Law. The main activities of the company are represented in wholesale and retail trade in materials and supplies for agricultural, industrial and food products, chilled meat, sanitary, cleaning and consumable materials, and all household items.

During the year 2021, a ruling was issued by the Ninth Circuit in the Commercial Court in Riyadh stipulating the opening of the liquidation procedure for Thimar Wasmi Agricultural Markets Company, and based on the result of the liquidation, which showed the bankruptcy of the associate company, so There are no outstanding balances in the condensed consolidated interim financial statements.

During the period ending on 30 June 2023, the Group received an amount of 847,395 Saudi riyals, representing its share of the indebtedness owed by Themar Wasmi Agricultural Markets Company (the “associate company”) resulting from its liquidation (note 13).

2- National Company for Fresh Fruit Products

The National Company for Fresh Fruit Products is a limited liability company established in the Kingdom of Saudi Arabia in accordance with the Companies Law. The company's accumulated losses amounted to 100% of its capital since previous years, and the company's management decided to stop calculating equity. The balance of indebtedness owed by the associate company has been written off and there are no outstanding balances for it in the condensed interim financial statements.

On 24 January 2023 corresponding 2 Rajab1444. A ruling was issued by the (Fifth) Appeal Chamber of the Commercial Court in Riyadh to open the administrative liquidation procedure for the National Company for Fresh Fruit Products, based on the statement of the group's legal advisor, the company is still under consideration by the judiciary regarding administrative liquidation, and no final judgment has been issued to date.

* These events refer to objective evidence of an impairment in the value of the investment balance (“loss-causing event”) in accordance with International Accounting Standard No. 28 Investment in Associates and Joint Ventures Paragraph 41A, and accordingly the management previously proved the impairment in the value of the investment balance.

The group's management believes that it has not become aware of any potential obligations that may be owed by Thimar Development Holding Company, which meet an outflow of resources involving economic benefits, and that the group's management cannot measure those obligations in a reliable manner. It will continue to follow up with the concerned authorities.

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7. TRANSACTIONS WITH RELATED PARTIES

Related parties represent the major shareholders and key management personnel of the Group and the entities owned or managed by these entities, as well as the entities over which these entities exercise joint control or significant influence.

Transactions with related parties are executed during the normal business cycle on terms similar to those between other parties through contracts approved by the management.

The following is a statement of the most important transactions that took place during the period and a statement of the balances of the related parties at the end of the financial period:

7-1 Transactions with related parties:

Related parties	Nature of relationship	Nature of the transaction	For the six months ended on 30 June 2023 (Unaudited)	For the six months ended on 30 June 2022 (Unaudited)
Members of the Board	The current board of directors	Finance	(472,494)	-

7-2 Due from related parties:

Related parties	Nature of relationship	nature of the transaction	As in 30 June 2023 Debit/ (Credit)	As in 31 December 2022 Debit/ (Credit)	As in 1 January 2022 Debit/ (Credit)
Related party	A partner in an associate company	Indebtedness	22,184,085	22,184,085	22,184,085
Deduct:					
Provision for credit losses to related parties*			(22,184,085)	(22,184,085)	(22,184,085)
Net due from related parties			-	-	-

* The management of the group, during the year 2021, supported the provision for credit losses for a related party with an amount of 22,184,085 riyals, based on the decision of the Board of Directors, which resulted from The inability to collect this balance, and the group's management will continue to follow up the procedures related to implementation to collect these amounts.

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7. TRANSACTIONS WITH RELATED PARTIES(CONNECTED)

7-3 Compensation for key management personnel

Related party	Nature of relationship	nature of the transaction	As in 30 June 2023 Debit /(Credit)	As in 31 December 2022 Debit (Credit)	As in 31 January 2022 Debit /(Credit)
Board of Directors	The current board of directors	finance	(472,494)	-	-
Sari Al-Mayouf	Managing Director (Former)	finance	(827,194)	(827,194)	(827,194)
Ibrahim Al-Mayouf	Chairman of the Board (Former)	finance	(551,884)	(551,884)	(551,884)

As part of the financial reorganization procedure, the related parties submitted their claims to the company's financial reorganization trustee with a total amount of 1,379,078SR, and they were fully accepted. The list of claims in the company's financial reorganization procedures was approved by the Ninth Commercial Circuit of the Commercial Court in Riyadh on 23 February 2022corresponding to 22 Rajab 1443

7-4 Compensation for key management personnel

	30 June, 2023 (Unaudited)	30 June, 2022 (Unaudited)
Fees of committee members and deputies	122,000	39,000
Salaries and benefits of key management personnel	680,001	250,000
	802,001	289,000

8. SHORT-TERM LOANS

The loans are as follows:

Local bank loans:

The facilities granted to the company by a local bank until June 30 2023 amounted to 32,033,389SR (32,033,389 SR as of 31 December 2022).

