AGTHIA GROUP PJSC

Condensed consolidated interim financial information For the period ended 30 June 2012

Principal business address:

PO Box 37725 Abu Dhabi United Arab Emirates

Report and condensed consolidated interim financial information for the period ended 30 June 2012

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Report on Review of Condensed Consolidated Interim Financial Information to the Shareholders of Agthia Group PJSC

Introduction

We have reviewed the accompanying condensed consolidated interim statement of financial position of Agthia Group PJSC (the Company) as of 30 June 2012 and the related condensed consolidated interim statement of income, statement of comprehensive income, statement of changes in equity and statement of cash flows for the six month period then ended. Management is responsible for the preparation and presentation of the condensed interim financial information in accordance with International Accounting Standard 34 "Interim Financial Reporting." Our responsibility is to express a conclusion on this 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 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 condensed interim financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34 "Interim Financial Reporting."

PricewaterhouseCoopers 25 July 2012

Jacques E. Fakhoury

Registered Auditor Number 379 Abu Dhabi, United Arab Emirates

Agthia Group PJSC

Condensed consolidated interim statement of income (unaudited)

	Six	Six	Three	Three
	months	months	months	months
	ended	ended	ended	ended
	30 June	30 June	30 June	30 June
	2012	2011	2012	2011
	AED'000	AED'000	AED'000	AED'000
Revenue	641,822	558,603	330,758	280,776
Cost of sales	(489,796)	(443,053)	(250,464)	(224,148)
Gross profit	152,026	115,550	80,294	56,628
Net other income (Note 6)	5,619	6,403	2,758	1,222
Selling and distribution expenses	(62,321)	(48,490)	(34,112)	(25,503)
General and administrative expenses	(39,776)	(32,166)	(20,564)	(13,459)
Research and development expenses	(1,678)	(1,349)	(772)	(757)
Operating profit	53,870	39,948	27,604	18,131
Finance income	6,481	3,671	3,842	1,604
Finance expense	(4,732)	(3,288)	(2,610)	(1,547)
Profit for the period	55,619	40,331	28,836	18,188
Profit for the period attributable to equity holders of the Group	55,619	40,331	28,836	18,188
Basic and diluted earnings per share (AED)	0.093	0.067	0.048	0.030

Agthia Group PJSC

Condensed consolidated interim statement of comprehensive income (unaudited)

	Six	Six	Three	Three
	months	months	months	months
	ended	ended	ended	ended
	30 June	30 June	30 June	30 June
	2012	2011	2012	2011
	AED'000	AED'000	AED'000	AED'000
Profit for the period attributable to equity holders of the group	55,619	40,331	28,836	18,188
Foreign currency translation difference on foreign operations	370	(24)	240	709
Board of directors' remuneration committee members fees	(600)	(650)	(250)	(275)
Other comprehensive income	(230)	(674)	(10)	434
Total comprehensive income for the period attributable to equity holders of the Group	55,389	39,657	28,826	18,622

Chairman

Condensed consolidated interim statement of financial position

	Note	30 June 2012 (Unaudited) AED'000	31 December 2011 (Audited) AED'000
Non-current assets			
Property, plant and equipment Advances for property, plant and equipmen	7 t	611,686 2,896	598,137 2,164
Goodwill	8	92,986	92,986
Investment in subsidiary	9	24,142	
Total non-current assets		731,710	693,287
Current assets			
Inventories	10	236,129	253,893
Trade and other receivables	- 11	168,585	141,883
Due from related party	15	2,720	
Government compensation receivable	0.21	75,651	74,110
Cash and bank balances	12	425,784	268,657
Total current assets		908,869	738,543
Current liabilities			
Bank overdraft		47	214 722
Bank borrowings (current portion)	13	166,892	214,733
Trade and other payables	1.5	198,540	149,672
Due to related party	15	219	1,839
Total current liabilities		365,698	366,244
Net current assets		543,171	372,299
Non current liabilities			
Provision for end of service benefits		23,527	20,521
Bank borrowings (non-current portion)	13	189,633	8,500
Other liability		865	1,098
Total non-current liabilities		214,025	30,119
Net assets		1,060,856	1,035,467
Equity			
Share capital		600,000	600,000
Legal reserve		50,477	50,477
Translation reserve		(3,439)	(3,809)
Retained earnings		413,818	388,799
Total equity		1,060,856	1,035,467

The condensed consolidated interim financial information were approved and authorized by the Board of Directors on 25 July 2012.

