INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 31 MARCH 2012 (UNAUDITED)



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REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF AREF ENERGY HOLDING **COMPANY K.S.C. (CLOSED)** 

### Report the Interim Condensed Consolidated Financial Information

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Aref Energy Holding Company K.S.C. (Closed) ("the company") and its subsidiaries ("the group") as at 31 March 2012, and the related interim condensed consolidated statement of income, interim condensed consolidated statement of comprehensive income, interim condensed consolidated statement of changes in equity and interim condensed consolidated statement of cash flows for the three month period then ended. The management of the company is responsible for the preparation and presentation of the interim condensed consolidated financial information in accordance with International Financial Reporting Standard, IAS 34: Interim Financial Reporting ("IAS 34"). 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 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. Consequently, it 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 IAS 34.

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 company. We further report that, to the best of our knowledge and belief, we are not aware of any material violations of the Commercial Companies Law of 1960, as amended, or of the articles of association of the company during the period ended 31 March 2012 that might have had a material effect on the business of the company or on its financial position.

WALEED A. AL OSAIMI LICENCE NO. 68 A OF ERNST & YOUNG

DR. SAUD AL-HUMAIDI

LICENSE NO. 51 A

DR. SAUD AL-HUMAIDI & PARTNERS MEMBER OF BAKER TILLY INTERNATIONAL

### INTERIM CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

		Three mor 31 M	nths ended Tarch
	Notes	2012 KD	2011 KD
Continuing operations			
Revenue		2.00	
Rendering of services Net rental income		368,566 57,399	311,724 3,500
		425,965	315,224
Cost of revenue			
Cost of rendering of services		(639,850)	(298,933)
		(639,850)	(298,933)
Gross (loss) profit		(213,885)	16,291
Other income		106,941	22 200
Staff costs		(446,934)	23,388 (200,275)
General and administration expenses		(314,335)	(203,796)
Finance cost		(37,960)	(53,929)
Share of results of associates		(98,042)	(106,219)
Foreign exchange loss		(50,947)	(357,464)
Amortisation of intangible assets		(26,123)	(24,114)
Loss for the period before taxation from continuing operations		(1,081,285)	(906,118)
Write back of board of directors' remuneration		(1,001,200)	150,000
Taxation		:='	(2,333)
Loss for the period from continuing operations		(1,081,285)	(758,451)
(Loss) profit for the period from discontinued operations	5	(12,387,605)	191,864
Loss for the period		(13,468,890)	(566,587)
Attributable to:			
Equity holders of the company		(9,193,197)	(633,025)
Non-controlling interests		(4,275,693)	66,438
Loss for the period		(13,468,890)	(566,587)
Basic and diluted loss per share attributable to equity holders of the company	3	(12.3) fils	(0.8) fils
Basic and diluted loss per share from continuing operations attributable to equity holders of the company	3	(1.3) fils	(1.0) fils

### INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

	Three months ended 31 March	
	2012 KD	2011 KD
Loss for the period	(13,468,890)	(566,587)
Other comprehensive income (loss) Foreign currency translation adjustment Discontinued operation (Note 5)	(54,810) 5,508,364	(2,193,976)
Other comprehensive income (loss) for the period	5,453,554	(2,193,976)
Total comprehensive loss for the period	(8,015,336)	(2,760,563)
Attributable to: Equity holders of the company Non-controlling interests	(5,692,281) (2,323,055)	(2,059,379) (701,184)
Total comprehensive loss for the period	(8,015,336)	(2,760,563)

### INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

As at 31 March 2012

ASSETS	Notes	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD
Non-current assets Property and equipment Intangible assets Investment property		3,371,298 950,272	3,218,582 942,584	13,938,395 999,698 5,137,290
Investment in associates Financial assets available for sale		3,243,014 35,115,600 42,680,184	3,373,556 35,115,600 42,650,322	4,534,004 3,335,498 27,944,885
Current assets Inventories Financial assets at fair value through statement of income		270,022	184,011	2,879,790 32,400,000
Accounts receivable and other assets Bank balances, deposits and cash	4	1,911,345 17,103,481 19,284,848	1,110,628 18,408,063	22,315,568 21,910,445
Assets classified as held for sale	5	24,502,184 43,787,032	19,702,702 31,387,191 51,089,893	79,505,803
TOTAL ASSETS		86,467,216	93,740,215	107,450,688
EQUITY AND LIABILITIES				
Equity Share capital Share premium Statutory reserve Voluntary reserve Foreign currency translation reserve (Accumulated losses) retained earnings Cumulative changes in fair values Reserves of a disposal group classified as held for sale		75,000,000 193,550 472,723 314,957 119,339 (13,603,336)	75,000,000 193,550 472,723 314,957 129,230 (4,410,139) - (3,510,807)	75,000,000 193,550 472,723 314,957 (3,154,396) 70,408 23,922
Equity attributable to equity holders of the company Non-controlling interests Non-controlling interests relating to disposal group		62,497,233 505,027 3,246,229	68,189,514 640,868 5,433,443	72,921,164 8,510,699
Total equity		66,248,489	74,263,825	81,431,863
Non-current liabilities Employees' end of service benefits Liabilities against assets subject to finance lease		286,662 2,634	258,794 3,191	267,372 3,215,235
		289,296	261,985	3,482,607
Current liabilities Accounts payable and other liabilities Current portion of liabilities against assets subject to finance lease Bank overdrafts Murabaha payables	4 7	1,085,836 2,648 769,548 2,650,752	740,909 3,926 475,029 2,613,252	18,381,225 936,533 - 3,218,460
Liabilities directly associated with the assets classified as held for sale	5	4,508,784 15,420,647	3,833,116 15,381,289	22,536,218
		19,929,431	19,214,405	22,536,218
Total liabilities		20,218,727	19,476,390	26,018,825
TOTAL EQUITY AND LIABILITIES		86,467,216	93,740,215	107,450,688
			_	

Walid K. Al-Hashash

Chairman

Tareq J. Al Wazzan Managing Director & CEO

AREF Energy Holding Company K.S.C. (Closed) and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

Attributable to equity holders of the company

The attached notes 1 to 9 form part of this interim condensed consolidated financial information.

### INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

			nths ended Iarch
		2012	2011
OPERATING ACTIVITIES	Notes	KD	KD
Loss for the period from continuing operations		(1,081,285)	(759 451)
(Loss) profit for the period from discontinued operations		(12,387,605)	(758,451) 191,864
Adjustments for:		(13,468,890)	(566,587)
Rental income from investment property		(00.210)	(125.210)
Share of results of associates		(99,318) 124,960	(135,310)
Gain on disposal of property and equipment		(134,743)	47,005
Depreciation		502,772	801,466
Amortisation of intangible assets		26,123	24,114
Impairment of accounts receivable		-	21,410
Impairment of property and equipment	5	6,431,441	-
Transfer of foreign currency translation reserves	5	5,508,364	-
Provision for employees' end of service benefits		5,367	57,914
Provision for taxation		56,646	2,333
Finance cost		54,541	199,611
Working capital changes:		(992,737)	451,956
Inventories		(190,898)	(177,425)
Accounts receivable and other assets		(912,403)	570,486
Accounts payable and other liabilities		407,362	(369,910)
Cash (used in) from operating activities		(1,688,676)	475,107
Employees' end of service benefits paid		(8,159)	(40,590)
Taxes paid		(11,429)	(2,333)
Net cash (used in) from operating activities		(1,708,264)	432,184
INVESTING ACTIVITIES			
Purchase of property and equipment		(213,348)	(26,751)
Proceeds from disposal of property and equipment		215,289	-
Purchase of intangible assets		(34,775)	-
Rental income from investment property		99,318	135,310
Investment in associates		3 <del>5</del> 1	(37,886)
Dividend income from associates		22,945	1.00
Investment in wakala deposits  Net movement in restricted bank balances and deposits	4	4,467,400	(4,440,000)
Net cash inflow on acquisition of subsidiary	4	62,004	241,602
•		1.5.	8,660
Net cash from (used in) investing activities		4,618,833	(4,119,065)
FINANCING ACTIVITIES			_
Finance cost paid Net movement in murabaha payables		(41,560)	(110,037)
Net movement in liabilities against assets subject to finance lease		(17,351)	(2,715,087)
The movement in natifices against assets subject to infance lease		(4,938)	(550,778)
Net cash used in financing activities		(63,849)	(3,375,902)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		2,846,720	(7,062,783)
Net foreign exchange difference		9,732	(177,525)
Cash and cash equivalents at the beginning of the period		10,433,542	22,482,111
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	4	13,289,994	15,241,803

### NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 31 March 2012

### 1 ACTIVITIES

Aref Energy Holding Company K.S.C. (Closed) ("the company") is a Kuwaiti shareholding company registered in Kuwait on 1 October 1996 and is listed on the Kuwait Stock Exchange. The registered office of the company is located at P.O. Box 21909, Safat 13080, Kuwait. The company carries out its activities as per Islamic Shari'ah. The principal activities of the company and its subsidiaries (collectively "the group") are explained in Note 9.

The interim condensed consolidated financial information of the group for the period ended 31 March 2012 are approved by the board of directors on 9 May 2012.

Aref investment Group S.A.K. ("AIG"), one of the subsidiaries of Kuwait Finance House ("KFH") had 72.52% equity interest in the company. Accordingly, AIG was the parent company and KFH was the ultimate parent company upto 28 December 2011. On 29 December 2011, AIG sold 29% equity interest in the company to Development Enterprise Holding Company K.S.C. (Closed) ("DEH"), another subsidiary of KFH. AIG continued to hold the remaining 43.52% equity interest in the company with significant influence as at the reporting date. As a result, at the reporting date, AIG is no longer the parent company, however KFH is considered the parent company by virtue of its holdings in the company through AIG and DEH.

Further, AIG has agreed to sell the remaining 43.52% equity interest in the company to DEH and the same is pending regulatory approvals as on the date of these interim condensed consolidated financial information.

The annual general assembly of the shareholders of the company to approve the consolidated financial statements of the group for the year ended 31 December 2011 was held on 7 May 2012.

### 2 BASIS OF PREPARATION

The interim condensed consolidated financial information of the group has been prepared in accordance with International Accounting Standard (IAS) 34: Interim Financial Reporting. The accounting policies used in the preparation of the interim condensed consolidated financial information are consistent with those used in the preparation of the annual consolidated financial statements for the year ended 31 December 2011, except for the following revised standards effective for annual periods beginning on or after 1 January 2012.

### IFRS 3: Business Combinations (Amendment) (effective 1 July 2011)

The measurement options available for non controlling interest have been amended. Only components of non controlling interest that constitute a present ownership interest that entitles their holder to a proportionate share of the entity's net assets in the event of liquidation shall be measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components are to be measured at their acquisition date fair value. The amendment has no effect on the interim condensed consolidated financial information of the group.

IFRS 7: Financial Instruments: Disclosures — Enhanced Derecognition Disclosure Requirements (Amendment) (effective 1 July 2011)

The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable the user of the group's financial statements to understand the relationship with those assets that have not been derecognised and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognised assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognised assets. The amendment becomes effective for annual periods beginning on or after 1 July 2011. The amendment affects disclosure only and has no impact on the group's financial position or performance.

### NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 31 March 2012

### 2 BASIS OF PREPARATION (continued)

The interim condensed consolidated financial information do not contain all information and disclosures required for full consolidated financial statements prepared in accordance with IFRS, and should be read in conjunction with the group's annual consolidated financial statements for the year ended 31 December 2011. Further, results for the three months ended 31 March 2012 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2012.

