Wilhalt Stock Exchange

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

INTERIM CONSOLIDATED FINANCIAL INFORMATION
FOR THE PERIOD ENDED DECEMBER 31, 2012
(UNAUDITED)
WITH
REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL INFORMATION

Third Quarter Financial Figures

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

INTERIM CONSOLIDATED FINANCIAL INFORMATION
FOR THE PERIOD ENDED DECEMBER 31, 2012
(UNAUDITED)
WITH
REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL INFORMATION

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

# INTERIM CONSOLIDATED FINANCIAL INFORMATION FOR THE PERIOD ENDED DECEMBER 31, 2012 (UNAUDITED) WITH REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL INFORMATION

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# RSM Albazie & Co.

# **Public Accountants**

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# REPORT ON REVIEW OF INTERIM 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 subsidiaries (the Group) as of December 31, 2012 and the related interim condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the nine months period then ended. The Parent Company's management is responsible for the preparation and presentation of this interim consolidated financial information in accordance with the basis of presentation set out in Note 2. Our responsibility is to express a conclusion on this interim 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 consolidated 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 consolidated financial information is not prepared, in all material respects, in accordance with the basis of presentation set out in Note 2.

### Report on other Legal and Regulatory Requirements

Furthermore, the interim consolidated financial information is in agreement with the Parent Company's books of account. We further report that, to the best of our knowledge and belief, we have not become aware of any violations of the Commercial Companies' Law or of the Parent Company's Articles of Association during the period ended December 31, 2012 that might have had a material effect on the business of the Group or on its financial position.

We further report that, during the course of our review, we have not become aware of any violations of the provisions of Law No. 32 of 1968, as amended, concerning currency, the Central Bank of Kuwait and the Organization of Banking Business, and its related regulations.

Abdul-Mageed Murad Ashkanani Licence No. 95-A First Audit

Member of MGI International

Dr. Shuaib A. Shuaib Licence No. 33-A RSM Albazie & Co.

State of Kuwait February 6, 2013

# SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED) AS OF DECEMBER 31, 2012

(All amounts are in Kuwaiti Dinars)

<u>ASSETS</u>	_Note_	December 31, 2012	(Audited) March 31, 2012	December 31, 2011
Cash on hand and at banks		7,343,846	7,228,553	8,493,626
Investments at fair value through statement of income	3	4,902,640	300,680	24,065
Accounts receivable and other debit balances		875,101	990,291	2,142,032
Loans granted to others	4	362,935	-	- 117 -
Investments available for sale	5	54,401,461	63,475,666	71,701,954
Investment in associates	6	26,332,547	13,402,537	19,582,729
Investment in unconsolidated subsidiaries		589,405	881,219	1,362,256
Investment held to maturity	7	3,000,000	-	-
Investment properties	8	24,436,305	5,478,321	18,767,024
Total assets		122,244,240	91,757,267	122,073,686
LIABILITIES AND EQUITY  Liabilities: Loans Accounts payable and other credit balances  Total liabilities	9	65,331,003 2,816,520 68,147,523	30,831,004 2,693,560 33,524,564	67,083,377 4,454,854 71,538,231
Equity:				
Capital		25,528,372	25,528,372	25,528,372
Treasury shares	10	(87,765)	(87,765)	(87,765)
Share premium		3,046,592	3,046,592	3,046,592
Statutory reserve		12,764,186	12,764,186	12,764,186
Voluntary reserve		4,405,892	4,405,892	4,405,892
Foreign currency translation adjustments		(153)	2,128	(12,233)
Cumulative changes in fair value		(10,914,620)	(12,656,468)	(11,676,296)
Retained earnings		19,286,404	25,161,805	16,555,689
Equity attributable to the shareholders of Parent Company		54,028,908	58,164,742	50,524,437
Non-controlling interests		67,809	67,961	11,018
Total equity		54,096,717	58,232,703	50,535,455
Total liabilities and equity		122,244,240	91,757,267	122,073,686
Memorandum accounts off the statement of		,		
financial position	13	1,305,545,318	1,323,033,674	1,283,881,260

The accompanying notes (1) to (17) form an integral part of the interim consolidated financial information

Ali Y. Al - Awadi Chairman and Managing Director Khaled S. Al - Ali Vice Chairman

# SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED) FOR THE PERIOD ENDED DECEMBER 31, 2012

(All amounts are in Kuwaiti Dinars)

