

AL SALHIA FOR INVESTMENT AND REAL ESTATE DEVELOPMENT

PUBLIC SHAREHOLDING COMPANY

FINANCIAL STATEMENTS

31 DECEMBER 2023

INDEPENDENT AUDITOR'S REPORT

**To the Shareholders of Al Salhia for Investment and Real Estate Development
Public Shareholding Company
Amman - Jordan**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Al Salhia for Investment and Real Estate Development (Public Shareholding Company) (the "Company"), which comprise the statement of financial position as at 31 December 2023, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies information.

In our opinion, except for the effect of the matter described in the Basis of Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Qualified Opinion

As disclosed in note (6) to the financial statements, the other current assets include amounts due from the income and sales tax department amounting to JD 196,388 as of 31 December 2023. The balance due is expected to be collected during the years from 2024 to 2028. Management did not record the discounting effect of JD 40,966 and did not classify the balance as non-current assets.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards, are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Jordan, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

As disclosed in note (1) to the financial statements, the Company had changed its name and objectives during the year 2017 in an effort to conduct operations and start generating revenues. The Company is in the process of acquiring and developing land plots in accordance with the Company's plans. However, the Company did not start any new business activities up to the date of these financial statements. These events and conditions indicate that a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as going concern is dependent on starting its new activities. The parent Company has pledged to provide the Company with the necessary support to fulfill its obligations and continue its activities for a period of at least twelve months from the date of these financial statements. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended 31 December 2023. Except for the matters described in the basis for qualified opinion and the material uncertainty related to going concern paragraphs, we have not determined any other key audit matters to communicate in our report.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period, and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

The Company maintains proper books of accounts which are in agreement with the financial statements considering what has been mentioned in the basis of qualified opinion and the material uncertainty related to going concern paragraphs.

The partner in charge of the audit resulting in this auditor's report was Ali Hasan Samara; license number 503.

Amman – Jordan
14 March 2024

ERNST & YOUNG
Amman - Jordan

AL SALHIA FOR INVESTMENT AND REAL ESTATE DEVELOPMENT
PUBLIC SHAREHOLDING COMPANY
STATEMENT OF FINANCIAL POSITION
As At 31 DECEMBER 2023

	<u>Notes</u>	<u>2023</u>	<u>2022</u>
		JD	JD
<u>ASSETS</u>			
Current Assets -			
Other current assets	6	197,181	202,800
Cash at banks	7	16,507	168,080
Total Assets		<u>213,688</u>	<u>370,880</u>
<u>EQUITY AND LIABILITIES</u>			
Shareholder's Equity -			
Paid-in capital	1,8	572,509	572,509
Statutory reserve	8	16,915	16,915
Accumulated losses		(395,617)	(234,172)
Net Equity		<u>193,807</u>	<u>355,252</u>
<u>Liabilities</u>			
Current liabilities -			
Accounts payable and other current liabilities	9	19,881	15,628
Total liabilities		<u>19,881</u>	<u>15,628</u>
Total equity and liabilities		<u>213,688</u>	<u>370,880</u>

The attached notes from 1 to 17 form part of these financial statements

AL SALHIA FOR INVESTMENT AND REAL ESTATE DEVELOPMENT
PUBLIC SHAREHOLDING COMPANY
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023

	<u>Notes</u>	<u>2023</u>	<u>2022</u>
		JD	JD
Administrative expenses	11	(163,211)	(73,742)
Murabaha income		<u>1,766</u>	<u>6,092</u>
Loss for the year		<u>(161,445)</u>	<u>(67,650)</u>
 Add: other comprehensive income items		 <u>-</u>	 <u>-</u>
Total comprehensive Income for the year		<u>(161,445)</u>	<u>(67,650)</u>
		<u>JD/ Fills</u>	<u>JD/ Fills</u>
 Basic and diluted earnings per share from the loss of the year	 12	 <u>(0/282)</u>	 <u>(0/118)</u>