Chief Executive Officer

Chief Financial Officer

The notes on pages 7 to 16 form an integral part of these condensed consolidated interim financial information.

Condensed consolidated interim statement of changes in equity (unaudited)

For the six months ended 30 June

	Share capital AED'000	Legal reserve AED'000	Translation reserve AED'000	Retained earnings AED'000	Total AED'000
Balance at 1 January 2011	600,000	41,845	(30)	342,408	984,223
Total comprehensive income for the period Profit for the period Other comprehensive income Foreign currency translation difference on foreign	-	-	-	40,331	40,331
operations Board of directors' remuneration and committee	-	-	(24)	-	(24)
members fee Dividend declared	-	-	-	(650) (30,000)	(650) (30,000)
Total comprehensive income	-	-	(24)	9,681	9,657
Balance at 30 June 2011	600,000	41,845	(54)	352,089	993,880
Balance at 1 January 2012	600,000	50,477	(3,809)	388,799	1,035,467
Total comprehensive income for the period Profit for the period Other comprehensive income Foreign currency translation difference on foreign	-	-	-	55,619	55,619
operations Board of directors' remuneration and committee	-	-	370	-	370
members fee Dividend declared	-	-	-	(600) (30,000)	(600) (30,000)
Total comprehensive income	-	-	370	25,019	25,389
Balance at 30 June 2012	600,000	50,477	(3,439)	413,818	1,060,856

Condensed consolidated interim statement of cash flows (unaudited)

For the six months ended

	Note	30 June 2012 AED'000	30 June 2011 AED'000
Cash flows from operating activities	Note	AED 000	ALD 000
Profit for the period		55,619	40,331
Adjustments for:		,	
Depreciation		26,348	21,799
Finance income		(6,481)	(3,671)
Finance expense		4,732	3,288
Loss/ (Gain) on disposal of property, plant and equipment	7	37	(170)
Provision for employees' end of service benefits		3,949	2,894
Provisions on inventories and receivables		1,283	(2,181)
Operating cash flows before payment for employees'			
end of service benefits, changes in working capital		85,487	62,290
Change in inventories		15,430	(853)
Change in trade and other receivables - net		(22,833)	(4,242)
Change in government compensation receivable		(1,541)	46,415
Change in due from related party		(2,720)	-
Change in due to related party		(1,620)	1,459
Change in trade and other payables		42,217	(63,832)
Payment of employees' end of service benefits		(943)	(915)
Change in other liabilities		(233)	82
Net cash generated from operating activities		113,244	40,404
Cash flows from investing activities			
Advances/ acquisition of property, plant and equipment	7	(40,930)	(87,918)
Investment in subsidiary		(24,142)	-
Proceeds from disposal of property, plant and equipment		80	263
Finance income received		3,663	3,472
Net cash used in investing activities		(61,329)	(84,183)
Cash flows from financing activities			
Bank borrowings – net		133,292	82,856
Finance expense paid		(3,873)	(3,452)
Dividend paid		(30,000)	(30,000)
Net cash flows from financing activities		99,419	49,404
Increase in cash and cash equivalents		151,334	5,625
Cash and cash equivalents as at 1 January		259,726	258,966
Cash and cash equivalents as at 30 June	12	411,060	264,591
			

Notes to the condensed consolidated interim financial information

1 Legal status and principal activities

Agthia Group PJSC ("the Company") was incorporated as a Public Joint Stock Company pursuant to the Ministerial Resolution No. 324 for 2004. General Holding Corporation PJSC ("Holding")owns 51% of the Company's shares. The principal activities of the Company are to establish, invest, trade and operate companies and businesses that are involved in the food and beverage sector.

