

# **Nass Corporation BSC**

## **CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**

**30 June 2017**

**Nass Corporation BSC**

**CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**for the six months ended 30 June 2017**

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**GENERAL INFORMATION**

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Commercial registration	60037
Head office	P.O. Box 669 Manama Kingdom of Bahrain
Chairman	Mr. Sameer Abdulla Nass
Deputy Chairman & Managing Director	Mr. Sami Abdulla Nass
Director	Mr. Adel Abdulla Nass
Director	Mr. Ghazi Abdulla Nass
Director	Mr. Fawzi Abdulla Nass
Director	Mr. Bashar Sameer Nass
Director	Dr. Mustafa Al Sayed
Director	Mr. Jamal A Al Hazeem
Director	Mr. Hisham Al Saie
Director	Mr. Hemant Joshi
Bankers	HSBC Bank Middle East Standard Chartered Bank BNP Paribas BBK Ahli United Bank Bahrain Islamic Bank BMI Bank State Bank of India
Auditors	KPMG Fakhro



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Audit  
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## **INDEPENDENT AUDITORS' REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**

The Board of Directors  
Nass Corporation BSC  
P.O. Box 669  
Manama  
Kingdom of Bahrain

### **Introduction**

We have reviewed the accompanying 30 June 2017 condensed consolidated interim financial information of Nass Corporation BSC (the "Company") and its subsidiaries (together the "Group"), which comprises:

- the condensed consolidated statement of financial position as at 30 June 2017;
- the condensed consolidated statement of profit or loss and other comprehensive income for the three-month and six-month periods ended 30 June 2017;
- the condensed consolidated statement of changes in equity for the six-month period ended 30 June 2017;
- the condensed consolidated statement of cash flows for the six-month period ended 30 June 2017; and
- notes to the condensed consolidated interim financial information.

The Board of Directors of the Company is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with IAS 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on this condensed consolidated interim financial information based on our review.

### **Scope of review**

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim 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 30 June 2017 condensed consolidated interim financial information is not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting'.

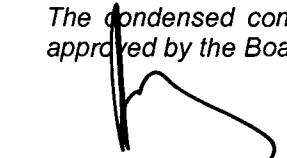
13 August 2017

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**as at 30 June 2017**

Bahraini Dinars '000

	Note	30 June 2017 (reviewed)	31 December 2016 (audited)
<b>ASSETS</b>			
Property, plant and equipment		26,342	22,744
Held to maturity investments		293	295
Equity-accounted investees		667	825
<b>Total non-current assets</b>		<b>27,302</b>	<b>23,864</b>
Inventories		10,096	7,261
Assets held for sale		2,348	2,348
Trade and other receivables	7	59,486	57,045
Due from contract customers		18,233	7,591
Due from related parties	8	4,885	7,579
Deposits with banks		3,951	6,137
Cash and bank balances		14,111	16,936
<b>Total current assets</b>		<b>113,110</b>	<b>104,897</b>
<b>Total assets</b>		<b>140,412</b>	<b>128,761</b>
<b>EQUITY AND LIABILITIES</b>			
Share capital		22,000	22,000
Treasury shares		(1,597)	(1,597)
Statutory reserve		7,988	7,988
Retained earnings		30,371	29,408
Charity reserve		33	35
<b>Equity attributable to equity holders of the parent</b>		<b>58,795</b>	<b>57,834</b>
Non-controlling interest		2,161	2,296
<b>Total equity</b>		<b>60,956</b>	<b>60,130</b>
<b>Liabilities</b>			
Bank loans		961	489
Employee benefits		6,277	5,957
<b>Non-current liabilities</b>		<b>7,238</b>	<b>6,446</b>
Trade and other payables	9	52,683	40,549
Due to contract customers		1,606	5,162
Employee benefits		3,158	2,920
Due to related parties	8	7,093	6,810
Bills payable		1,524	1,469
Bank loans		951	862
Bank overdrafts		5,203	4,413
<b>Current liabilities</b>		<b>72,218</b>	<b>62,185</b>
<b>Total liabilities</b>		<b>79,456</b>	<b>68,631</b>
<b>Total equity and liabilities</b>		<b>140,412</b>	<b>128,761</b>

The condensed consolidated interim financial information which consist of pages 3 to 14 were approved by the Board of Directors on 13 August 2017 and signed on its behalf by:

  
 Sameer Abdulla Nass  
 Chairman

  
 Sami Abdulla Nass  
 Deputy Chairman & Managing Director

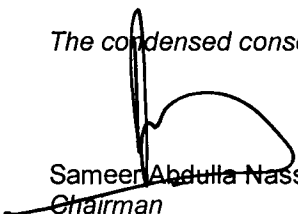
**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME**

**for the six months ended 30 June 2017**

**Bahraini Dinars'000**

	Note	Six months ended		Three months ended	
		30 June 2017 (reviewed)	30 June 2016 (reviewed)	30 June 2017 (reviewed)	30 June 2016 (reviewed)
Revenue	10	80,921	59,334	40,875	28,335
Cost of sales		(72,855)	(51,393)	(36,908)	(24,610)
<b>Gross profit</b>		<b>8,066</b>	7,941	<b>3,967</b>	3,725
Other operating income, net		259	399	97	206
Gain on disposal of investment property		-	637	-	637
General and administrative expenses	11	(7,179)	(5,532)	(3,010)	(2,923)
Finance income		53	101	29	57
Finance costs		(200)	(114)	(105)	(61)
Share of profit from equity- accounted investees, net		1,428	136	1,234	62
<b>Profit for the period</b>		<b>2,427</b>	3,568	<b>2,212</b>	1,703
<b>Other comprehensive income for the period</b>		-	-	-	-
<b>Total comprehensive income for the period</b>		<b>2,427</b>	3,568	<b>2,212</b>	1,703
<i>Profit attributable to</i>					
Equity holders of the Company		2,048	3,317	2,017	1,591
Non-controlling interest		379	251	195	112
		<b>2,427</b>	3,568	<b>2,212</b>	1,703
<b>Earnings per share</b>					
Basic earnings per share (Fils)		<b>9.52</b>	15.42	<b>9.37</b>	7.39

The condensed consolidated interim financial information consists of pages 3 to 14.

  
Sameer Abdulla Nass  
Chairman

  
Sami Abdulla Nass  
Deputy Chairman & Managing Director

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
for the six months ended 30 June 2017

Bahraini Dinars '000

	Attributable to equity holders of the parent						Non-controlling interest	Total equity
	Share capital	Treasury Shares	Statutory reserve	Retained earnings	Charity reserve	Total		
At 1 January 2017	22,000	(1,597)	7,988	29,408	35	57,834	2,296	60,130
Profit and total comprehensive income for the period				2,048	-	2,048	379	2,427
2016 Appropriations:				(1,075)	-	(1,075)	(514)	(1,589)
- Dividend declared (5%)	-	-	-	(10)	10	-	-	-
- Charity reserve approved	-	-	-	-	(12)	(12)	-	(12)
Utilization of charity reserve								
<b>At 30 June 2017</b>	<b>22,000</b>	<b>(1,597)</b>	<b>7,988</b>	<b>30,371</b>	<b>33</b>	<b>58,795</b>	<b>2,161</b>	<b>60,956</b>

The condensed consolidated interim financial information consists of pages 3 to 14.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**for the six months ended 30 June 2017 (continued)**

Bahraini Dinars '000

	Attributable to equity holders of the parent							Non-controlling interest	Total equity
	Share capital	Treasury Shares	Statutory reserve	Retained earnings	Charity reserve	Total			
2016 (reviewed)									
At 1 January 2016	22,000	(1,597)	7,684	27,753	31	55,871	2,121	57,992	
Profit and total comprehensive income for the period	-	-	-	3,317	-	3,317	251	3,568	
2015 Appropriations:									
- Dividend declared (5%)	-	-	-	(1,075)	-	(1,075)	(339)	(1,414)	
- Charity reserve approved	-	-	-	(10)	10	-	-	-	
Utilization of charity reserve	-	-	-	-	-	-	-	-	
At 30 June 2016	22,000	(1,597)	7,684	29,985	41	58,113	2,033	60,146	

The condensed consolidated interim financial information consists of pages 3 to 14.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**for the six months ended 30 June 2017**

