Reef Real Estate Finance Co. B.S.C. (c)

Consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014 (Unaudited)

# Reef Real Estate Finance Co. B.S.C. (c) Financial information for the quarter and the nine months ended 30 September 2014

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# Reef Real Estate Finance Co. B.S.C. (c) Administration and contact details as at 30 September 2014

Commercial registration no.

58073 obtained on 10 September 2005

**CBB** license

FC/001 obtained on 3 May 2005

**Board of Directors** 

Mr Ali Ahmed Al Baghli

Mr Saud Kanoo

Mr Faisal Al Matrook

Mr Nasser Abdulhadi Al Gharibah

Mr Samer Abbouchi Mr Mohamed A.Khaliq

Mr Mohammed Al Dosari (Till 21 July 2014)

Chief Executive Officer

Mr Mahmood Al Koofi

**Executive Committee** 

Mr Faisal Al Matrook

Mr Saud Kanoo

Mr Nasser Abdulhadi Al Gharibah

(Chairman)

(Chairman)

(Vice-Chairman)

Nomination and remuneration Mr Ali Ahmed Al Baghli

committee

Mr Ali Ahmed Al Baghli Mr Faisal Al Matrook

Mr Samer Abbouchi

(Chairman)

(Chairman)

**Audit Committee** 

Mr Samer Abbouchi

Mr. Mohamed A.Khaliq

Mr Saud Kanoo

Mr Mohammed Al Dosari (Till 21 July 2014)

Sharia'a Supervisory Advisor

Shaikh Dr. Osama Bahar

Registered office

YBA Kanoo Tower Flat 114, Building 155 Road 1703, Block 317

PO Box 18599

Diplomatic Area, Manama Kingdom of Bahrain

**Bankers** 

Ithmaar Bank Ahli United Bank Kuwait Finance House Al Baraka Islamic Bank Khaleeji Commercial Bank

**BMI Bank** 

Bahrain Islamic Bank Al Salam Bank Citi Bank

**Auditors** 

BDO

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# Review report by the independent auditor to the Board of Directors of Reef Real Estate Finance B.S.C. (c)

#### Introduction

We have reviewed the accompanying consolidated condensed interim statement of financial position of Reef Real Estate Finance B.S.C. (c) ("the Company") and its subsidiaries ("the Group") as at 30 September 2014 the consolidated condensed interim statement of income, the consolidated condensed interim statement of cash flows for the quarter and the nine months then ended, and selected explanatory notes. The Company's Board of Directors is responsible for the preparation and presentation of this consolidated condensed interim financial information in accordance with Financial Accounting Standards issued by the Accounting and Auditing Organization for Islamic Financial Institutions and the Sharia'a Rules and Principles as determined by the Sharia'a Supervisory Advisor of the Company. Our responsibility is to express a conclusion on this consolidated condensed interim 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 consolidated condensed 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 consolidated condensed interim financial information does not present fairly, in all material respects, the financial position of the Group as at 30 September 2014, and of its financial performance and its cash flows for the quarter and the nine months then ended in accordance with Financial Accounting Standards issued by the Accounting and Auditing Organisation for Islamic Financial Institutions and the Sharia'a Rules and Principles as determined by the Sharia'a Supervisory Advisor of the Company.

Manama, Kingdom of Bahrain 15 October 2014



Reef Real Estate Finance Co. B.S.C. (c)
Consolidated condensed interim statement of financial position as at 30 September 2014
(Unaudited)
(Expressed in Bahraini Dinars)