### 3 BASIC AND DILUTED LOSS PER SHARE

Basic and diluted loss per share is calculated by dividing the loss attributable to equity holders of the company for the period by the weighted average number of shares outstanding during the period, as follows:

	Three months ended31 March	
	2012	2011
Loss for the period attributable to equity holders of the company (KD)	(9,193,197)	(633,025)
Weighted average number of shares outstanding during the period	750,000,000	750,000,000
Basic and diluted loss per share	(12.3) fils	(0.8) fils
Basic and diluted loss per share from continuing operations		
		nths ended Iarch
	2012	2011
Loss for the period attributable to equity holders of the company (KD) (Loss) profit from discontinuing operations attributable to equity holders of the	(9,193,197)	(633,025)
company (KD)	(8,246,906)	123,273
Loss for the period attributable to equity holders of the company from		:
continuing operations (KD)	(946,291)	(756,298)
Weighted average number of shares outstanding during the period	750,000,000	750,000,000
Basic and diluted loss per share from continuing operations	(1.3) fils	(1.0) fils
Basic and diluted (loss) profit per share from discontinuing operations	(11) fils	0.2 fils

### NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 31 March 2012

### 4 BANK BALANCES, DEPOSITS AND CASH

(Audited)		
31 March	31 December	31 March
2012	2011	2011
KD	$K\!D$	$K\!D$
4,842,381	5,868,763	11,507,945
12,261,100	12,539,300	10,402,500
17,103,481	18,408,063	21,910,445
355,288	429,139	,,
(769,548)	(475,029)	-
` ' '	` ' '	(428,642)
, , ,	(	(1=0,01=)
(3,086,900)	(7,554,300)	(6,240,000)
	<del></del>	-
13,289,994	10,433,542	15,241,803
	2012 KD 4,842,381 12,261,100 17,103,481 355,288 (769,548) (312,327) (3,086,900)	31 March 2012 2011 KD 2011 KD 2011 KD 2011 KD 2011 KD 2011 KD 2011

Restricted bank balances represent margin deposits that are held as security against letters of guarantees (Note 8). Further, wakala deposits with original maturity of more than 3 months includes KD 1,800,000 (31 December 2011: KD 1,800,000; 31 March 2011: KD 1,800,000) that represent margin deposits that are held as security against the same letters of guarantee.

### 5 DISCONTINUED OPERATIONS

As at 31 March 2012 the management of the company has committed to a plan to sell entire equity interest in Higlieg Petroleum Services & Investment Company Ltd ("Higlieg"). The disposal of Higlieg is due to be completed in the first half of 2012 and, as at the reporting, final negotiations for the sale were in progress. As a result, Higlieg has been classified as a disposal group held for sale and disclosed as a discontinued operation as per International Financial Reporting Standard 5: Non-current Assets held for sale and discontinued operations. The results of Higlieg for the period are presented below:

	Three months ended31 March	
	2012 KD	2011 KD
Revenues	1,137,912	4,376,469
Expenses	(1,529,066)	(4,058,273)
Impairment loss recognised on the remeasurement of fair value less costs to sell	(6,431,441)	¥
(Loss) profit before tax from discontinued operations	(6,822,595)	318,196
Taxation	(56,646)	(126,332)
Transfer of foreign currency translation reserves to interim condensed consolidated statement of income	(5,508,364)	
(Loss) profit for the period from discontinued operations	(12,387,605)	191,864

### NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 31 March 2012

### 5 DISCONTINUED OPERATIONS (continued)

The major classes of assets and liabilities of Higleig classified as held for sale are as follows:

A	31 March 2012 KD	31 December 2011 KD
Assets Property and equipment	110 10	<b>7</b> 000 <b>2</b> 10
Investment property	110,197	7,090,249
Investment property  Investment in associate	7,729,485	7,751,803
	1,369,111	1,400,008
Financial assets available for sale	623,298	625,097
Inventories	1,936,439	1,831,554
Accounts receivable and other assets	12,378,366	12,259,341
Cash and bank balances (Note 4)	355,288	429,139
Assets classified as held for sale	24,502,184	31,387,191
Liabilities		
Employees' end of service benefits	(110,581)	(133,902)
Liabilities against assets subject to finance lease	(740,633)	(826,059)
Accounts payable and other liabilities	(14,170,017)	(14,062,365)
Current portion of liabilities against assets subject to finance lease	(333,916)	(251,593)
Murabaha payables	(65,500)	(107,370)
Liabilities directly associated with the assets classified as held for sale	(15,420,647)	(15,381,289)
Net assets directly associated with disposal group	9,081,537	16,005,902
Impairment loss allocation		31 March 2012 KD
Property and equipment		(6,431,441)

### NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 31 March 2012

### 6 RELATED PARTY TRANSACTIONS

Related parties represent major shareholders, associates, directors and key management personnel of the group and entities controlled, jointly controlled or significantly influenced by such parties. The terms of these transactions are approved by the company's management. Transactions with related parties are as follows:

Interim condensed consolidated	Parent company KD	Other related parties KD	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD
statement of financial position					
Bank balances, deposits and cash	4,050,562	<u>=</u>	4,050,562	4,972,633	9,279,029
Accounts receivables and other assets	846	417,362	417,362	422,692	2,199,111
Assets classified as held for sale	84	2,119,837	2,119,837	1,955,495	-,133,111
Murabaha payables secured against			, , ,	.,,	
financial assets (Note 7)	2,634,752	#	2,634,752	2,597,252	2,522,912
Liabilities against assets subject to			, ,	-,·, <b></b>	_,,,,,,,,
finance lease	22	-	2		4,151,768
Liabilities directly associated with the					1,101,700
assets classified as held for sale	S-2	1,091,098	1,091,098	1,100,672	, <del>-</del> -
Accounts payable and other liabilities	=	1,125	1,125	23,116	312,923

Accounts receivables/payables from/to related parties are unsecured, free of finance charge and are receivable/payable on demand.

	Parent company	Other related parties	Three mon 31 Me	
Interim condensed consolidated statement of income	KD	KD	2012 KD	2011 KD
Brokerage fees Murabaha finance cost	55 37,500	æ: :€:	55 37,500	250 200,124

### Key management compensation

Remuneration paid or accrued in relation to "key management" (deemed for this purpose to comprise Directors in relation to their committee service, the Chief Executive Officer and other Senior Officers) as follows:

		Three months ended 31 March		
	2012 KD	2011 KD		
Salaries and other short term benefits End of service benefits Discontinued operation	243,639 28,130 21,824	85,708 7,169 20,106		
	293,593	112,983		

### NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 31 March 2012

### 7 MURABAHA PAYABLES

Murabaha payables include facilities amounting to KD 2,634,752 (31 December 2011: KD 2,597,252; 31 March 2011: KD 2,522,912) taken from a related party (Note 6) and are secured against financial assets available for sale amounting to KD 8,323,700 (31 December 2011: KD 8,323,700; 31 March 2011: KD 8,323,700).

### 8 CAPITAL COMMITMENTS AND CONTINGENCIES

Capital expenditure commitments	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD
Financial assets Financial assets available for sale	6,678,000	6,696,000	6,660,000

### Contingent liabilities

As at 31 March 2012, the group had contingent liabilities in respect of outstanding letters of guarantee amounting to KD 1,800,000 (31 December 2011: KD 720,379; 31 March 2011: KD 3,182,378) from which it is anticipated that no material liabilities will arise. These letters of guarantee are partially secured against bank balances and deposits (Note 4).

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED) At 31 March 2012

### SEGMENTAL INFORMATION

For management purposes, the group is organised into two operating segments based on business units as follows:

Exploration, drilling, development and production of oil and gas, alternate and renewable sources of energy, licensing and other activities related to the energy sector; Energy

: Investment and other related services.

Others

	farch 11	Q	315,224	(758,451) 191,864	(566,587)	),688	3,825
Total	31 March 2011	KI	315		I	107,450,688	26,018,825
31 March	31 March 2012	Ø	425,965	(1,081,285) (12,387,605)	(13,468,890)	86,467,216	20,218,727
	31 March 2011	KD	315,224	(8,129) 131,810	123,681	9,247,802	4,282,115
Energy Olympia SI March	31 March 2012	(Z)	394,005	1,987	101,305	13,252,951	2,678,157
	31 March 2011	KD	5	(750,322) 60,054	(690,268)	98,202,886	21,736,710
En	31 March 2012	KD	31,960	(1,083,272) (12,486,923)	(13,570,195)	73,214,265	17,540,570
			Segment revenue	Loss for the period from continuing operations (Loss) profit for the period from discontinued operations		Segment assets	Segment liabilities