Bahraini Dinars '000

		<b>Six months ended 30 June</b>	
		<b>2017</b>	<b>2016</b>
		<b>(reviewed)</b>	<b>(reviewed)</b>
	Note		
<b>Cash flows from operating activities</b>			
		2,427	3,568
<i>Adjustments for:</i>			
		2,421	2,041
		2	-
	11	967	(44)
	11	475	-
		(99)	(195)
		-	(637)
		(1,428)	(136)
		320	249
<i>Changes in:</i>			
		(2,835)	(1,196)
		(3,408)	5,742
		(11,117)	(1,079)
		2,791	(3,644)
		11,892	5,352
		(3,556)	(150)
		283	518
		238	567
		55	(1,250)
<b>Net cash (used in) / from operating activities</b>		<b>(572)</b>	<b>9,706</b>
<b>Cash flows from investing activities</b>			
		(6,090)	(3,367)
		170	343
		-	700
		1,489	238
		2,186	(4,365)
<b>Net cash used in investing activities</b>		<b>(2,245)</b>	<b>(6,451)</b>
<b>Cash flows from financing activities</b>			
		1,159	823
		(598)	(1,310)
		(1,057)	(1,019)
		(290)	(275)
		(12)	-
<b>Net cash used in financing activities</b>		<b>(798)</b>	<b>(1,781)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>		<b>(3,615)</b>	<b>1,474</b>
		12,523	13,594
<b>Cash and cash equivalents at 30 June</b>		<b>8,908</b>	<b>15,068</b>
<i>Represented by:</i>			
		11,633	10,838
		2,478	7,349
		(5,203)	(3,119)
		<b>8,908</b>	<b>15,068</b>

The condensed consolidated interim financial information consists of pages 3 to 14.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION****for the six months ended 30 June 2017**

Bahraini Dinars '000

**1 REPORTING ENTITY**

Nass Corporation B.S.C. (the "Company") is a public shareholding Company incorporated and registered in Bahrain on 17 September 2005 under commercial registration number 60037 and listed in Bahrain Bourse on 22 November 2005.

It operates through a group consisting of divisions, subsidiaries and joint ventures. The Group is mainly engaged in civil engineering, mechanical and electrical contracting, manufacture and supply of manpower to related contracting activities. It is also involved in the sale of ready mixed concrete, ice blocks, spare parts, foodstuff, and general trading and undertakes contracts relating to precast concrete and water supply.

The condensed consolidated interim financial information ("interim financial information") as at and for the six month period ended 30 June 2017 includes the results of the Company and its subsidiaries (together referred to as the "Group").

**2 BASIS OF PREPARATION****a) Statement of compliance**

The interim financial information have been prepared in accordance with IAS 34 – '*Interim Financial Reporting*'. These do not include all the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements as at and for the year ended 31 December 2016.

**b) Judgments and estimates**

The preparation of interim financial information requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the interim financial information, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements for the year ended 31 December 2016.

**3 SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies applied by the Group in the preparation of the interim financial information are consistent with those applied in the preparation of the Group's audited consolidated financial statements as at and for the year ended 31 December 2016.

The interim financial information are reviewed, not audited. The comparatives for the condensed consolidated statement of financial position have been extracted from the audited consolidated financial statements for the year ended 31 December 2016 and comparatives for the condensed consolidated statements of profit or loss and other comprehensive income, cash flows and changes in equity have been extracted from the reviewed interim financial information for the six months period ended 30 June 2016.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION****for the six months ended 30 June 2017**

Bahraini Dinars '000

**4 FINANCIAL RISK MANAGEMENT**

The Group's financial risk management objectives and policies are consistent with those disclosed in the Group's audited consolidated financial statements for the year ended 31 December 2016.

**5 SEASONALITY OF OPERATIONS**

Due to the effect of seasonal variations, the results reported in the condensed consolidated interim financial information may not represent a proportionate share of the overall annual results.

**6 APPROPRIATIONS**

Appropriations for the current year if any, will be made at the year end. At the Annual General Meeting (AGM) for the year 2016 held on 27 March 2017, the following appropriations were approved which have been effected during the period:

- cash dividend of BD 1,075 representing 5 % of paid up capital (2015: BD 1,075 - 5 %); and
- transfer to charity reserve of BD 10 (2015: BD 10).

Directors' remuneration of BD 92 (2015: BD 89) charged to profit or loss was also approved by the shareholders at AGM.