The condensed consolidated interim financial information of the Company as at and for the six months ended 30 June 2012 comprise the Company and it's below mentioned subsidiaries (together referred to as the "Group").

Subsidiary	Country of Incorporation and operation	Share o (% 2012		Principal Activities
Grand Mills Company PJSC (formerly Grand Mills for Flour and Feed Company PJSC)	UAE	100	100	Production and sale of flour and animal feed
Al Ain Food and Beverages PJSC (AAFB-UAE) (formerly Al Ain Mineral Water Company PJSC)	UAE	100	100	Production, bottling and sale of bottled water, flavored water, juices, yoghurt, tomato paste and frozen vegetables
Al Ain Vegetable Processing and Canning Factory (AAV)	UAE	0	100	Processing and sale of tomato paste and frozen vegetables
Al Ain Food and Beverages LLC (AAF&B- Egypt)	Egypt	100	100	Processing and sale of tomato paste, chilli paste fruit concentrate and frozen vegetables

As of 1st July, 2011, the assets and liabilities of Al Ain Vegetable Processing and Canning Factory (AAV) were transferred to Al Ain Food and Beverages PJSC (AAFB-UAE) as per the approval of Board of Directors. The above restructuring has brought synergies in production process, supply chain and selling and distribution expenses.

2 Statement of compliance

These condensed consolidated interim financial information have been prepared in accordance with International Financial Reporting Standard (IFRSs) *IAS 34 Interim Financial Reporting*. They do not include all of the information required for full annual consolidated financial information, and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 December 2011.

Notes to the condensed consolidated interim financial information (continued)

3 Significant accounting policies

The accounting policies and methods of computation applied by the Group in these condensed consolidated interim financial information are the same as those applied by the Group in the consolidated financial statements as at and for the year ended 31 December 2011.

These condensed consolidated interim financial information are presented in United Arab Emirates Dirhams ("AED"), which is the functional currency, rounded to the nearest thousand.

Government compensation

Funds that compensate the Group for selling at subsidised prices in the Emirate of Abu Dhabi are recognised in the condensed consolidated interim statement of income, as a deduction from the cost of sales, on a systematic basis in the same period in which the sales transaction is affected.

Cost of sales as stated in condensed consolidated statement of income is after the deduction of Abu Dhabi Government compensation amounting to AED 155.24 million (30 June 2011: AED 131.79 million). The purpose of the compensation was to partially reduce the impact of increased and volatile global grain prices on food retail prices for the consumers in the Abu Dhabi emirate.

4 Estimates

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

In preparing these condensed consolidated interim financial information, the significant judgment made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that were applied to the consolidated financial statements as at and for the year ended 31 December 2011.

5 Financial risk management

The Group's financial risk management objectives and processes are consistent with those disclosed in the consolidated financial statements as at and for the year ended 31 December 2011.

6 Other income

Other income for the period includes an amount of AED 2,626 thousand received from the Holding company. This represents gain on the commodity derivative contracts signed by the Holding company with their counter party which expired before 30 June 2012.

Notes to the condensed consolidated interim financial information (continued)

7 Property, plant and equipment

Acquisitions and disposals

During the six months ended 30 June 2012, the Group acquired assets with a cost of AED 40,930 thousand (30 June 2011: AED 87,918 thousand)

Assets with a carrying amount of AED 117 thousand were disposed of during the six months ended 30 June 2012 (30 June 2011: AED 93 thousand), resulting in a loss of AED 37 thousand (30 June 2011: profit of AED 170 thousand) which is included in net other income.

8 Goodwill

For the purpose of impairment testing goodwill is allocated to two operating divisions within the group where goodwill is monitored for internal management purposes. During the six months ended 30 June 2012 there was no impairment loss on goodwill (30 June 2011: Nil).