	<u>Notes</u>	30 September 2014 (Unaudited)	31 December 2013 (Audited)
ASSETS Cash and bank balances Investment securities Mudaraba investments Murabaha financing Ijarah Muntahia Bittamleek and Musharaka Property under development Investment in real estate Receivables and prepayments Property and equipment	3 4 5 6 7 8	719,218 5,570,677 4,848,457 6,180,407 4,085,737 1,503,402 3,636,985 2,136,051 72,163	1,368,833 2,111,508 5,850,869 4,813,008 7,878,433 1,363,397 3,233,209 1,328,623 19,848 27,967,728
Total assets		<u>28,753,097</u>	<u> 27,707,720</u>
LIABILITIES AND EQUITY Liabilities Other liabilities		<u>519,440</u> <u>519,440</u>	<u>510,899</u> <u>510,899</u>
Equity Share capital Statutory reserve Investment in real estate fair value reserve Charity reserve Retained earnings	9	24,042,900 1,039,512 1,078,825 2,278 2,070,142 28,233,657	24,042,900 1,039,512 1,078,825 2,770 1,292,822 27,456,829
Total liabilities and equity		<u>28,753,097</u>	<u>27,967,728</u>

The unaudited consolidated condensed interim financial information, set out on pages 4 to 15, were approved for issue by the Board of Directors on 15 October 2014 and signed on their behalf

Ali Ahmed Al Baghli

Chairman

Saud Kaneo Vice Chairman

Reef Real Estate Finance Co. B.S.C. (c)
Consolidated condensed interim statement of income
for the quarter and the nine months ended 30 September 2014
(Unaudited)
(Expressed in Bahraini Dinars)

		Nine months	Nine months	Quarter	Quarter
		ended	Ended	ended	ended
	<u>Notes</u>	30 September	30 September	30 September	30 September
		2014	2013	2014	2013
Income		997,599	1,649,822	291,701	516,333
Gross Ijarah and Musharaka revenue Less: Depreciation on Ijarah		777, 377	1,047,022	271,701	510,555
Muntahia Bittamleek	6	491,354	932,501	<u>157,715</u>	<u>365,155</u>
		506,245	717,321	133,986	151,178
Profit from Mudaraba investments		126,564	158,196	37,101	47,987
Profit from Murabaha financing		692,770	349,736	242,806	147,424
Fees income from Ijarah Muntahia					
Bittamleek		12,147	26,372	819	8,125
Gain on settlement of due to		*3	242,216		_
exiting shareholder Rental income from investment			272,210		
in real estate		120,700	94,050	39,500	32,680
Income from investment securities		70,961		37,205	-
Net foreign exchange gains		-	56,011	3	36,233
Profit on sale of property and					
equipment		9,500	=	-	: *
Unrealised fair value gain on		16,271		1,326	_
investment securities					
		<u>1,555,158</u>	1,643,902	<u>492,743</u>	423,627
Expenses		315,839	314,561	111,641	108,883
Staff costs		212,037	19,154	111,041	100,000
Finance costs		265,201	300,758	92,771	86,792
General and administrative expenses Depreciation of property and		203,201	300,730	72,771	00,772
Equipment		20,230	14,669	7,842	4,742
Depreciation on investment		•	•		
in real estate		18,075	403	1,694	135
Impairment on property under			or 220		
development		42.074	85,238	190 E40	
Net foreign exchange loss		63,071		180,569	•
Investment fees & charges		14,796	40F 407	24.44	40 116
Allowances and provisions		80,626	<u> 185,697</u>	24,464	40,116
		777,838	920,480	<u>418,981</u>	<u>240,668</u>
Net profit for the period		<u>777,320</u>	<u>723,422</u>	<u>73,762</u>	<u>182,959</u>
Basic and diluted earnings per					
share	10	<u>Fils3.2</u>	<u>fils3.0</u>	<u>Fils0.3</u>	<u>fils0.8</u>

Reef Real Estate Finance Co. B.S.C. (c) Consolidated condensed interim statement of changes in equity for the nine months ended 30 September 2014 (Unaudited) (Expressed in Bahraini Dinars)

