

RSM Albazie & Co.

SECURITIES GROUP COMPANY K.S.C. (CLOSED)
AND ITS SUBSIDIARIES (THE GROUP)
STATE OF KUWAIT
INTERIM CONDENSED CONSOLIDATED FINANCIAL
INFORMATION
FOR THE PERIOD ENDED DECEMBER 31, 2023
(UNAUDITED) WITH
REPORT ON REVIEW OF INTERIM CONDENSED
CONSOLIDATED FINANCIAL INFORMATION

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) STATE OF KUWAIT

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INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION FOR THE PERIOD ENDED DECEMBER 31, 2023 (UNAUDITED) WITH

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

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REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors Securities Group Company K.S.C. (Closed) State of Kuwait

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Securities Group Company K.S.C. (Closed) (the "Parent Company") and its subsidiaries (collectively, the "Group") as at December 31, 2023 and the related interim condensed consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the nine months period then ended. Management of the Parent Company is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard 34, "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

Scope of Review

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

Conclusion

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

Report on other Legal and Regulatory Requirements

Furthermore, based on our review, the interim condensed consolidated financial information is in agreement with the books of account of the Parent Company. We further report that, to the best of our knowledge and belief, we have not become aware of any violations of the Companies Law No. 1 of 2016 and its Executive Regulations, as amended, and by the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, during the nine months period ended December 31, 2023 that might have had a material effect on the business of the Parent Company or on its financial position.

We further report that, during the course of our review, to the best of our knowledge and belief, we have not become aware of any violations of the provisions of Law No. 7 of 2010, concerning the Capital Markets Authority and its Executive regulations, as amended, during the nine months period ended December 31, 2023, that might have had a material effect on the business of the Parent Company or on its financial position.

State of Kuwait January 29, 2024 Dr. Shuaib A. Shuaib Licence No. 33-A RSM Albazie & Co.

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SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED) AS AT DECEMBER 31, 2023

(All amounts are in Kuwaiti Dinars)

400570	Note	December 31, 2023	(Audited) March 31, 2023	December 31, 2022
ASSETS Cash on hand and at banks		4,782,555	12,475,900	12,244,762
Financial assets at fair value through profit or				, , .=
loss ("FVTPL")	12	6,736,419	-	250.054
Accounts receivable and other debit balances Financial assets at fair value through other		1,106,480	1,113,411	853,351
comprehensive income ("FVOCI")	3	38,564,001	41,158,739	39,432,985
Investment in associates	•	9,153,133	9,239,835	9,520,496
Debt instruments at amortized cost	4	•	14,100,426	14,098,171
Investment properties		13,693,763	13,687,818	16,005,822
		74,036,351	91,776,129	92,155,587
Investment property classified as non-current				4 400 000
asset held for sale Total assets		74,036,351	91,776,129	<u>1,400,000</u> 93,555,587
lotal assets		74,030,331	91,770,129	93,333,307
LIABILITIES AND EQUITY				
Liabilities:				
Loan	5, 9	16,380,898	33,145,798	23,132,858
Loan from a related party	9	•	-	14,000,000
Accounts payable and other credit balances		2,138,361	2,335,990	2,239,960
Total liabilities		18,519,259	35,481,788	39,372,818
Equity: Capital		20,000,000	20,000,000	20,000,000
Share premium		3,046,592	3,046,592	3,046,592
Treasury shares reserve		3,052	3,052	3,052
Statutory reserve		12,769,186	12,769,186	12,769,186
Voluntary reserve		4,405,892	4,405,892	4,405,892
Other reserves		324,239	323,126	324,283
Foreign currency translation adjustments		1,037,145	1,019,098	1,125,971
Fair value reserve		2,618,496	2,543,076	817,556
Retained earnings		11,246,357	12,118,308	11,624,231
Equity attributable to the shareholders of the		55 A50 050	56,228,330	54,116,763
Parent Company Non-controlling interests		55,450,959 66,133	66,011	66,006
Total equity		55,517,092	56,294,341	54,182,769
Total liabilities and equity		74,036,351	91,776,129	93,555,587

The accompanying notes from (1) to (12) form an integral part of the interim condensed consolidated financial information.