9 Investment

Investment represents the acquisition of 100% shares of Pelit Su Turizm Petrol Gida Nakliye Pazarlama Ithalat Ihracat Ticaret Ve Sanayi Ltd, STI (Pelit Su), a Turkey based spring water company and is in business of production, bottling and sale of bottled water. The Group took management control of the business effective 1 January 2012.

The Group is in the process of building system infrastructure and integrate Pelit Su with Group's reporting structure. Pelit Su's financial position and the financial results for the six months of 2012, are not significant, and are not included in the consolidated financial statements of the Group. Management plans to incorporate Pelit Su in the Consolidated Financial Statements by the year end.

10 Inventories

During the six months ended 30 June 2012, the Group recorded a provision for slow, non moving and obsolete inventory of AED 2,991 (30 June 2011: AED Nil) related to flour and animal feed and spares. The charge is included in cost of sales.

Furthermore, the Group has written off/written back a provision for slow, non moving and obsolete inventory of AED 657 thousand (30 June 2011: AED 2,085 thousand).

11 Trade and other receivables

	30 June	31 December
	2012	2011
	AED'000	AED'000
Trade receivable – net	133,157	109,813
Prepayments	21,291	21,635
Other receivable	14,137	10,435
	168,585	141,883

Notes to the condensed consolidated interim financial information (continued)

12 Cash and bank balances

Cash and bank balances includes AED 14,677 thousand (31 December 2011: 8,931 thousand, 30 June 2011: AED 10,423 thousand) of cash which can only be used for the payment of the dividend. This restricted cash balance has not been included in the cash and cash equivalents for the purpose of the statement of cash flows. This amount has been recorded as liability in trade and other payables.

13 Bank borrowings

This note provides information about the contractual terms of the Group's interest bearing loans and borrowings, which are measured at amortised cost.

Current liabilities

	30 June 2012 AED'000	31 December 2011 AED'000
Short term loan Credit facility Term loan	25,000 136,848 5,044	81,198 128,491 5,044
	166,892	214,733
Non-current liabilities		
Term loan	189,633	8,500

Notes to the condensed consolidated interim financial information (continued)

13 Bank borrowings (continued)

Terms and repayment schedule

Amounts in AED'000			30 Ju	ne 2012	31 Dece	mber 2011
Currency	Interest Rate	Year of maturity	Face value/ limit	Carrying amount	Face value/ limit	Carrying amount
Short term loan USD/AED/EGF	ADIBOR/	2012	93,212	25,000	93,218	81,198
Credit Facility USD/AED/EGF	EIBOR /	2012	309,668	136,848	309,701	128,491
Credit Facility (Capex) USD/(AED		2012	70,000	-	70,000	-
Term loan EURO USD		2014- 2016	210,197	194,677	27,339	13,544
Total			683,077	356,525	500,258	223,233

^{*} Margin on the above loans and facilities varies from 1.00% - 1.50%. (2011: 1.10% - 1.45%).

Credit facilities are secured against third party indemnity to make available guarantees, documentary credit, bills drawn, loan to finance import/open account settlement in the name of any of the subsidiary of the Group in favour of the bank.

Notes to the condensed consolidated interim financial information (continued)

14 Segment reporting

Information about reportable segment for the six months ended 30 June

Due to reorganization the Group has reclassified its reporting segment effective 1 July, 2011. The Group has two reportable segments, as described below. The reportable segments offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Board of Directors review internal management reports on at least quarterly basis.