**7 TRADE AND OTHER RECEIVABLES**

	<b>30 June 2017 (reviewed)</b>	<b>31 Dec 2016 (audited)</b>
Trade receivables	41,784	47,523
Retentions receivable	12,795	9,627
Advances to suppliers and sub-contractors	8,613	3,407
Prepaid expenses	976	375
Other receivables	511	348
Staff receivables	119	110
	<b>64,798</b>	<b>61,390</b>
Allowance for impairment losses:	<b>(5,312)</b>	<b>(4,345)</b>
	<b>59,486</b>	<b>57,045</b>

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION****for the six months ended 30 June 2017**

Bahraini Dinars '000

**8 RELATED PARTY TRANSACTIONS**

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation. Details of transactions between the Group and other related parties are disclosed below.

Related party	Sales / revenues		Purchases and operating expenses		Amounts due from		Amounts due to	
	Six months ended				30 June 2017 (reviewed)	31 Dec 2016 (audited)	30 June 2017 (reviewed)	31 Dec 2016 (audited)
	30 June 2017 (reviewed)	30 June 2016 (reviewed)	30 June 2017 (reviewed)	30 June 2016 (reviewed)				
A.A. Nass & Sons WLL and its related parties	1,294	2,693	4,513	5,000	4,114	6,962	6,667	5,748
Joint ventures	488	240	-	-	771	617	426	1,062
<b>Total</b>	<b>1,782</b>	<b>2,933</b>	<b>4,513</b>	<b>5,000</b>	<b>4,885</b>	<b>7,579</b>	<b>7,093</b>	<b>6,810</b>

Interest in equity associated investees of BD 667 (31 December 2016: BD 825) represents the accumulated capital, share of profits less distribution received from the joint venture projects and investment in associate.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. The key management personnel comprise members of the Board of Directors, the Divisional Managers, the General Managers and their compensation is as follows:

	30 June 2017 (reviewed)	30 June 2016 (reviewed)
Short-term benefits	659	731
Termination benefits	68	58
	<b>727</b>	<b>789</b>

The short-term compensation includes provision for directors' fees of BD 46 (2016: BD 46) and board committee attendance fees BD 101 (2016: BD 104).

Directors' interest in the shares of the Company was as follows:

	30 June 2017 (reviewed)	31 Dec 2016 (audited)
Total number of shares held by Directors*	<b>94,286,430</b>	94,286,430
As a percentage of the total number of shares outstanding	<b>43.84</b>	43.84

\* The shares held by Directors are in their individual capacity.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION****for the six months ended 30 June 2017**

Bahraini Dinars '000

**9 TRADE AND OTHER PAYABLES**

	<b>30 June 2017 (reviewed)</b>	<b>31 Dec 2016 (audited)</b>
Trade accounts payable	17,033	15,329
Accrued expenses	15,218	10,670
Advances against contracts	13,077	8,927
Retentions payable	2,840	2,046
Other payables	2,877	1,958
Unclaimed dividends	1,638	1,619
	<b>52,683</b>	<b>40,549</b>

**10 REVENUE**

	<b>30 June 2017 (reviewed)</b>	<b>30 June 2016 (reviewed)</b>
Contract income	57,170	39,542
Sales of goods	19,585	13,624
Hire income	4,166	6,168
	<b>80,921</b>	<b>59,334</b>

**11 GENERAL AND ADMINISTRATIVE EXPENSES**

	<b>30 June 2017 (reviewed)</b>	<b>30 June 2016 (reviewed)</b>
Salaries of administration staff	3,383	3,308
Impairment provision / (recovery) on receivables and due from contract customers	1,442	(44)
Depreciation	273	276
Commission	159	248
Vehicle expenses	210	186
Rent, electricity & water	179	237
Communication	108	127
Professional fees	909	876
Marketing and promotion	104	94
Directors' remuneration and sitting fee	147	150
Reversal of excess provisions	(255)	(191)
Other expenses	520	265
	<b>7,179</b>	<b>5,532</b>

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**for the six months ended 30 June 2017**

Bahraini Dinars '000

**12 OPERATING SEGMENTS**

The Group is organised into two operating divisions - Construction and Allied Activities and Trading Activities.

*The Construction and Allied Activities* are civil engineering works, mechanical fabrication and maintenance contracts, scaffolding and formwork, readymix concrete, precast, floor and roof slabs, electrical and instrumentation contracting.

*The Trading Activities* are supply of washed sand, sweet water, import and wholesaler of frozen foods, agents for equipment and material manufacturers.