Total	27,358,306 (1,202,145) (7,948) 723,422	26,871,635	27,456,829 (492) 777,320	28,233,657
Retained earnings	1,317,225 (1,202,145) 723,422	838,502	1,292,822	2,070,142
Charity	10,704	2,756	2,770 (492)	2,278
Real estate fair value reserve	1,078,825	1,078,825	1,078,825	1,078,825
Statutory	908,652	908,652	1,039,512	1,039,512
Share <u>capital</u>	24,042,900	24,042,900	24,042,900	24,042,900
	At 31 December 2012 (Audited) Dividend for the year 2012 Charity reserve movement Net profit for the year	At 30 September 2013 (Unaudited)	At 31 December 2013 (Audited) Charity reserve movement Net profit for the period	At 30 September 2014 (Unaudited)

Reef Real Estate Finance Co. B.S.C. (c)
Consolidated condensed interim statement of cash flows for the nine months ended 30 September 2014
(Unaudited)
(Expressed in Bahraini Dinars)

<del></del>		
	Nine months	Nine months
	ended	ended
	30 September	30 September
	2014	2013
	(Unaudited)	(Unaudited)
Operating activities	777 222	702 402
Net profit for the period	777,320	723,422
Adjustments for:	20.220	44.770
Depreciation on property and equipment Depreciation on Ijarah Muntahia Bittamleek	20,230	14,669
Depreciation on investment in real estate	491,354	932,501 403
Realised loss on sale of investment in real estate	18,075	10,446
Unrealised fair value gain on investment securities	(16,271)	10,440
Impairment loss on Property under development	(10,271)	85,238
Profit on sale of property and equipment	(9,500)	03,230
Net foreign exchange loss	63,071	_
Finance costs	03,071	19,154
Changes in operating assets and liabilities:		17,134
Receivables and prepayments	(807,428)	(83,377)
Other liabilities	<u>8,541</u>	(59,618)
	<del></del>	
Net cash provided by operating activities	<u>545,392</u>	<u>1,642,838</u>
Investing activities		
Net movement in Murabaha financing*	(1,442,230)	(1,624,308)
Additions in investment securities	(3,431,140)	(1,008,713)
Net movement in properties under development	(140,005)	(1,385,734)
Net Movement in investment in associates	•	512,139
Purchase of property and equipment	(72,545)	(3,531)
Addition in investment in real estate	(421,849)	(376,643)
Net Movement in Mudaraba investments	1,002,412	491,852
let movement in Ijarah Muntahia Bittamleek and		
Musharaka	3,301,342	2,772,055
Proceeds from sale of Investment in real estate	9,500	<u>636,570</u>
Net cash (used in)/provided by investing activities	(1,194,515)	13,687
Financing activities		
slamic financing repaid, net	-	(421,156)
Charity reserve movement	(492)	(7,948)
Dividend paid	•	(1,202,145)
Finance costs paid		(19,154)
let cash used in financing activities	(492)	(1,650,403)
Net (decrease)/increase in cash and cash equivalents	(649,615)	6,122
Cash and cash equivalents, beginning of the period	1,368,833	_ 559,012
Cash and cash equivalents, end of the period	719,218	<u>565,134</u>
cast and cast equivalents, end of the period	17,210	

## Non-cash transaction:

<sup>\*</sup>The effect of foreign currency translation at the reporting date in murabaha financing and investment securities is eliminated as it is a non cash transaction.

Reef Real Estate Finance Co. B.S.C. (c)
Selected explanatory notes to the consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014 (Unaudited)
(Expressed in Bahraini Dinars)

## 1 Organisation and principal activities

Reef Real Estate Finance Co. B.S.C. (c) ("the Company") is a closed shareholding company and operates as an Islamic financing company under license number 58073 granted by the Ministry of Commerce and Central Bank of Bahrain ("CBB") license number FC/001 obtained on 5 May 2005. The Company commenced commercial operations on 10 September 2005.

The principal activities of the Company include:

- granting short and long-term financing facilities to consumers to finance the purchase and construction of real estate;
- providing leasing facilities with an option to buy;
- investing in real estate, industrial, agricultural and other economic sectors and dealing in shares of established companies;
- buying and selling of properties, developing residential and commercial land, building residential and commercial units with the intent of their subsequent sale or lease

The Company's activities are regulated by the CBB and supervised by a Shari'a Supervisory Advisor whose role has been defined by the Board of Directors.