The following summary describes the operations in each of the Group's reportable segment:

- Agri Business Division (ABD)
 - o Flour and Animal Feed, includes manufacturing and distribution of flour and animal feed.
- Consumer Business Division (CBD)
 - o Bottled Water and Beverages includes manufacturing and distribution of drinking water, water based drinks and juices.
 - o Food includes manufacturing and distribution of tomato and chilli paste, fruit concentrate, frozen vegetables and fresh dairy products.
 - Business operation in Egypt is of similar nature as "Food" hence it is also reported under CBD.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit, as included in the internal management reports data reviewed by the Group's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

Notes to the condensed consolidated interim financial information (continued)

14 Segment reporting (continued)

Segment wise operating results of the Group, for the six months period are as follows:

	Agri Business Division (ABD)		Co	Consumer Business Division (CBD)						
	Flour an	<u>id</u>	Bottled Wa	ter and						
	Animal F	eed	Bevera	ges	Food	i	CBD Total		Total	
	30 June 2012 AED'000	30 June 2011 AED'000	30 June 2012 AED'000	30 June 2011 AED'000	30 June 2012 AED'000	30 June 2011 AED'000	30 June 2012 AED'000	30 June 2011 AED'000	30 June 2012 AED'000	30 June 2011 AED'000
External revenues	425,521	376,119	183,818	155,381	32,483	27,103	216,301	182,484	641,822	558,603
Inter segment revenue Gross profit	87,858	59,087	71,626	57,444	(2,841)	1,585	68,785	59,029	156,643	118,116
Reportable segment profit/(loss)	69,379	44,743	27,844	17,863	(13,761)	(3,125)	14,083	14,738	83,462	59,481

Notes to the condensed consolidated interim financial information (continued)

14 Segment reporting (continued)

Reconciliations of reportable segments' profit or loss

For the six months period ended

Gross Profit for the six months period ended		
	30 June	30 June
	2012	2011
	AED'000	AED'000
Total gross profit for reportable segments	156,643	118,116
Unallocated amounts		
Other operating expenses	(4,617)	(2,566)
Consolidated gross profit for the period	152,026	115,550
		
Profit for the six months period ended		
Total profit for reportable segments	83,462	59,481
Unallocated amounts		
Other operating expenses	(30,064)	(20,478)
Net finance income	2,221	1,328
Consolidated profit for the period	55,619	40,331
Consolidated profit for the period	=====	40,331
Reportable segment assets are as follows:		
	30 June	31 December
	2012	2011
	AED'000	AED'000
Agri Business Division	547,303	566,899
Consumer Business Division	522,459	470,324
Total assets for reportable segment	1,069,762	1,037,223
Other unallocated amounts	570,817	394,607
Consolidated total assets	1,640,579	1,431,830

Notes to the condensed consolidated interim financial information (continued)

15 Transactions with related parties

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 or operational decisions, related parties comprise the major shareholder, key management personnel, Directors of the Board and their related companies. In the normal course of business, the Group had various transactions with its related parties. Transactions are entered into with the related parties on terms and conditions approved by either the Group's management, or its Board of Directors.

a) Key management personnel compensation

Key management personnel compensation for the six months period was as follows:

	30 June 2012 AED'000	30 June 2011 AED'000
Short term employment benefits Post employment benefits	9,486 2,728	7,862 2,170
	12,214	10,032
b) Due to/ from and transactions with a related party	30 June 2012 AED'000	31 December 2011 AED'000
General Holding Corporation		
Opening balance 1 January Directors' fees charged Purchase of foreign currency Payment for foreign currency Profit receivable on hedging Profit received on hedging Others / payments Closing balance Pelit Su	1,839 1,400 127,594 (127,594) 2,626 (2,626) (3,020) ———————————————————————————————————	306 1,400 - - - 133 - 1,839
I ent Su		
Opening balance 1 January Advances	2,720	- - -
Closing balance	2,720 =====	-

Notes to the condensed consolidated interim financial information (continued)

16 Contingent liabilities and capital commitments

	30 June 2012	31 December 2011
	AED'000	AED'000
Bank guarantees and letters of credit	27,768	52,058
Capital commitments	131,355	94,055

17 Dividends

Cash dividend of 5% of the issued share capital, related to 2011 was approved by the shareholders in the Annual General Meeting held on 26 April, 2012 (2010: 5% of the issued share capital).

18 Comparative figures

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in these condensed consolidated interim financial information.