		Three mon Decemb		Nine mont Decemi	
	Note	2012	2011	2012	2011
Revenues:					
Net investment loss	11	(36,850)	(2,644,013 <b>)</b>	(3,472,892)	(5,315,637)
Interest income		1,747	7,133	38,183	35,964
Fees and commission income		456,099	631,359	1,139,332	1,801,433
Rental income		224,864	166,040	567,065	469,378
Group's share of results from associates		425,328	358,168	835,350	1,402,375
Foreign exchange (loss) gain		(820)	62,610	(4,869)	76,516
Gain on sale of unconsolidated subsidiary		10,221	-	10,221	-
Other income		26,939	18,790	88,586	86,947
		1,107,528	(1,399,913)	(799,024)	(1,443,024)
Expenses and other charges:					
General and administrative expenses		(378,843)	(508,947)	(1,196,513)	(1,663,952)
Finance charges		(371,630)	(545,203)	(989,013)	(1,554,208)
Impairment loss on investments available for sale		•	-	(2,873,222)	(1,344,585)
Provisions		(3,666)	(41,709)	(17,781)	(1,784,869)
		(754,139)	(1,095,859)	(5,076,529)	(6,347,614)
Net profit (loss) for the period		353,389	(2,495,772)	(5,875,553)	(7,790,638)
Attributable to:					
Shareholders of the Parent Company		352,512	(2,495,772)	(5,875,401)	(7,790,638)
Non-controlling interests		877	-	(152)	-
Net profit (loss) for the period		353,389	(2,495,772)	(5,875,553)	(7,790,638)
		Fils	Fils	Fils	Fils
Earnings (loss) per share attributable to the shareholders of the Parent Company	12	1.38	(9.79)	(23.05)	(30.56)

The accompanying notes (1) to (17) form an integral part of the interim consolidated financial information

# SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED) FOR THE PERIOD ENDED DECEMBER 31, 2012

(All amounts are in Kuwaiti Dinars)

	Three months ended December 31		Nine mont	
	2012	2011	2012	2011
Net profit (loss) for the period	353,389	(2,495,772)	(5,875,553)	(7,790,638)
Other comprehensive income (loss):				
Change in fair value of investments available for sale	452,680	(1,924,555)	(1,857,682)	(4,316,985)
Reversal on sale of investments available for sale	54,775	2,245,813	3,598,916	4,926,342
Reversal on impairment of investments available for sale	•	-	-	931,315
Share of other comprehensive income (loss) of associates	1,629	-	(877)	12 <u>-</u>
Foreign currency translation adjustments	2,377	(6,875)	(790)	(330,090)
Other comprehensive income for the period	511,461	314,383	1,739,567	1,210,582
Total comprehensive income (loss) for the period	864,850	(2,181,389)	(4,135,986)	(6,580,056)
Attributable to:				
Shareholders of the Parent Company	863,973	(2,181,389)	(4,135,834)	(6,580,056)
Non-controlling interests	877	-	(152)	-
-	864,850	(2,181,389)	(4,135,986)	(6,580,056)

The accompanying notes (1) to (17) form an integral part of the interim consolidated financial information

SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND SUBSIDIARIES (THE GROUP)
INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)
FOR THE PERIOD ENDED DECEMBER 31, 2012
(All amounts are in Kuwaiti Dinars)

	T Z	58,232,703 (4,135,986) 54,096,717	59,688,101 (6,580,056) (34,284) 11,018 (2,549,324) 50,535,455
	Non- controlling interests	67,961 (152) 67,809	11,018
	Sub-total	58,164,742 (4,135,834) 54,028,908	59,688,101 (6,580,056) (34,284) (2,549,324) 50,524,437
	Retained earnings	25,161,805 (5,875,401) 19,286,404	26,895,651 (7,790,638) - (2,549,324) 16,555,689
Company	Cumulative changes in fair value	(12,656,468) 1,741,848 (10,914,620)	(13,216,968) 1,540,672 - - (11,676,296)
Equity attributable to the Shareholders of the Parent Compar	Foreign currency translation adjustments	2,128 (2,281) (153)	317,857 (330,090)
able to the Shareho	Voluntary reserve	4,405,892	4,405,892
Equity attribut	Statutory reserve	12,764,186	12,764,186
9.1	Share premium	3,046,592	3,046,592
20	Treasury	(87,765)	(53,481) - (34,284) - - (87,765)
	Capital	25,528,372	25,528,372
	Bolonce on officers, 24, 2042	Describe as of metal 151, 2012. Total comprehensive (loss) income for the period Balance as of December 31, 2012.	Balance as of March 31, 2011 Total comprehensive (loss) income for the period Purchase of treasury shares Effect of partial disposal of a subsidiary Cash dividends Balance as of December 31, 2011