*As part of the financial reorganization procedure, a local bank submitted its claims to the company's financial reorganization trustee with a total amount of 37,071,930SR. The amount of 32,024,465SR was accepted and the amount of 5,047,465SR was rejected. The list of claims in the company's financial reorganization procedures was approved by the ninth commercial department of the court. Commercial in Riyadh on 23 February 2022, corresponding to 22 Rajab 1443H.

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9. TRADE PAYABLES

	30 June 2023 (Unaudited)	31 December 2023 (Audited)	1 January 2022 (Audited)
Trade payables	66,098,141	66,098,141	66,200,378
	66,098,141	66,098,141	66,200,378

As part of the financial reorganization procedure, the creditors submitted their claims to the company's financial reorganization trustee with a total amount of 68,529,529 Saudi riyals, and rejected an amount of 4,517,279 Saudi riyals. The list of claims in the group's financial reorganization procedures was approved by the Ninth Commercial Chamber of the Commercial Court in Riyadh on 23 February 2022. Corresponding to 22 Rajab 1443 AH.

The historical details of trade payables on 30 June 2023 were as follows:

	30 June 2023 (Unaudited)	31 December 2022 (Audited)	1 January 2022 (Audited)
Accounts payable due to creditors who submitted their claims to the Financial Reorganization Trustee	64,165,250	64,165,250	64,165,250
Accounts payable due to creditors who did not submit their claim to the Financial Reorganization Trustee	1,932,891	1,932,891	2,035,128
	66,098,141	66,098,141	66,200,378

As of 30 June 2023, the group's management has concerns about the existence uncertainty of some recorded liability in the interim condensed consolidated financial statements resulting from supplier balances with a value of 336,228 Saudi riyals. These balances represent transactions resulting from previous years and did not result in any settlements. The management made an attempt to communicate with the suppliers. From the point of view of management, this may result in a change in the value of the obligation or an impact on the possibility of the flow of external economic benefits to those balances.

The Group's management does not cancel these balances until it is satisfied that it is unlikely that such liabilities will be requested in the future.

10. ACCRUALS AND OTHER CREDIT BALANCES

	30 June 2023 (Unaudited)	31 December 2022 (Audited)	1 January 2022 (Audited)
Salaries and employee benefits accruals	9,398,880	8,895,053	9,092,703
Other accrued expenses	7,004,117	6,990,752	6,378,238
Due Remuneration - Board of Directors and Committees	3,744,000	3,636,000	1,943,000
End of service benefits for terminated employees	2,794,182	2,794,183	2,871,512
Value added tax	7,184,605	7,376,762	7,418,509
Amounts Withdrawn - Execution Court*	(4,211,851)	(4,211,851)	(4,015,027)
	25,913,933	25,480,899	23,688,935

As part of the financial reorganization procedure, other creditors (employees - other payables - government agencies) submitted their claims to the group's financial reorganization trustee with a total amount of 16,583,646 Saudi riyals, part of which was accepted in the amount of 11,019,550 Saudi riyals, and the remaining was rejected in the amount of 5,564,096 Saudi riyals, and a list was approved Claims in the procedures for the financial reorganization of the group by the Ninth Commercial Circuit of the Commercial Court in Riyadh on 23 February 2022. Corresponding to 22 Rajab 1443 AH.

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10. ACCRUALS AND OTHER CREDIT BALANCES (CONNECTED)

The item includes salaries and employee benefits accrued as on 30 June 2023, an amount of 5,973,761 SR (on 31 December 2022, an amount of 5,387,760 SR) represented in salaries and benefits due in favor of the former Managing Director and the current member (related parties note 7).

* The balance represents sums withdrawn from the bank accounts of the group by the Execution Court against cases issued to the group, as there is insufficient data with the group's management on these cases and they are being followed up with the concerned authorities.