Khaled S. Al - Ali Chairman Ali Y. Al - Awadi Vice Chairman and CEO

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS (UNAUDITED) FOR THE PERIOD ENDED DECEMBER 31, 2023

(All amounts are in Kuwaiti Dinars)

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		Three month		Nine mont	
	Note	2023	2022	2023	2022
Revenues: Net investment (loss) income	6	(136,436)	166,686	2,094,128	2,035,610
Fees and commission income		448,135	533,959	1,483,045	1,535,913
Interest income		36	171,843	359,902	457,290
Net rental income		172,214	194,372	510,358	567,311
Group's share of results from associates		(5,862)	(8,942)	84,735	90,795
Gain on sale of investment properties		•	-	4	724,406
Other income		•	394_	2,381	10,646
		478,087	1,058,312	4,534,549	5,421,971
Expenses and other charges:		(226 E29)	(369,909)	(1,298,003)	(1,292,510)
General and administrative expenses		(326,528) (8,128)	(8,088)	(36,507)	(32,970)
Marketing and commission expenses	9		(193,969)	(777,724)	(529,453)
Finance charges	9	(159,383) 22,453	32,738	43,947	36,426
Net allowance for ECL no longer required		(884)	32,130	(933)	(3,022)
Foreign exchange loss			(539,228)	(2,069,220)	
		(472,470)	(539,226)	(2,009,220)	(1,821,529)
Profit for the period before contribution to Kuwait Foundation for the Advancement of Sciences (KFAS)					
and Zakat		5,617	519,084	2,465,329	3,600,442
Contribution to KFAS		258	(5,684)	(22,650)	(38,345)
Zakat		500	(4,079)	- 440.000	(18,135)
Profit for the period		6,375	509,321	2,442,679	3,543,962
Attributable to:					
Shareholders of the Parent Company		6,420	509,151	2,442,557	3,543,449
Non-controlling interests		(45)	170	122	513
Profit for the period		6,375	509,321	2,442,679	3,543,962
Davis and Allinda diagrams from a conduction		Fils	Fils	Fils	Fils
Basic and diluted earnings per share attributable to shareholders of the					
Parent Company	7	0.03	2.55	12.21	17.72

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

FOR THE PERIOD ENDED DECEMBER 31, 2023

(All amounts are in Kuwaiti Dinars)

	Three mon			ths ended ber 31,
	2023	2022	2023	2022
Profit for the period	6,375	509,321	2,442,679	3,543,962
Other comprehensive (loss) income: Items that may be reclassified subsequently to profit or loss Exchange differences on translating foreign operations Items that will not be reclassified subsequently to profit or loss	(105,857)	(99,081)	18,047	232,540
Changes in fair value of financial assets at FVOCI	(6,839,193)	1,069,990	75,420	(4,110,808)
Other comprehensive (loss) income for the period	(6,945,050)	970,909	93,467	(3,878,268)
Total comprehensive (loss) income for the period	(6,938,675)	1,480,230	2,536,146	(334,306)
Attributable to: Shareholders of the Parent Company Non-controlling interests Total comprehensive (loss) income for the period	(6,938,630) (45) (6,938,675)	1,480,060 170 1,480,230	2,536,024 122 2,536,146	(334,819) 513 (334,306)

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) FOR THE PERIOD ENDED DECEMBER 31, 2023 (All amounts are in Kuwaiti Dinars)