The registered office of the Company is in the Kingdom of Bahrain.

## 2 Basis of preparation

The condensed interim financial information have been prepared in accordance with the Financial Accounting Standards ("FAS") issued by the Accounting and Auditing Organisation for Islamic Financial Institutions ("AAOIFI"). However, in accordance with the requirements of AAOIFI, for matters for which no AAOIFI standards exist, the Company uses the relevant International Financial Reporting Standards ("IFRS").

Therefore, in the absence of relevant standards in AAOIFI relating interim financial statements, the guidance from International Accounting Standard 34 - "Interim Financial Reporting" is used in preparation of these interim condensed consolidated financial information for the quarter and the nine months then ended 30 September 2014. The condensed consolidated interim financial information should therefore be read in conjunction with the annual audited financial statements of the Group for the year ended 31 December 2013.

These financial statements have been prepared using the going concern assumption under the historical cost convention, modified by the valuation of investment in real estate and investment securities which are measured at their fair values.

The functional and presentation currency of the Company is Bahrain Dinars (BD).

Reef Real Estate Finance Co. B.S.C. (c)
Selected explanatory notes to the consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014 (Unaudited) (Expressed in Bahraini Dinars)

## 2 Basis of preparation (continued)

The structure of the Group is as follows:

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Name of subsidiary	Country of incorporation	Principal activities	Effective ownership Interest 2014	Effective ownership interest 2013
First Reef B.S.C. (c)	Kingdom of Bahrain	Buying and selling of properties	99.9%	99.9%
Reef Investment UK B.S.C (c)	Kingdom of Bahrain	To Issue Funds	99.9%	99.9%

#### 3 Investment securities

Investment at fair value through consolidated statement of income	30 September 2014 (Unaudited)	31 December 2013 (Audited)
Investment in equity-type instruments - Unquoted Investment in debt-type instruments - Quoted	2,871,916 <u>2,698,761</u> <u>5,570,677</u>	1,360,157 751,351 2,111,508
Investment in equity-type instruments	30 September  2014  (Unuudited)	31 December 2013 (Audited)
Opening balance Additions during the period/year Add: Net foreign exchange gain Less: Unrealised fair value loss for the period/year Less: Transferred to Murabaha financing	1,360,157 1,500,000 11,759 	3,543,000 1,008,713 (2,856) (3,188,700) 1,360,157

## Reef Real Estate Finance Co. B.S.C. (c)

Selected explanatory notes to the consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014

(Unaudited)

4

(Expressed in Bahraini Dinars)

investment securities (continued)		
Investment in debt-type instruments	30 September 2014 (Unuudited)	31 December 2013 (Audited)
Opening balance Additions during the period/year Add: Unrealised fair value gain for the period/year	751,351 1,931,139 16,271	751,351
Investment securities are denominated in the following curr	<u>2,698,761</u> encies:	<u>751,351</u>
Currency	30 September  2014  (Unuudited)	31 December 2013 (Audited)
Great Britain Pound United States Dollar Saudi Riyal Bahrain Dinar	366,059 2,698,761 1,005,857 <u>1,500,000</u>	354,300 751,351 1,005,857
	<u>5,570,677</u>	<u>2,111,508</u>
Mudaraba investments		
	30 September 2014 (Unaudited)	31 December 2013 (Audited)
Ithmaar Bank Ahli United Bank Khaleeji Commercial Bank Al Salam Bank Kuwait Finance House Bahrain Islamic Bank Al-Baraka Islamic Bank	2,500,000 529,645 68,812 1,750,000	2,500,000 524,390 68,812 1,500,000 507,667 750,000

Mudaraba investments represent amounts placed with financial institutions. Profit from Mudaraba investments are recognised over the period of the related investment.