The accompanying notes (1) to (17) form an integral part of the interim consolidated financial information

# SECURITIES GROUP COMPANY K.S.C. (CLOSED) AND SUBSIDIARIES (THE GROUP) INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) DECEMBER 31, 2012

(All amounts are in Kuwaiti Dinars)

	Nine months ended December 31,	
	2012	2011
Cash flow from operating activities: Net loss for the period	(5,875,553)	(7,790,638)
Adjustments to:	(0,010,000)	(1,100,000)
Net Investment loss	3,472,892	5,315,637
Interest income	(38,183)	(35,964)
Group's share of results from associates	(835,350)	(1,402,375)
Gain on sale of unconsolidated subsidiary	(10,221)	-
Provision for credit facilities no longer required	(5,000)	(2,500)
Finance charges	989,013	1,554,208
Impairment loss on investments available for sale	2,873,222	1,344,585
Provisions	17,781	1,784,869
Changes in operating assets and liabilities:	588,601	767,822
Investments at fair value through statement of income	(5,068,630)	(3,456)
Accounts receivable and other debit balances	53,980	386,795
Loan granted to others	(366,601)	250,000
Accounts payable and other credit balances	51,599	(408,246)
Net cash (used in) generated from operating activities	(4,741,051)	992,915
Cash flow from investing activities:		
Purchase of investments available for sale	(7,282,633)	( <b>1</b> 1,873,492)
Proceeds from sale of investments available for sale	11,649,352	14,370,498
Paid for investment in associates	(13,898,108)	-
Proceeds from disposal of an associate	59,699 (45,838)	-
Paid for investment in unconsolidated subsidiaries	(15,086)	- 0.707
Proceeds from partial sale of investment in unconsolidated subsidiaries	•	9,727
Proceeds from partial sale of investment in subsidiaries	(3,000,000)	11,018
Purchase of investment held to maturity Paid for investment properties	(3,000,000)	(1,603,472)
Interest received	38,183	45,837
Dividends received	2,326,559	788,873
Net cash (used in) generated from investing activities	(29,043,124)	1,748,989
Cash flows from financing activities:	-	
Loans	34,499,999	(649,397)
Purchase of treasury shares	•	(34,284)
Cash dividends paid	(66,286)	(2,576,812)
Finance charges paid	(534,245)	(547,614)
Net cash generated from (used in) financing activities	33,899,468	(3,808,107)
Net increase (decrease) in cash on hand and at banks	115,293	(1,066,203)
Cash on hand and at banks at the beginning of the period	7,228,553	9,559,829
Cash on hand and at banks at the end of the period	7,343,846	8,493,626

The accompanying notes (1) to (17) form an integral part of the interim consolidated financial information

(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 September 9, 2007. The Parent Company is listed in the Kuwait Stock Exchange. The Parent Company's registered office is P.O. Box 26953, Safat 13130, State of Kuwait.

The principal activities of the Parent Company include:

- Trading in securities listed in Kuwait and the GCC
- Acting as custodian and managers of funds
- Conducting research and studies
- Providing financial and investment services
- Obtaining loans from the financial market, granting to others and acting as an intermediary in the lending and borrowing process
- Establishing and managing real estate portfolios for its clients inside and outside Kuwait
- Investment in real estate.

On November 29, 2012, a Decree Law No. 25 of 2012 promulgating the Companies Law was passed, the Group will be in compliance with the law during six months from the date of issuance.

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

The interim consolidated financial information was authorized for issue by the Board of Directors on February 6, 2013.

## 2. Basis of preparation

The interim 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 consolidated financial information for the period are consistent with those used in the preparation of the annual consolidated financial statements for the year ended March 31, 2012 except for the following policies:

### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable.

### Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity.

Loans, receivables and held-to-maturity investments are carried at amortized cost using the effective interest method less any allowance for impairment.

The interim consolidated financial information do not include all of the information and footnotes required for complete financial statements prepared in accordance with International Financial Reporting Standards. In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included. Operating results for the period ended December 31, 2012 are not necessarily indicative of the results that may be expected for the year ending March 31, 2013. For further information, refer to the consolidated financial statements and notes thereto for the year ended March 31, 2012.