Company		currency	translation Fair value Retained	adjustments reserve earnings Sub-total	126 1,019,098 2,543,076 12,118,308 56,228,330 66,011 56,294,341			- (1,314,508) (1,314,508) -		(2,000,000) (2,000,000)	1,037,145 2,618,486 11,246,357 55,450,959 65,133	116 893,431 4,928,364 8,483,375 54,854,308 65,493 54,919,801			997,407 997,407 997,407			(1,400,000)	83 1,125,971 817,556 11,524,231 54,116,763 66,006 54,182,769
Å	Foreign								18,047		 	893,431							
rent Company	Fore		Other transla			1,113					324,239 1,03	324,416 893	(133)				- 232		324,283 1,125
Equity attributable to the Shareholders of the Parent Company					4,405,892				,		4,405,892	4,405,892					•		4,405,892
Equity attributable to			Statutory	reserve	12,769,186					•	12,769,186	12,769,186	,				•	1	12,769,186
	,	Ireasury	shares	reserve	3,052			•	•		3,052	3,052						•	3,052
			Share	premium	3,046,592	1		•	•		3,046,592	3,046,592						•	3,046,592
				Capital	20,000,000	,		•			20,000,000	20,000,000	,					• !	20,000,000
					Balance as at March 31, 2023 (Audited)	Effect of ownership change in an associate	Transfer of loss on disposal of financial assets	at FVOCI to retained earnings	Total comprehensive income for the period	Cash dividends (Note 11)	Balance as at December 31, 2023	Balance as at March 31, 2022 (Audited)	Effect of ownership change in an associate	Transfer of gain on disposal of financial assets	at FVOCI to retained earnings	Total comprehensive income (loss) for the	period	Cash dividends (Note 11)	Balance as at December 31, 2022

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) FOR THE PERIOD ENDED DECEMBER 31, 2023

(All amounts are in Kuwaiti Dinars)

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	Nine months ended December 31,		
	2023	2022	
Cash flow from operating activities: Profit for the period before contribution to KFAS and Zakat Adjustments for:	2,465,329	3,600,442	
Net investment income	(2,094,128)	(2,035,610)	
Interest income	(359,902)	(457,290)	
Group's share of results from associates	(84,735)	(90,795)	
Depreciation expenses		9,057	
Gain on sale of investment properties	-	(724,406)	
Finance charges	777,724	529,453	
Net allowance for ECL no longer required	(43,947)	(36,426)	
Foreign exchange loss	933	3,022	
5	661,274	797,447	
Changes in operating assets and liabilities:			
Financial assets at FVTPL	(7,154,800)	(2,135,047)	
Accounts receivable and other debit balances	(148,097)	602,564	
Accounts payable and other credit balances	(162,377)	(95,428)	
Net cash flows used in operating activities	(6,804,000)	(830,464)	
Cash flow from investing activities: Paid for purchase of financial assets at FVOCI Proceeds from sale of financial assets at FVOCI Proceeds from capital reduction of investment in an associate Cash dividends received from investment in an associate Proceeds from sale of debt instruments at amortized cost Paid for purchase of investment properties Proceeds from sale of investment properties Interest income received Dividends income received Net cash flows generated from investing activities	1,356,202 	(2,093,712) 7,054,451 207,768 279,088 - (2,334,500) 1,264,918 394,106 1,534,830 6,306,949	
Cash flows from financing activities: Loan	(16,764,900)	(5,482,399)	
Cash dividends paid	(1,950,519)	(1,419,570)	
Paid to shareholder on account of capital reduction	(5,850)	(7,490)	
Finance charges paid	(879,257)	(497,414)	
Net cash flows used in financing activities	(19,600,526)	(7,406,873)	
Net decrease in cash on hand and at banks	(7,693,345)	(1,930,388)	
Cash on hand and at banks at the beginning of the period	12,475,900	14,175,150	
Cash on hand and at banks at the end of the period	4,782,555	12,244,762	
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SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED) DECEMBER 31, 2023

(All amounts are in Kuwaiti Dinars)

1. Incorporation and principal activities

Securities Group Company K.S.C. (Closed) (the "Parent Company") is a Kuwaiti Closed Shareholding Company incorporated by agreement no. 786 / Vol. 2 dated October 24, 1981 and the latest amendment on August 4, 2022. The Parent Company's commercial registration number is 31846. The Parent Company's registered office is P.O. Box 26953, Safat 13130, State of Kuwait.

The principal activities of the Parent Company include:

- Obtaining loans from financial market in accordance with the procedures and methods recognized for companies.
- Buying and selling securities listed in the Boursa Kuwait and the securities that are traded in the State of Kuwait and in the Gulf Cooperation Council countries to the account of the Parent Company.
- Investment consultants
- The Company may carry out some or all of its business outside Kuwait in accordance with the conditions and rules known in this regard.
- Investment in real estate inside and outside the State of Kuwait.
- Investment portfolio manager.