The attached notes from 1 to 17 form part of these financial statements

AL SALHIA FOR INVESTMENT AND REAL ESTATE DEVELOPMENT
PUBLIC SHAREHOLDING COMPANY
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

	Paid-in capital	Statutory Reserve	Accumulated losses	Total
	JD	JD	JD	JD
2023 -				
Balance as of 1 January	572,509	16,915	(234,172)	355,252
Total comprehensive income for the year	-	-	(161,445)	(161,445)
Balance as of 31 December	572,509	16,915	(395,617)	193,807
2022 -				
Balance as of 1 January	572,509	16,915	(166,522)	422,902
Total comprehensive income for the year	-	-	(67,650)	(67,650)
Balance as of 31 December	572,509	16,915	(234,172)	355,252

The attached notes from 1 to 17 form part of these financial statements

AL SALHIA FOR INVESTMENT AND REAL ESTATE DEVELOPMENT
PUBLIC SHAREHOLDING COMPANY
STATEMENT OF CASH FLOWS
FOR YEAR ENDED 31 DECEMBER 2023

	<u>Note</u>	<u>2023</u> JD	<u>2022</u> JD
<u>OPERATING ACTIVITIES</u>			
Loss for the year		(161,445)	(67,650)
Adjustments:			
Murabaha income		(1,766)	(6,092)
Changes in working capital:			
Other current assets		5,619	(909)
Accounts payable and other current liabilities		<u>4,253</u>	<u>(367)</u>
Net cash flows used in operating activities		<u>(153,339)</u>	<u>(75,018)</u>
<u>INVESTING ACTIVITIES</u>			
Murabaha income received		<u>1,766</u>	<u>6,092</u>
Net cash flows from investing activities		<u>1,766</u>	<u>6,092</u>
Net decrease in cash and cash equivalents		(151,573)	(68,926)
Cash and cash equivalent at the beginning of the year		<u>168,080</u>	<u>237,006</u>
Cash and cash equivalent at the end of the year	7	<u><u>16,507</u></u>	<u><u>168,080</u></u>

The attached notes from 1 to 17 form part of these financial statements

**AL SALHIA FOR INVESTMENT AND REAL ESTATE DEVELOPMENT
PUBLIC SHAREHOLDING COMPANY
NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2023**

(1) GENERAL

Al Salhia For Investment and Real Estate Development Company (Al Kindi for Pharmaceutical Industries Company, previously) was established as a Public Shareholding Company during 1997. The Company's main objectives are producing medical, chemical, pharmaceutical products and cultivation of medicinal plants.

The General Assembly decided in its extraordinary meeting held on 4 June 2017 to change the Company's name to become Al Barsha'a for Investment and Real Estate Development Company, and to change the Company's objectives to become investing in real estate and development activities and projects, including, leasing, operating and developing the real estate. However, due to the existence of the similar name, the Company has changed the name of Al Barsha'a for Investment and Real Estate Development Company to become Al Salhia for Investment and Real estate development (Public Shareholding Company), the procedures with the Ministry of Trade and Industry were completed on 14 August 2017.

The General Assembly decided in its extraordinary meeting held on 29 December 2016 to write off the Company's accumulated losses amounted to JD 13,809,525 as of 31 December 2015 through the decrease in the Company's capital to become JD 572,509.

The General Assembly decided in its extraordinary meeting held on 28 April 2020 to change the legal status of the Company from a Public Shareholding Company to a Private Shareholding Company. However, the General Assembly decided in its extraordinary meeting held on 26 September 2020 to cease its decision in its meeting held on 28 April 2020 and decided to change the legal status of the Company from Public Shareholding Company to limited liability Company. The legal procedures to fulfill this decision haven't been completed up to the date of these financial statements.

The Company is in the process of acquiring and developing land plots in accordance with the Company's plans. However, the Company still hasn't initiated any new business activities up to the date of these financial statements.

The financial statements were authorized for issuance by the Board of Directors in their meeting held on 6 March 2024.

(2) BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The financial statements have been prepared under the historical cost convention.

The financial statements have been presented in Jordanian Dinar which is the functional currency of the Company.