11. ZAKAT PROVISION

As part of the financial reorganization procedure, the Authority submitted its claims to the group's financial reorganization trustee with a total amount of 17,199,377 Saudi riyals part of it was accepted in the amount of 8,450,692 Saudi riyals, and the remaining was rejected in the amount of 8,748,685 Saudi riyals. The Group has not submitted its Zakat return as at 31 December 2022 up to the date of the interim condensed consolidated financial statements.

12. GENERAL AND ADMINISTRATIVE EXPENSES (FINANCIAL REORGANIZATION PROCEDURES)

	30 June, 2023 (Unaudited)	30 June, 2022 (Unaudited)
Professional fees	-	550,000
	-	550,000

It is represented in the fees of the company's financial reorganization trustee, who was appointed under the ruling of the Ninth Commercial Circuit of the Commercial Court in Riyadh. The total professional fees for the trustee amount to 1,100,000SR, as the first payment of 275,000 riyals was proven and paid during the year ending 2021, and the second payment was recorded and paid in the amount of 550,000SR During this financial period ending on 30 June 2022, there remains an amount of 275,000SR due upon completion of the financial reorganization work.

13. OTHER REVENUE

	30 June, 2023 (Unaudited)	30 June, 2022 (Unaudited)
Refrigerator and shops revenue	-	3,800,000
Capital gains from the sale of property, plant and equipment*	108,000	14,500
Revenue from liquidation of associate companies**	847,395	-
Other income	4,500	-
	959,895	3,814,500

*The group's management sold part of its assets ("cars") at a value of 108 thousand SR, which resulted in capital gains of the same value. The net book value of those assets is zero.

**The Group received an amount of SAR 847,395 represented by its share of the indebtedness owed by Thimar Wasmi Agricultural Markets Company ("Associate Company") as a result of its liquidation (Note 6)

14. SHARE CAPITAL

As of 30 June 2023, the capital of the group amounted to 100 million SR (2022:100 million SR), and it consists of 10 million shares, with a value of 10SR.

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15. EARNINGS / (LOSS) PER SHARE

The basic and diluted earnings / (loss) per share is calculated from the net profit / (loss) per ordinary share by dividing the net profit / (loss) for the period by the weighted average number of outstanding shares as at the end of the period which amounted to 10,000,000 shares (30 June, 2022 10,000,000).

	30 June, 2023 (Unaudited)	30 June, 2022 (Unaudited)
(Loss) / profit for the period	(1,563,026)	1,437,295
Weighted average number of shares	10,000,000	10,000,000
Basic (loss) / profit per share	(0.16)	0.14

16. FAIR VALUE

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 occurred either:

In the principal market for the asset or liability,

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The main market or the most advantageous market must be available to 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 all parties to the transaction act in their economic best interest.

The definition of fair value is based on the presumption that the Group is a going concern and there is no intention or need to materially curtail the scale of its operations or undertake an adverse transaction. A financial instrument is deemed to be quoted in an active market if prices are readily and continuously available from a dealer, broker, industry group or service. Pricing or regulatory agency, and those prices represent actual, regulated market transactions on an arm's length basis.

Fair value hierarchy

The Group measures fair values using the fair value hierarchy below that reflects the significance of the inputs used in making the measurement.

Level 1: Current (unadjusted) inputs in active markets for identical instruments.

Level 2: Inputs other than quoted prices included in Level 1 that can be observed directly (prices) or indirectly (derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments, quoted prices for identical or similar instruments in markets that are considered to be less than active, or other valuation techniques for which all significant inputs can be directly or indirectly observable from market data.

Level 3: Unobservable inputs. This category includes all instruments with valuation methods that include inputs that are not based on observable data, and the unobservable inputs have a significant impact on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments that require significant unobservable adjustments or assumptions to reflect the differences between the instruments.

Management has determined that the fair values of the assets and liabilities approximate their carrying values; This is largely due to the short-term maturities of these financial instruments.