The Parent Company is under the supervision of the Capital Markets Authority ("CMA") according to Law No. 7/2010 for investment companies.

This interim condensed consolidated financial information was authorized for issue by the Parent Company's Board of Directors on January 29, 2024.

Basis of presentation

The interim condensed consolidated financial information has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting". The accounting policies used in the preparation of the interim condensed consolidated financial information for the period are consistent with those used in the preparation of the annual consolidated financial statements for the financial year ended March 31, 2023.

The interim condensed consolidated financial information does not include all the information and notes required for complete financial statements prepared in accordance International Financial Reporting Standards ("IFRS") as issued by International Accounting Standards Board ('IASB'). In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included in the accompanying interim condensed consolidated financial information. Operating results for the nine months period ended December 31, 2023 are not necessarily indicative of the results that may be expected for the financial year ending March 31, 2024. For further information, refer to the consolidated financial statements and notes thereto for the financial year ended March 31, 2023.

Standards, interpretation and amendments issued and adopted by the Group

The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

The new standards and amendments that are effective for annual reporting periods beginning on or after January 1, 2023, did not have material impact on the financial position or the performance of the Group.

Financial assets at fair value through other comprehensive income ("FVOCI")

		(Audited)	
	December 31,	March 31,	December 31,
	2023	2023	2022
Quoted equity securities	31,314,439	34,541,362	32,746,213
Unquoted equity securities	6,848,742	6,333,650	6,400,892
Fund	400,820	283,727	285,880
	38,564,001	41,158,739	39,432,985

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED) DECEMBER 31, 2023

(All amounts are in Kuwaiti Dinars)

Equity securities with a carrying value of KD 22,711,829 (March 31, 2023: KD 23,146,553; December 31, 2022: KD 21,367,790) were pledged with a local bank against loans (Note 5).

Fair value measurement disclosures of financial assets at FVOCI are provided in (Note 12).

4. Debt instruments at amortized cost

				(Audited)	
	funta un at un ha D/	Markette data	December 31,	March 31,	December 31,
	Interest rate %	Maturity date	2023	2023	2022
Floating rate bond issued	2.75% + CBK				
by a local company	discount rate	July 26, 2023	•	2,000,000	2,000,000
Floating rate bonds issued	2.25% + CBK	October 10,			
by a local bank	discount rate	2032	•	2,000,000	2,000,000
Fixed rate bond issued by		October 10,			
a local bank	4%	2032		2,000,000	2,000,000
Floating rate bonds issued	3% + CBK	December 29,		2,000,000	2,000,000
by a local company	discount rate	2028		8,150,000	8,150,000
by a local company	discount rate	2020			
			•	14,150,000	14,150,000
Less: allowance for					
Expected Credit Losses					
("ECL") (a)				(49,574)	(51,829)
			•	14,100,426	14,098,171
("ECL") (a)			*		

(a) The movement in the allowance for ECL is as follows:

		(Audited)	
	December 31,	March 31,	December 31,
	2023	2023	2022
Balance as at the beginning of the period / year	49,574	107,096	107,096
Charge during the period / year		44,370	46,430
Allowance no longer required	(49,574)	(101,892)	(101,697)
Balance as at the end of the period / year	-	49,574	51,829

During the period ended December 31, 2023, debt instruments at amortized cost were sold at par value.

5. Loan

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Revolving loan carry an annual interest rate 0.7% (March 31, 2023: 0.7%; December 31, 2022: 0.7%) over the Central Bank of Kuwait discount rate and due for settlement on May 15, 2025. Revolving loans are obtained from related parties (Note 9).