(3) CHANGES IN ACCOUNTING POLICIES

The accounting policies used in the preparation of the financial statements are consistent with those used in the preparation of the annual financial statements for the year ended 31 December 2022 except for the adoption of new amendments on the standards effective as of 1 January 2023 shown below:

IFRS 17 Insurance Contracts

In May 2017, the IASB issued IFRS 17 Insurance Contracts (IFRS 17), a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 Insurance Contracts (IFRS 4) which was issued in 2005. IFRS 17 applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply. The overall objective of IFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in IFRS 4, which are largely based on grandfathering previous local accounting policies, IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of IFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach),
- A simplified approach (the premium allocation approach) mainly for short-duration contracts.

This standard is not applicable to the Company.

Definition of Accounting Estimates - Amendments to IAS 8

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of accounting estimates. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective from 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments are not expected to have a material impact on the Company.

Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments are effective from 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments are not expected to have a material impact on the Company.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

In May 2021, the Board issued amendments to IAS 12, which narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognized for all deductible and taxable temporary differences associated with leases and decommissioning obligations.

The amendments are effective from 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments are not expected to have a material impact on the Company.

International Tax Reform - Pillar Two Model Rules – Amendments to IAS 12

The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 January 2023, but not for any interim periods ending on or before 31 December 2023.

The amendments had no impact on the Company's financial statements as the Company is not in scope of the Pillar Two model rules as its revenue is less than EUR 750 million/year.

(4) USE OF ESTIMATES

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of financial assets and liabilities and disclosure of contingent liabilities. These estimates and assumptions also affect the revenues and expenses and the resultant provisions. In particular, considerable judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of provisions required. Such estimates are necessarily based on assumptions about several factors involving varying degrees of judgment and uncertainty and actual results may differ resulting in future changes in such provisions.

(5) MATERIAL ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, bank balances and short-term deposits with an original maturity of three months or less.

Impairment of financial assets

The Company assesses at each balance sheet date whether there is any objective evidence to record allowance for expected credit loss on a financial asset or a group of financial assets.

Impairment is determined based on lifetime expected credit losses through establishing a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Impairment is recognized as an allowance for expected credit loss in the statement of comprehensive income. If in a subsequent period, the amount of the impairment loss decreases, the income is recognized in the statement of comprehensive income.

Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Accounts payable and other current liabilities

Liabilities are recognized for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

Revenue and expenses recognition

Murabaha income are recognized when it is due using the effective Murabaha's method.

Other income and expenses are recognized according to the accrual principle.

Income tax

Taxes shall be calculated in accordance with the tax rates established under the laws , regulations and instructions in the Hashemite Kingdom of Jordan, in accordance with the Income Tax law No. (34) of 2014 and its amendments and in accordance with IFRS (12).

Current versus non-current classification

The Company presents assets and liabilities in the statement of financial position based on current and non-current classification.

An asset is classified as current when it is:

- expected to be realized or intended to sell or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realized within twelve months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

A liability is current when:

- it is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; or
- that there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rates of exchange ruling at the statement of financial position date. All differences are taken to statement of comprehensive income.

Contingent assets and liabilities

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is not recognized in the financial statements but disclosed when an inflow of economic benefits is probable.

(6) OTHER CURRENT ASSETS

	<u>2023</u>	<u>2022</u>
	JD	JD
Income and sales tax deposits	196,388	200,545
Others	793	2,255
	<u>197,181</u>	<u>202,800</u>

(7) CASH AT BANKS

	<u>2023</u>	<u>2022</u>
	JD	JD
Current accounts	16,507	48,080
Bank deposit	-	120,000
	<u>16,507</u>	<u>168,080</u>

(8) SHAREHOLDERS EQUITY

Paid-in Capital

The Company's authorized and paid-in capital is JD 572,509 divided into 572,509 shares at par value of JD 1 per share.

Statutory Reserve

The amounts accumulated in this account represent the transfers of 10% of the profit before tax in accordance with the Companies Law and is not available for distribution to shareholders.