4,848,457

5,850,869

Reef Real Estate Finance Co. B.S.C. (c)
Selected explanatory notes to the consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014 (Unaudited)

(Expressed in Bahraini Dinars)

## 5 Murabaha financing

		30 September2014 (Unaudited)	31 December 2013 (Audited)
Amwaj Property Limited (APL) Amwaj Property Limited (APL) - Mezzanine Amwaj Property Limited (APL) - Mezzanine 2 Omniyat Properties Six Limited	(a) (b) (c) (d)	3,294,540 - 1,857,792 <u>1,028,075</u>	3,188,700 596,233 1,028,075
		<u>6,180,407</u>	<u>4,813,008</u>

- a) The Murabaha financing with Amwaj Property Limited (APL) is unsecured, bears a compounded quarterly profit of 12.5% per annum and an arrangement fee of 1% and is expected to be repaid on 15 March 2015.
- b) The Murabaha financing Mezzanine with Amwaj Property Limited (APL) is unsecured, bears a compounded quarterly profit of 12.5% per annum and was settled on 29 January 2014.
- c) The Murabaha financing Mezzanine 2 with Amwaj Property Limited (APL) is unsecured, bears a compounded quarterly profit of 12.5% per annum and is expected to be repaid on 29 January 2015.
- d) The Omniyat Properties Six Limited (OPUS Project) is secured, bears a profit of 15% per annum and is expected to be repaid at the end of two years from the date of investment i.e. (16 June 2013). This project is based in Dubai, UAE.

Reef Real Estate Finance Co. B.S.C. (c)
Selected explanatory notes to the consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014 (Unaudited)
(Expressed in Bahraini Dinars)

6	Ijarah Muntahia Bittamleek and Musharaka			
	Cost	<u>Land</u>	Buildings	Total
	At 31 December 2012 Additions during the year Payment received/disposals during the year	4,753,954 (1,679,685)	14,201,690 154,215 <u>(3,292,267</u> )	18,955,644 154,215 (4,971,952)
	At 31 December 2013 Payment received/disposals during the period	3,074,269 (2,545,362)	11,063,638 <u>(1,437,362</u> )	14,137,907 (3,982,724)
	At 30 September 2014	<u>528,907</u>	<u>9,626,276</u>	<u>10,155,183</u>
	Depreciation			
	At 31 December 2012 Charged for the year Disposals during the year		(6,377,870) (1,196,218) _1,752,886	(6,377,870) (1,196,218) _1,752,886
	At 31 December 2013 Charged for the period Disposals during the period	-	(5,821,202) (491,354) <u>681,382</u>	(5,821,202) (491,354) <u>681,382</u>
	At 30 September 2014	e	(5,631,174)	<u>(5,631,174</u> )
	Impairment provision			
	At 31 December 2012 Increase in provision	(5,071) 	(313,201) (120,000)	(318,272) (120,000)
	At 31 December 2013 & 30 September 2014	<u>(5,071</u> )	<u>(433,201</u> )	<u>(438,272</u> )
	Net book value			
	At 30 September 2014 (unaudited)	523,836	3,561,901	4,085,737
	At 31 December 2013 (audited)	3,069,198	4,809,235	<u>7,878,433</u>

Assets acquired for leasing (Ijarah Muntahia Bittamleek) are leased under contracts that conclude with the transfer of the legal title (ownership) in the leased asset to the lessee at the end of the lease period for a token consideration.

The Ijarah Muntahia Bittamleek contracts outstanding at 30 September 2014 have lease terms of up to 19 years.