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17. CURRENT AND NON-CURRENT LIABILITIES RELATED TO CLAIMS ACCEPTED IN THE COMPANY'S FINANCIAL REORGANIZATION PROPOSAL

Based on the financial reorganization proposal (Note No. 1) and based on the Riyadh Commercial Court's approval of amending the financial reorganization proposal for Thimar Development Holding Company, where the proposal included the timetable for implementing the proposal plan, which is based mainly on the group obtaining a capital increase, and then starting to implement the plan and pay the creditors Starting from November 2023 until the end of March 2029, for the total claims accepted in the proposal, amounting to 117,039,035SR, and given that the proposal is based on expectations, a plan, and expected cash flows during the period of payment to creditors, and for the purpose of disclosing the amounts of obligations expected to be settled after more than twelve months for the terms of the obligations within The statement of financial position as at 31 December 2022 related to accepted claims is as follows:

Scheduling the payment of accepted financial claims in accordance with the financial reorganization proposal plan	The value of claims accepted	It is expected to be repaid within one year	It is expected to be repaid within more than a year
Claims according to the items of the statement of financial position:			
Loans	32,024,465	16,012,233	16,012,232
Accruals and other credit balances	11,019,550	5,509,775	5,509,775
Trade payables	64,165,250	32,082,625	32,082,625
Due to related parties	1,379,078	689,539	689,539
Zakat Provision	8,450,692	4,225,346	4,225,346
Total	117,039,035	58,519,518	58,519,517

18. SIGNIFICANT EVENTS

Significant events during the period that may have an impact on the financial statements are as follows:

Suspension of group activity (buying - selling)

On 11 January 2022, the Executive Committee approved letting the shops and the refrigerator in Al-Azizia Market.

During this first quarter of 2022, the group used the revaluation model to measure real estate (Note No.5).

On 9 March 2022, the group submitted a request to the liquidation trustee of Thimar Markets Company, with the financial claim due (Note No.6).

On 25 September 2022, the group announced that it had submitted a report to the Ministry of Commerce No. 9027 dated 21 September 2022corresponding to 24Safar 1444 H against the board of directors of the associate company, Thimar Wasmi Agricultural Markets Company, in which Thimar Development Holding Company owns a 30% stake, which includes the investigation with the board of directors of Thimar Markets Company and named Agricultural for committing violations of the corporate law, including non-compliance with the issuance of financial statements, The losses exceeded more than half of the company's capital and charged Thimar Development Holding Company with a loss that exceeded sixty million (60million) riyals, which is a payable related to Thimar Development Holding Company on the associate company, and not informing the partners of the essential facts that occurred in the company. The group does not expect to bear any responsibility as a result of filing the aforementioned report, and the group has submitted this report according to the documents available to it after obtaining legal advice.

On September 26, 2022, the Board of Directors invited the group's shareholders to attend the Ordinary General Assembly meeting to vote on authorizing the current Board of Directors to file a liability case against the former members of the Board in the two sessions from 6 March 2017 to 4 July 2021, and to take all the legal procedures necessary to proceed with them as requested by the shareholders.

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18.SIGNIFICANT EVENTS (CONNECTED)

On 17 October 2022, the Ordinary General Assembly meeting was held, and a vote was approved to authorize the current Board of Directors to file a liability case against the previous members of the Board in the two sessions from 6 March 2017 to July 4, 2021, and to take all the necessary legal procedures, to proceed according to the request of the shareholders.

On 1 March 2023, it was announced that the suspension of trading the group's shares in the market would be lifted, starting from March 2, 2023, due to the end of the reasons for suspension and trading outside the platform.

On 8 March 2023, the Commercial Court approved an amendment to the financial reorganization proposal.

On 14 March 2023, the group registered a complaint with the Capital Market Authority against the members of the Board of Directors of Thimar Development Holding Company in the two previous sessions shown above, which includes a claim for compensation of 230 million riyals and the consequent litigation compensation. The liability lawsuit included the following violations:

- 1- Non-compliance with the principles of honesty, trustworthiness and loyalty, by not performing the duties and responsibilities stipulated in the Companies Law and the Capital Market Law and their implementing regulations, and not giving due diligence and attention to the interest of the company and all shareholders,
- 2- Putting the CEO's personal interest ahead of the company's interests, and using his position to achieve private interests.
- 3- Using the company's funds and the powers he enjoys, and exploiting the company's assets in a way that he knows is against the company's interests to achieve his personal gain and benefit from a deal in which he has a direct interest.
- 4- Failure to verify the integrity of the company's financial statements and information, and to carry out acts that would mismanage the company's affairs, and not to establish systems and controls for internal control and general supervision over them to ensure the integrity of the financial and accounting systems, including the systems related to the preparation of financial statements (failure to prepare statements Zakat and tax for the years 2019 and 2020, paying it to the Zakat, Tax and Customs Authority, and not paying the dues of the General Organization for Social Insurance).
- 5- Deliberately recording false data and information in the company's financial statements and in the reports and data presented to the partners, shareholders and the general assembly in accordance with the law, with the intention of presenting the company's financial position in a violation.
- 6- Not keeping accounting records and supporting documents to clarify their contracts and financial statements.