	Construction & Allied Activities		Trading Activities		Eliminations		Consolidated	
	30 June 2017 (reviewed)	30 June 2016 (reviewed)	30 June 2017 (reviewed)	30 June 2016 (reviewed)	30 June 2017 (reviewed)	30 June 2016 (reviewed)	30 June 2017 (reviewed)	30 June 2016 (reviewed)
<b>REVENUE</b>								
External sales	74,451	53,770	6,470	5,564	-	-	80,921	59,334
Inter-segment sales	7,758	6,313	2,011	1,670	(9,769)	(7,983)	-	-
<b>Total revenue</b>	<b>82,209</b>	<b>60,083</b>	<b>8,481</b>	<b>7,234</b>	<b>(9,769)</b>	<b>(7,983)</b>	<b>80,921</b>	<b>59,334</b>
Segment result	1,031	2,626	889	752	(32)	-	1,888	3,378
Share of profit / (loss) from equity accounted investees	1,428	136	-	-	-	-	1,428	136
Other gains and losses	264	1,101	48	36	-	-	312	1,137
Unallocated corporate expenses	-	-	-	-	-	-	(1,201)	(1,083)
<b>Profit for the period</b>							<b>2,427</b>	<b>3,568</b>

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**for the six months ended 30 June 2017**

Bahraini Dinars '000

12 OPERATING SEGMENTS (continued)

Other Information	Construction & Allied Activities		Trading Activities		Consolidated	
	30 June 2017 (reviewed)	31 Dec 2016 (audited)	30 June 2017 (reviewed)	31 Dec 2016 (audited)	30 June 2017 (reviewed)	31 Dec 2016 (audited)
Capital expenditure	5,919	3,963	171	311	6,090	4,274
Depreciation	2,247	9,131	174	272	2,421	9,403
Total assets	130,768	118,178	9,644	10,583	140,412	128,761
Total liabilities	75,566	65,466	3,890	3,165	79,456	68,631
<b>Total net assets</b>	<b>55,202</b>	<b>52,712</b>	<b>5,754</b>	<b>7,418</b>	<b>60,956</b>	<b>60,130</b>

13 FAIR VALUE AND CLASSIFICATION OF FINANCIAL INSTRUMENTS

a) 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 in the principal, or in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

The carrying value of the Company's financial instruments approximate their fair value due to their short term nature.

b) Classification

Classification of financial assets and financial liabilities, together with the carrying amounts as disclosed in the statement of financial position.

30 June 2017 (reviewed)

	Loans and receivables	Others at amortised cost	Total carrying value
Trade and other receivables	58,510	-	58,510
Due from related parties	4,885	-	4,885
Deposits with banks	3,951	-	3,951
Cash and cash equivalents	13,886	-	13,886
	<b>81,232</b>	<b>-</b>	<b>81,232</b>
Bank Loans	-	1,912	1,912
Trade and other payables	-	37,465	37,465
Due to related parties	-	7,093	7,093
Bills payable	-	1,524	1,524
Bank overdrafts	-	5,203	5,203
	<b>-</b>	<b>53,197</b>	<b>53,197</b>

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**  
**for the six months ended 30 June 2017**

Bahraini Dinars '000

**13 FAIR VALUE AND CLASSIFICATION OF FINANCIAL INSTRUMENTS (continued)**

31 December 2016 (audited)	Loans and receivables	Others at amortised cost	Total carrying value
Trade and other receivables	56,670	-	56,670
Due from related parties	7,579	-	7,579
Deposits with banks	6,137	-	6,137
Cash and cash equivalents	16,778	-	16,778
	87,164	-	87,164
Bank loans	-	1,351	1,351
Trade and other payables	-	29,879	29,879
Due to related parties	-	6,810	6,810
Bills payable	-	1,469	1,469
Bank overdrafts	-	4,413	4,413
	-	43,922	43,922

**14 COMMITMENTS AND CONTINGENCIES**

	<b>30 June 2017 (reviewed)</b>	<b>31 December 2016 (audited)</b>
Guarantees	<b>61,150</b>	45,987
Letters of credit	<b>11,367</b>	3,633
Capital commitments	<b>2,236</b>	2,998

The banks have provided guarantees (performance, retention, financial and others related to contracting activities) amounting to BD 61,150 (31 December 2016: BD 45,987) for the various divisions and subsidiaries of the parent Company out of which BD Nil (31 December 2016: BD Nil) have been issued for the joint venture activities.

**15 COMPARATIVES**

The comparative figures have been regrouped, where necessary, in order to conform to the current period's presentation. Such regrouping did not affect the previously reported profit and total comprehensive income for the period or total equity.