Reef Real Estate Finance Co. B.S.C. (c)
Selected explanatory notes to the consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014 (Unaudited)
(Expressed in Bahraini Dinars)

Investment in real estate	Investment properties for capital appreciation	Investment properties for periodical consideration	Total
Cost/Revalued			
As at 31 December 2012 Additions during the year Disposals	502,297 376,208 (502,297)	2,857,760 435	3,360,057 376,643 (502,297)
As at 31 December 2013 Additions during the period	376,208 421,849	2,858,195	3,234,403 <u>421,849</u>
As at 30 September 2014	<u>798,057</u>	<u>2,858,195</u>	3,656,252
<u>Depreciation</u>			
As at 31 December 2012 Charge for the year		656 538	656 <u>538</u>
As at 31 December 2013 Adjustment Charge for the period	-	1,194 13,138 <u>4,935</u>	1,194 13,138 4,935
As at 30 September 2014	-	<u>19,267</u>	<u>19,267</u>
Net book value			
At 30 September 2014 (unaudited)	<u>798,057</u>	2,838,928	<u>3,636,985</u>
At 31 December 2013 (audited)	<u>376,208</u>	<u>2,857,001</u>	<u>3,233,209</u>

Although the investments in real estate carried at their fair values for periodical consideration is include net book value of furniture & fixtures of BD14,562 (2013: BD31,190) which have been depreciated over their useful life.

## 8 Receivables and prepayments

7

	30 September <u>2014</u> (Unaudited)	31 December 2013 (Audited)
arah Muntahia Bittamleek rental receivables lowance for doubtful Ijarah Muntahia Bittamleek	584,440	733,011
rental receivables	(478,666)	(606,654)
Other receivables	926,295	731,365
Allowance for other receivables	(478,736)	(476,036)
Accrued profit on Murabaha financing	1,552,253	916,968
Accrued profit on Mudaraba investments	30,465	29,969
	<u>2,136,051</u>	<u>1,328,623</u>

Reef Real Estate Finance Co. B.S.C. (c)
Selected explanatory notes to the consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014 (Unaudited)
(Expressed in Bahraini Dinars)

## 9 Share capital

	30 September <u>2014</u> (Unaudited)	31 December 2013 (Audited)
<b>Authorised</b> 400,000,000 (2013: 400,000,000) ordinary shares of 100 Fils each	40,000,000	40,000,000
Issued and fully paid-up 240,429,000 (2013: 240,429,000) ordinary shares of 100 Fils each	<u>24,042,900</u>	<u>24,042,900</u>

The Company has only one class of equity shares and the holders of the shares have equal voting rights.

During the period, the shareholders agreed at Annual General Meeting held on 24 April 2014 to buy back 5% of issued and paid capital of the Company. The approval for treasury shares has been obtained from Ministry of Industry and Commerce and Central Bank of Bahrain. Currently, the Company is in the process of acquiring these shares from the shareholders.

## 10 Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to the shareholders by the weighted average number of ordinary shares.

	Nine months	Nine months	Quarter	Quarter
	Ended	ended	ended	ended
	30 September	30 September	30 September	30 September
	2014	2013	2014	201 <u>3</u>
Net profit attributable to the shareholders	777,320	723,422	73,762	182,95 <b>9</b>
Number of ordinary shares	240,429,000	240,429,000	240,429,000	240,429,000
Basic and diluted earnings per share	Fils3.2	<u>Fils3.0</u>	Fils0.3	Fils0.8

Reef Real Estate Finance Co. B.S.C. (c)
Selected explanatory notes to the consolidated condensed interim financial information for the quarter and the nine months ended 30 September 2014 (Unaudited)
(Expressed in Bahraini Dinars)

## 11 Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties consist of the shareholders and directors and their close family members, and businesses under their control. The Group's transactions with related parties are authorised by the management.

A summary of the transaction and amounts due from related parties is as follows:

		For the period ended transaction amount		Amounts due fro related part	
Related party relationship	Transaction <u>type</u>	30 September 2014 (Unaudited)	30 September 2013 (Unaudited)	30 September 2014 (Unaudited)	31 December 2013 (Audited)
Shareholders and their immediate family members	Ijarah Muntahia Bittamleek	<u>182,540</u>	<u>676,985</u>	<u>41,963</u>	<u>127,353</u>

#### 12 Interim financial information

The interim net profit for the nine months ended 30 September 2014 may not represent a proportionate share of the annual net income due to the variability in the receipt of income.