(9) ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

	2023	2022
	JD	JD
Accounts payable	4,393	4,550
Accrued expenses	15,488	11,078
	<u>19,881</u>	<u>15,628</u>

(10) INCOME AND SALES TAX

Income tax

No provision for income tax was calculated for the years ended 31 December 2023 and 31 December 2022 due to excess of taxable expenses over taxable income in accordance with income Tax Law No. (34) of 2014 and its amendments.

The legal tax percentage for the Company in accordance with the new income tax law No. (34) of 2014 and its amendments is 20% in addition to 1% for the national contribution.

The Income and Sales Tax Department has accepted the accounting records of the Company until 2020. The Company has submitted the income tax declaration for the years 2021 and 2022. The Income and Sales Tax Department did not review the Company's accounting records up to the date of these financial statements.

Sales tax

The Income and Sales Tax Department has accepted the accounting records of the Company until 2020. The Company has submitted the sales tax declaration for the years 2021 and 2020 and the period of September and October 2023. The Income and Sales Tax Department did not review the Company's accounting records up to the date of these financial statements.

AL SALHIA FOR INVESTMENT AND REAL ESTATE DEVELOPMENT
PUBLIC SHAREHOLDING COMPANY
NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2023

(11) ADMINISTRATIVE EXPENSES

	<u>2023</u>	<u>2022</u>
	JD	JD
Consulting and legal fees	139,200	48,720
Salaries, wages and other benefits	17,900	17,700
Taxes and subscriptions fees	3,230	4,772
Social security contributions	852	852
Advertising	230	230
Others	1,799	1,468
	<u>163,211</u>	<u>73,742</u>

(12) BASIC AND DILUTED EARNINGS PER SHARE

	<u>2023</u>	<u>2022</u>
Loss for the year (JD)	(161,445)	(67,650)
Weighted average number for shares (share)	<u>572,509</u>	<u>572,509</u>
Earnings per share from loss for the year (JD/Fils)	<u>(0/282)</u>	<u>(0/118)</u>

The diluted earnings per share from the loss for the year is equal to the basic earnings per share from the loss for the year.

(13) RISK MANAGEMENT

Murabaha rate risk

The Company is exposed to Murabaha rate risk on its Murabaha-bearing assets such as bank deposits.

The table below shows the sensitivity of the statement of comprehensive income to reasonably possible changes in Murabaha rates as of 31 December 2023 and 2022, with all other variables held constant.

The sensitivity of the statement of comprehensive income is the effect of the assumed changes in Murabaha rates on the Company's results for one year and is calculated on the financial assets and liabilities bearing variable Murabaha rate held at 31 December:

Currency	Increase in Murabaha rates Basis points	Effect on loss for the year JD
2023-		
JD	+75	-
	-75	-
2022-		
JD	+75	(900)
	-75	900

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Company believes that it is not significantly exposed to credit risk as there are no receivables as of 31 December 2023 and deals with reputable banks.

Liquidity risk

Liquidity risk is the Company's inability to meet its obligations when due.

The Company manages its assets and liabilities and their due dates and having sufficient cash balance to ensure that sufficient liquidity is available to meet its obligation when due.

All financial liabilities are due within less than three months.

Currency risk

Most of the Company's transactions are in Jordanian Dinars and US Dollars. The Jordanian Dinar is fixed against the US dollar (USD 1.41 for 1JD).

(14) FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities.

Financial assets consist of cash at banks and some other current assets. Financial liabilities consist of accounts payable and some other current liabilities.

The fair values of financial instruments are not materially different from their carrying values.

(15) CONTINGENT LIABILITIES

Lawsuits

There are no lawsuits raised against the Company.

(16) CAPITAL MANAGEMENT

The main objective of the Company's capital management is to ensure that adequate capital ratios are maintained in a manner that supports the Company's activity and maximizes equity.

The Company manages the capital structure and makes necessary adjustments considering changes in working conditions. No changes were made in the objectives, policies and procedures during the current year and previous year.