On 7 May 2023, corresponding to Shawwal 17, 1444H, the General Secretariat of the Committees for Resolution of Securities Disputes announced the issuance of the final decision of the Appeal Committee for Securities Disputes in the general criminal case filed by the Public Prosecution (and referred to it by the Capital Market Authority) against a number members of the Board of Directors Thimar Development Holding Company and Managing Director (formerly) of the company and one of the employees of the company's former external auditor in previous years. The verdict ended with convicting them - each according to his position - of proving incorrect information in the financial statements that affected the company's assets and showed its financial statements untrue and created an incorrect and misleading impression about the company's securities that resulted in inflating the net profit for the year ending on 31 December 2015. Which includes recording the value of profits from selling investments in associate companies at a value of 35million riyals and proving them incorrectly. The decision also included several other members of the (former) Board of Directors.

On 17 May 2023, corresponding to Shawwal 27, 1444H, the General Secretariat of the Committees for Resolution of Securities Disputes announced the issuance of the final decision of the Appeal Committee for Securities Disputes in the public lawsuit filed by the Capital Market Authority against a number of members of the board of directors of Thimar Development Holding Company and the managing director of the company (formerly). The verdict ended by convicting them of violating Article 44 of the Registration and Listing Rules and Article 66 of the Rules for Offering Securities and Continuing Obligations for not exercising their powers and carrying out their duties as members of the company's board of directors in the interest of the company. This is because they did not take the necessary legal procedures to claim the remaining amount from the sale of part of the share owned by the company in the Thimar Wasmi Agricultural Markets Company from the buyer of the share.

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18. SIGNIFICANT EVENTS (CONNECTED)

The decision also included the conviction of three former board members of violating Article 67 of the Rules for Offering Securities and Continuing Obligations, for not providing the Capital Market Authority with a copy of the documents related to documenting the procedures for selling part of the share owned by the company in Thimaar Wasmi Agricultural Markets Company.

On 15 June 2023, corresponding to 26 Dhu al-Qi'dah 1444H, the General Secretariat of the Committees for Resolution of Securities Disputes announced the issuance of the final decision of the Appeal Committee for Securities Disputes in the public lawsuit filed by the Capital Market Authority against a number of members of the board of directors of Thimar Development Holding Company and the managing director of the company (formerly). The verdict concluded convicting them of violating Article 44 of the registration and listing rules. Subparagraph (b) of Paragraph (2) of article 22 of the Corporate Governance Regulations, for not exercising their powers. and carry out their duties in their capacity as members of the Board of Directors of the company in the interest of the company, This is because they disposed of the company's real estate, which led to the suspension of some of its activities as a result of their non-compliance with what was stated in the company's bylaws. By issuing a decision that includes approving the offer submitted by an investor to buy (%20) of the company's share in Thimar Wasmi Agricultural Markets Company. And for their non-compliance with what was stated in the company's articles of association. by signing an investment and leasing contract for a site to establish a commercial complex, with no commercial activity related to the establishment of commercial complexes in the company's bylaws. The decision also included condemning them for violating subparagraph (b) of paragraph (2) of Article 22 of the Corporate Governance Regulations for not carrying out the basic functions of the Board of Directors represented in setting up internal systems and controls for internal control and general supervision thereof, and ensuring the soundness of the financial and accounting systems, including related to the preparation of financial reports through the absence of a record of fixed assets in the company and inventory records from the fiscal year ending on 31 December 2014 until the fiscal year ending on 31 December 2018, which indicates their non-compliance with the company's fixed assets policy, which requires an annual inventory of the company's fixed assets. Not expressing any notes or qualification in this regard.

On 19 June 2023 the Board of Directors recommended amending its previous recommendation to the Extraordinary General Assembly related to increasing the capital by issuing rights shares issues, provided that the capital increase is through issuing rights issues at a value of one hundred and fifty million (150,000,000) SR, to become the capital The money after the increase is two hundred and fifty million (250,000,000) SR, and the number of its shares is twenty-five million (25,000,000) ordinary shares.

19. CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

The group has legal claims related to balances that were rejected by the financial regulator in the financial reorganization proposal. The group's management considers that these claims are unlikely to require an outflow of economic resources, and the group's management will continue to update them.