(All amounts are in Kuwaiti Dinars)

The policy of the Group for calculation of the impairment provisions for loans granted to others complies in all material respects with the specific provision requirements of the Central Bank of Kuwait. In addition and in accordance with Central Bank of Kuwait instructions, the Group provides a minimum general provision of 1% on cash credit facilities not subject to specific provision and net of certain categories of collateral and 0.5% on non-cash credit facilities

# 3. Investments at fair value through income statement

Investments at fair value through income statement represent quoted securities held for trading.

### 4. Loan granted to others

	(Audited)				
	December 31, 2012	March 31, 2012	December 31, 2011		
Loan granted	366,601	-	-		
Provision for loan	(3,666)	-	<u> </u>		
	362,935	-	-		

During the period, the Group granted an interest free loan amounting to KD 366,601 to an associate set to mature on December 9, 2013.

### 5. Investments available for sale

	December 31, 2012	March 31, 2012	December 31, 2011
Quoted securities	35,779,413	41,896,173	42,443,184
Unquoted securities	14,616,744	17,574,189	25,253,466
Funds	4,005,304	4,005,304	4,005,304
	54,401,461	63,475,666	71,701,954

Unquoted securities and investment in funds amounting to KD 14,647,315 (March 31, 2012 - KD 17,604,760; December 31, 2011 - KD 23,021,776) are carried at cost less impairment losses, due to the unpredictable nature of their future cash flows and lack of other suitable methods for arriving at a reliable fair value for these investments. There is no active market for these investments and the Group intends to hold them for the long term.

Quoted securities amounting to KD 18,328,650 (March 31, 2012 - KD 20,393,850; December 31, 2011 - KD 20,393,850) were pledged with a local bank against a loan (Note 9).

### Investment in associates

During the period, the Group acquired 49.32% equity interest in Kuwaiti Saudi Pharmaceutical Industries Co. S.A.K.(closed) (KSPI) for a consideration of KD 12,256,780. Accordingly the Group's equity interest in KSPI increased to 50% thereby achieving significant influence over the associate. The management is in the process of assessing the fair value of the net identifiable assets of the associate.

### 7. Investment held to maturity

During the period, the Group invested KD 3,000,000 in a subordinated floating rate bond issued by a local bank. The bond carries an interest rate of 3.9% over the Central Bank of Kuwait discount rate and is due to mature on December 27, 2022.

(All amounts are in Kuwaiti Dinars)

# 8. Investment properties

During the period, the Group acquired investment properties located in the Kingdom of Saudi Arabia for a total cost of KD 18,771,153.

# 9. Loans

	(Audited)			
	December 31, 2012	March 31, 2012	December 31, 2011	
Loans maturing within one month	•	-	9,913,377	
Loans maturing within 3 months	25,815,000	-	25,815,000	
Loans maturing from 3 months to one year	39,516,003	30,831,004	31,355,000	
	65,331,003	30,831,004	67,083,377	

Loans carry an annual interest rate ranging from 2% to 3% (March 31, 2012 - 2.5% to 3.5%, December 31, 2011 - 2.5% to 3.5%) per annum.

Loan of KD 25,815,000 is secured by quoted securities (Note 5) and other loans are secured by promissory notes.

# 10. Treasury shares

	(Audited)			
	December 31, 2012	March 31, 2012	December 31, 2011	
Number of treasury shares	351,342	351,342	351,342	
Percentage of ownership	0.14%	0.14%	0.14%	
Market value (KD)	50,593	80,809	80,809	
Cost (KD)	87,765	87,765	87,765	

# 11. Net investment loss

	Three months ended December 31,		Nine months ended December 31,	
	2012	2011	2012	2011
Unrealized loss from investments at fair value through statement of income Realized gain (loss) from investments at fair	(146,544)	(4,205)	(416,540)	(3,871)
value through statement of income Realized gain (loss) from investments	1,025	-	(50,130)	-
available for sale	108,669	(2,655,977)	(3,491,063)	(6,087,759)
Dividend income	•	16,169	484,841	775,993
	(36,850)	(2,644,013)	(3,472,892)	(5,315,637)

(All amounts are in Kuwaiti Dinars)

# 12. Earning (loss) per share

There are no potential dilutive ordinary shares. Earning profit (Loss) per share is calculated by dividing the net profit (loss) for the period by the weighted average number of shares outstanding during the period:

	Three months ended December 31,		Nine months ended December 31,	
Not profit / loop) for the period attribute to	2012	2011	2012	2011
Net profit (loss) for the period attributable to shareholders of the Parent Company	352,512	(2,495,772)	(5,875,401)	(7,790,638)
Marka and a second	Shares	Shares	Shares	Shares
Weighted average number of shares outstanding	254,932,376	254,932,376	254,932,376	254,964,812
Earnings (loss) per share attributable to	Fils	Fils	Fils	Fils
shareholders of the Parent Company	1.38	(9.79)	(23.05)	(30.56)

# 13. Memorandum accounts off the statement of financial position

The Parent Company manages investment portfolios and funds for related parties and others amounting to KD 1,305,545,318 as of December 31, 2012 (March 31, 2012 – KD 1,323,033,674, December 31, 2011 – KD 1,283,881,260) to earn management fees. These investment portfolios are registered in the name of the Group and are not included in the accompanying interim consolidated financial information.

### 14. Related party transactions

The Group has entered into transactions with related parties in the normal course of its business. Prices and terms of payment are approved by the Group's management.

Significant related party balances and transactions are as follows:

		December 31, 2012	(Audited) March 31, 2012	December 31, 2011
(i)	Interim condensed consolidated statement of financial position			
	Cash at banks	7,112,459	6,977,919	7,835,248
	Accounts receivable and other debit balances	480,799	450,176	1,289,640
	Loan granted to others	362,935	-	-
	Loans	65,331,003	30,831,004	67,083,377
	Accounts payable and other credit balances	744,597	489,001	596,744

(All amounts are in Kuwaiti Dinars)

2012	2011	2012	2011
-	-	269,000	269,000
1,051	7,133	12,487	28,245
(371,630)	(544,430)	(989,013)	(1,512,339)
80,669	68,436	214,129	208,937
6,790	5,169	16,827	15,506
	(Audited	))	
December 31, 2012	March 3 <sup>-</sup> 2012	•	mber 31, 2011
200,000	1,200,	000	1,200,000
13,796	13,		13,796
213,796	1,213,	796	1,213,796
	December 2012  - 1,051 (371,630)  80,669 6,790  December 31, 2012 200,000 13,796	1,051 7,133 (371,630) (544,430) 80,669 68,436 6,790 5,169  December 31, March 3: 2012 200,000 1,200, 13,796 13,	December 31,         December 31,           2012         2011           -         -           1,051         7,133           (371,630)         (544,430)           80,669         68,436           6,790         5,169           16,827           December 31,         March 31,           2012         2012           200,000         1,200,000           13,796         13,796

(All amounts are in Kuwaiti Dinars)

# 16. Segment information

The Group is divided into operating segments for managing its business activities based on internal reporting provided to the chief operating decision maker as follows:

- Investment activities: Direct investment for the Group's benefit in securities, portfolios and funds
  - Asset management services: Portfolio and Fund management services for clients
- Lending activities: Direct lending to others and acting as a broker in lending and borrowing activities.
  - Real estate activities: Investment in real estate and managing real estate portfolios.

					For the period ended December 31	d December 31,				
			2012					2011		
		Asset		Real			Asset		Real	
	Investment	management	Lending	estate		Investment	management	Lending	estate	
,	activities	services		activities	Total	activities	services	activities	activities	Total
Segment operating (loss) revenue	(3,434,709)	1,139,332		567,065	(1,728,312)	(5.287.392)	1.801.433	7719	469 378	(3 008 862)
Segment operating expenses	(989,013)	•	•	(119,484)	(1,108,497)	(1,918,445)	(12.573)	(4.161)	(451 559)	(2,000,002)
Unallocated operating expense.				•	(1,077,029)		(1)	(1)	(000'101)	(831 422)
Operating loss					(3,913,838)					(5 227 022)
Share of results from associates					835,350					1 407 275
Foreign exchange (loss) gain					(4.869)					76,546
Gain on sale of unconsolidated subsidiary					10.221					010'07
Other income					88.586					26.047
Impairment loss on investments available for sale					(2.873,222)					11 344 505)
Provisions					(17,781)					(4 704 960)
Net loss for the period					(K 975 552)				•	(1,104,003)
					(3,073,333)					(7,790,638)

# 17. The General Assembly

The Shareholders' Annual General Assembly held on July 26, 2012 approved not to distribute cash dividends for the year ended March 31, 2012.