Capital comprises of paid-in capital, statutory reserve and accumulated losses and is measured at JD 193,807 as of 31 December 2023 and JD 355,252 as of 31 December 2022.

The Company had changed its name and objectives during the year 2017 in an effort to conduct operations and start generating revenues. The Company is in the process of acquiring and developing land plots in accordance with the Company's plans. However, the Company did not start any new business activities up to the date of these financial statements. These events and conditions indicate that a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as going concern is dependent on starting its new activities. The parent Company has pledged to provide the Company with the necessary support to fulfill its obligations and continue its activities for a period of at least twelve months from the date of these financial statements.

(17) STANDARDS AND INTERPRETATION ISSUED BUT NOT YET EFFECTIVE

The new and amended standards and interpretations that are issued but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards, if applicable, when they become effective.

Amendments to IFRS 16: Lease Liability in a Sale and Leaseback

In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16. Earlier application is permitted and that fact must be disclosed.

The amendments are not expected to have a material impact on the Company's financial statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability does not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The Company is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation.

Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments will be effective for annual reporting periods beginning on or after 1 January 2024. Early adoption is permitted, but will need to be disclosed.

The amendments are not expected to have a material impact on the Company's financial statements.



AI-SALHIAH
Investment & Real Estate Development

الصالحية للاستثمار والتطوير العقاري المساهمة العامة المحدودة
AI - Salhiah Investment & Real Estate Development P.L.C

تقرير مجلس الإدارة وبيانات الإفصاح للعام 2023

أعضاء مجلس الإدارة

رئيس مجلس الإدارة : السيد محمد فهمي حمد بصفته ممثلاً عن بيت التمويل الكويتي/ البحرين. رئيساً لمجلس الإدارة اعتباراً من 2016/12/29.

نائب الرئيس : السيد راشد الزياني بصفته ممثلاً عن بيت التمويل الكويتي/ البحرين، عضو مجلس إدارة - مدير عام اعتباراً من تاريخ 2016/12/29 وحتى 2019/7/22.

السيد راشد الزياني بصفته ممثلاً عن بيت التمويل الكويتي/ البحرين، نائب الرئيس - مدير عام اعتباراً من تاريخ 2019/7/22.

الأعضاء السيد اسامة بشارة سابا بصفته الشخصية اعتباراً من تاريخ 2019/8/18

السادة " أرنسنت ويونغ"

مدقق الحسابات

أولاً:

أ- حجم الاستثمار الرأسمالي بالشركة :

يبلغ حجم الاستثمار الرأسمالي بالشركة 572,509 دينار وهو رأس مال الشركة.

ب- فروع الشركة وأماكن تواجدتها الجغرافية وعدد الموظفين :

- لا يوجد للشركة أية فروع.
- مقر الشركة في شلوع مكة - مجمع حسين الحسيني - رقم 145 الطابق الثاني - مكتب 216
- يبلغ العدد الإجمالي لموظفي الشركة (2) موظفين بنهاية 2023.

ج - أنشطة الشركة :

أنشطة شركة الصالحية تتمثل بالاستثمار والتطوير العقاري وفقاً لما تمت الإشارة إليه بهذا التقرير وخاصة تحت البند عاشر، إلا أنه وبسبب الوضع العام للسوق العقاري وخاصة في ظل الظروف المصاحبة لجائحة كورونا، فإن الشركة لم تدخل في استثمارات أو مشاريع عقارية ولا زالت بصدد البحث عن استثمار في مشاريع عقارية منتجة .

ثانياً:

الشركات التابعة:

لا يوجد للشركة أية شركات تابعة أو حليفة.