The Group is facing legal proceedings, litigation and other claims that are not expected to have a material impact on the Group's financial position or results of operations, as shown in these interim condensed consolidated financial statements.

As mentioned in note (6) with regard to the investment in the National Company for Fresh Fruit Products, the Group has not been aware of any obligations that may be due on the Thimar Development Holding Company, which meet an outflow of economic resources, and the group's management cannot measure these obligations in a way that can rely on. It will continue to follow up with the relevant authorities.

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20. RESTATEMENT

The Group's management reversed the effect of the previous years' adjustments as a result of actual obligations that were not recorded previously, and their impact was reflected in the condensed consolidated interim financial statements, as it was represented in the following:

Statement of financial position	As on 31 December 2022	Adjustments	As at 31 December 2022 (Adjusted)	As on 1 January 2022	Adjustments	As on 1 January 2022 (Adjusted)
Non-current assets						
Property, plant and equipment - net	43,318,376	-	43,318,376	11,713,391	-	11,713,391
Intangible assets - net	-	-	-	-	-	-
Total non-current assets	43,318,376	-	43,318,376	11,713,391	-	11,713,391
Current assets						
Assets and properties available for sale	580,000	-	580,000	780,000	-	780,000
Advance payments and other debit balances - net	35,743	-	35,743	930,227	-	930,227
Cash and cash equivalents	212,201	-	212,201	623,303	-	623,303
Total current assets	827,944	-	827,944	2,333,530	-	2,333,530
Total assets	44,146,320	-	44,146,320	14,046,921	-	14,046,921
Equity						
Capital	100,000,000	-	100,000,000	100,000,000	-	100,000,000
Statutory reserve	2,883,376	-	2,883,376	2,883,376	-	2,883,376
Actuarial losses for end of service benefits	(34,303)	-	(34,303)	(155,283)	-	(155,283)
Revaluation Surplus	31,658,561	-	31,658,561	-	-	-
Accumulated losses	(233,652,138)	2,437,567	(231,214,571)	(228,946,726)	339,691	(228,607,035)
Total equity	(99,144,504)	2,437,567	(96,706,937)	(126,218,633)	339,691	(125,787,942)
Non-current liabilities						
Employee benefit obligations	64,025	20,784	84,809	856,066	-	856,066
Total non-current liabilities	64,025	20,784	84,809	856,066	-	856,066
Current liabilities						
Short term loans	32,033,389	-	32,033,389	32,024,465	-	32,024,465

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20. RESTATEMENT (CONTINUED)

Statement of financial position (continued)		As on 31 December 2022	Adjustments	As at 31 December 2022 (Adjusted)	As on 1 January 2022	Adjustments	As on 1 January 2022 (Adjusted)
Trade payables	1	66,380,936	(282,795)	66,098,141	66,483,175	(282,797)	66,200,378
Accruals and other credit balances	2	23,533,384	1,947,515	25,480,899	20,558,049	3,130,886	23,688,935
due to related parties	3	1,570,078	(191,000)	1,379,078	1,379,078	-	1,379,078
Claims provisions	4	3,932,071	(3,932,071)	-	3,187,780	(3,187,780)	-
Zakat provisions		15,776,941	-	15,776,941	15,776,941	-	15,776,941
Total current liabilities		143,226,799	(2,458,351)	140,768,448	139,409,488	(339,691)	139,069,797
Total liabilities		143,290,824	(2,437,567)	140,853,257	140,265,554	(339,691)	139,925,863
Total liabilities and equity		44,146,320	-	44,146,320	14,046,921	-	14,046,921

- 1- The differences are represented in the settlements of receivables due from the group related to the years prior to the year 2022 that were not modified in the past years, which necessitates reversing the effect of the actual previous years' adjustments amounting to 282,797 Saudi riyals in the opening balances presented in the interim consolidated statement of financial position as in 1 January 2022 and excluding the effect of the amounts proven in the year 2023
- 2- The differences are represented in the settlement of expenses owed by the group related to the years preceding the year 2022 and were not modified in the past years, and also included the cancellation of the provision for the balances of the execution court executed and deducted from receivables, as it was previously formed in 2021 due to the withdrawal of amounts from the group On time and due to the inability to allocate them even though these withdrawn amounts are related to credit receivables and have not been counted to date, which necessitates reversing the allocation and displaying the receivables withdrawn from the bank and executed on them as a credit balance deducted from the due balances, which resulted in reversing the effect of the actual previous years' adjustments With an amount of 1,947,515 Saudi riyals as accrued liabilities in the opening balances presented in the consolidated interim financial position statement as on 1 January 2022 and 3,130,886 as accrued liabilities in the year 2022 and presented in the interim consolidated statement of financial position as on 31 December 2022
- 3- The item is a provision for outstanding claims and then reverses its effect on the outstanding balances due to the presence of unrecorded liabilities in previous years.
- 4- The item represents a provision for outstanding claims whose effect has been reversed on the outstanding balances due to the presence of unrecorded liabilities in previous years.