Loans are secured by pledge of the following first-degree collaterals:

- (i) Pledge of FVOCI with a carrying value amounting to KD 22,711,829 (March 31, 2023: KD 23,146,553; December 31, 2022: KD 21,367,790) (Note 3).
- (ii) Pledge of 3,405,898 (March 31, 2023: 3,405,898, December 31, 2022: 3,405,898) shares of Future Communication Co. K.S.C.P. ("FCC") classified as investment in associates.
- (iii) Pledge of 9,999,999 (March 31, 2023: 9,999,999, December 31, 2022: 9,999,999) shares of Al-Jazeera Real Estate Development Co. K.S.C. (Closed) classified as investment in associates.
- (iv) Pledge of investment properties with a carrying value of KD 1,403,554 (March 31, 2023: KD 1,403,554; December 31, 2022: KD 1,403,554)

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED) DECEMBER 31, 2023

(All amounts are in Kuwaiti Dinars)

6. Net investment (loss) income

		nths ended aber 31,	Nine montl Decemb	
	2023	2022	2023	2022
Unrealized loss on change in fair value of financial assets at FVTPL Realized (loss) gain on sale of financial assets at	(136,436)	•	(353,200)	-
FVTPL	-		(65,181)	355,694
Dividend income		21,600	2,512,509	1,534,830
Gain on initial recognition of financial assets at				
FVOCI		145,086	•	145,086_
	(136,436)	166,686	2,094,128	2,035,610

7. Basic and diluted earnings per share attributable to shareholders of the Parent Company

There are no potential dilutive ordinary shares. Basic and diluted earnings per share computed by dividing the profit for the period attributable to shareholders of the Parent Company by the weighted average number of shares outstanding during the period:

	Three mor Decem	nths ended ber 31,	Nine months ended December 31,		
	2023	2022	2023	2022	
Profit for the period attributable to shareholders of the Parent Company	6,420	509,151	2,442,557	3,543,449	
Weighted average number of shares outstanding	Shares 200,000,000	Shares 200,000,000	Shares 200,000,000	Shares 200,000,000	
	Fils	Fils	Fils	Fils	
Basic and diluted earnings per share attributable to shareholders of the Parent Company	0.03	2.55	12.21	17.72	

As there are no dilutive instruments outstanding, basic and diluted earnings per share attributable to shareholders of the Parent Company are identical.

8. Fiduciary assets

The Parent Company manages investment portfolios for others amounting to KD 2,624,792,534 as at December 31, 2023 (March 31, 2023: KD 2,781,476,097; December 31, 2022: KD 2,708,719,868) to earn management fees. These investment portfolios are registered in the name of the Parent Company and are not included in the accompanying interim condensed consolidated financial information (accounts off the interim condensed consolidated statement of financial position).

9. Related party disclosures

The Group has entered into various transactions with related parties concerning financing and other related services. Prices and terms of payment are approved by the Group's management and subject to approval by the shareholders of the Parent Company in the Annual General Assembly. Significant balances and transactions with other related parties are as follows:

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND ITS SUBSIDIARIES (THE GROUP) NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED) DECEMBER 31, 2023

(All amounts are in Kuwaiti Dinars)

11. General Assembly

The Shareholders' Annual General Assembly held on June 21, 2023 approved the distribution of cash dividends of 10 fils per share amounting to KD 2,000,000 and to distribute Board of Directors' remuneration amounting to KD 25,000 for the financial year ended March 31, 2023.

The Shareholders' Annual General Assembly held on June 28, 2022 approved the distribution of cash dividends of 7 fils per share amounting to KD 1,400,000 and to distribute Board of Directors' remuneration amounting to KD 25,000 for the financial year ended March 31, 2022.

12. Fair value measurement

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The details of fair value measurement hierarchy are as follow:

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

The following table presents the Group's financial instruments that are measured at fair value:

December 31, 2023	Level 1	Level 2	Total
Financial assets at FVTPL	6,736,419		6,736,419
Financial assets at FVOCI	31,314,439	7,249,562	38,564,001
	38,050,858	7,249,562	45,300,420
March 31, 2023 (Audited)	Level 1	Level 2	Total
Financial assets at FVOCI	34,541,362	6,617,377	41,158,739
December 31, 2022 Financial assets at FVOCI	Level 1 32,746,213	Level 2 6,686,772	Total 39,432,985

During the period ended December 31, 2023, there were no transfers between different levels of fair value measurement.