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20. RESTATEMENT (CONTINUED)

Interim statement of profit or loss and other comprehensive income	For the three- month period ending 30 June 2022	Adjustments	For the three- month period ending 30 June 2022 (Adjusted)	For the six- month period ending 30 June 2022	Adjustments	For the six- month period ending 30 June 2022 (Adjusted)
Revenues	-	-	-	-	-	-
Cost revenues	-	-	-	-	-	-
Gross Income	-	-	-	-	-	-
Main Business expenses						
General and administrative expenses	(541,104)	(169,265)	(710,369)	(1,254,143)	(573,062)	(1,827,205)
General and administrative expenses - financial reorganization	-	-	-	(550,000)	-	(550,000)
Operational losses from operations	(541,104)	(169,265)	(710,369)	(1,804,143)	(573,062)	(2,377,205)
Other income	-	-	-	3,814,500	-	3,814,500
Net (loss) / income before zakat	(541,104)	(169,265)	(710,369)	2,010,357	(573,062)	1,437,295
zakat	-	-	-	-	-	-
Net (loss) / income for the period	(541,104)	(169,265)	(710,369)	2,010,357	(573,062)	1,437,295
Other comprehensive income						
Items that will not be reclassified later to profit or loss						
Surplus on revaluation	-	-	-	31,658,561	-	31,658,561
Total other comprehensive income	-	-	-	31,658,561	-	31,658,561
Total comprehensive income for the period	(541,104)	(169,265)	(710,369)	33,668,918	(573,062)	33,095,856
Basic and diluted (loss)/earnings per share out of total (loss)/comprehensive income for the period	(0.05)	(0.02)	(0.07)	3.37	(0.06)	3.31

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20. RESTATEMENT (CONTINUED)

Interim condensed statement of cash flows	As on 30 June 2022	Adjustments	As on 30 June 2022 (Adjusted)
Operational activities			
Net profit for the period before zakat	2,010,357	(573,062)	1,437,295
Adjustments to the following items			
Depreciation of property, plant and equipment	210,560	-	210,560
Profits from the sale of property, plant and equipment	(14,500)	-	(14,500)
	<u>2,206,417</u>	<u>(573,062)</u>	<u>1,633,355</u>
Changes in assets and liabilities			
Advance payments and other debit balances	(205,450)	-	(205,450)
Trade payables	(102,239)	-	(102,239)
Accruals and other credit balances	(503,346)	(573,062)	69,716
Cash generated from operating activities	<u>1,395,382</u>	<u>-</u>	<u>1,395,382</u>
Provision for employees' end of service benefits paid	(657,129)	-	(657,129)
Net cash generated from operating activities	<u>738,253</u>	<u>-</u>	<u>738,253</u>
Investment activities			
Purchase of property, plant and equipment	(24,217)	-	(24,217)
Receipts from the sale of property, plant and equipment	14,500	-	14,500
Net cash used in investing activities	<u>(9,717)</u>	<u>-</u>	<u>(9,717)</u>
Net cash flow	<u>728,536</u>	<u>-</u>	<u>728,536</u>
Cash balances and cash equivalents at the beginning of the period	<u>623,303</u>	<u>-</u>	<u>623,303</u>
Cash balances and cash equivalents at the end of the period	<u>1,351,839</u>	<u>-</u>	<u>1,351,839</u>

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21. SUBSEQUENT EVENTS

On 7 July 2023, corresponding to 19 Dhu al-Hijah 1444H. The group's management submitted a request file to approve the group's capital increase by offering priority rights in the amount of 150,000,000SR to the Capital Market Authority.

22. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

23. APPROVAL OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

These interim condensed consolidated financial statements have been approved for the period ending on 30 June 2023, on 25 Muharram 1445H corresponding to 12 August 2023.