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ثالثاً: أسماء أعضاء مجلس الإدارة ونبذة تعريفية عن كل منهم:

الاسم	المنصب	تاريخ الميلاد الجنسية	الشهادات العلمية سنة التخرج	الخبرات العلمية
السيد محمد فهمي حمد	رئيس المجلس من 2016/12/29	1974 بحريني الجنسية	بكالوريوس محاسبة وعلوم مالية ومصرفية 1995 محلل مالي مؤهل (CFA) محاسب قانوني (CPA)	- رئيس إدارة الاستثمارات العقارية / بيت التمويل الكويتي (البحرين) - عضو مجلس إدارة في بيت التمويل الكويتي (الأردن) وعدد من الشركات العقارية في البحرين والأردن.
السيد راشد علي الزياني	عضو مجلس الإدارة/ المدير العام اعتباراً من 2016/12/29 وحتى 2019/7/22 نائب الرئيس /المدير العام اعتباراً من تاريخ 2019/7/22	1977 بحريني الجنسية	ماجستير سياسة وإدارة اقتصادية / بريطانيا 2003 بكالوريوس اقتصاد بريطانيا 2002	- مدير دائرة الإستثمارات ببيت التمويل الكويتي - البحرين. - عضو مجلس إدارة شركة بيت التمويل الكويتي - الأردن. - عضو مجلس إدارة عدة شركات عقارية وصناعية في الأردن والبحرين. - مدير عام شركة بيت التمويل الكويتي - الأردن.
أسامة بشارة إلياس سابا	عضو مجلس الإدارة	1984 أردني الجنسية	بكالوريوس محاسبة 2006	عضو مجلس إدارة من تاريخ 18/8/2019

رابعاً:

أسماء كبار مالكي الأسهم:

اسم المساهم	العام	عدد الأسهم	النسبة %
شركة بيت التمويل الكويتي/البحرين	عدد الأسهم لعام 2022	541,214	94.534%
منذر مصطفى عبد الكريم القيسي	عدد الأسهم لعام 2022	10,628	1.86%
أسامة بشارة إلياس سابا	عدد الأسهم لعام 2022	10,015	1.75%
شركة بيت التمويل الكويتي/البحرين	عدد الأسهم لعام 2023	551,842	96.391%
أسامة بشارة إلياس سابا	عدد الأسهم لعام 2023	10,015	1.75%

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خامساً:

الوضع التنافسي للشركة :

يأتي وفقاً للمعايير والمحددات والعوامل التي يخضع لها السوق العقاري داخل المملكة بوجه عام.

سادساً:

الموردون والعلاء الرئيسيون للشركة:

(أ) الموردون الرئيسيون :

لا يوجد موردون رئيسيون

(ب) العلاء الرئيسيون :

لا يوجد علاء رئيسيون

سابعاً :

أ - الحماية الحكومية أو امتيازات تتمتع بها الشركة :

لا يوجد أية حماية حكومية أو امتيازات خاصة تتمتع بها الشركة.

ب - العلامات التجارية:

لا يوجد علامات تجارية تخص الشركة.

ثامناً:

أ - الهيكل التنظيمي للشركة :

(ب) عدد موظفي الشركة وفئات مؤهلاتهم:

يبلغ عدد موظفي الشركة الحالي (2) موظفان أثنان بنهاية 2023 يمارسان أعمالهما اليومية من مكتب الشركة شارع مكة - مجمع حسين الحسيني - رقم 145 - الطابق الثاني - مكتب 216

عدد الموظفين	المؤهل العلمي
1	محاسبة دولية
1	ثانوية عامة
2	إجمالي عدد الموظفين

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نبذة تعريفية عن المدير المالي.

- السيد / كمال صبحي محمد الحاج بدار ، حاصل على درجة البكالوريوس في المحاسبة من جامعة بيروت العربية 1980 .
- محاسب قانوني عربي من المجمع العربي للمحاسبين القانونيين العرب عام 1995 .
- لديه خبرات متفرقة في شركات في الكويت والأردن، وقد بدأ العمل في المجال المالي والمحاسبي منذ بداية السبعينيات.
- برامج تدريب الموظفين وتأهيلهم.
- لا توجد برامج تدريب أو تأهيل كون عدد موظفي الشركة يبلغ اثنان.

تاسعا:

وصف المخاطر التي تتعرض لها الشركة :

لا يوجد مخاطر في الوضع الحالي في ضوء طبيعة نشاط الشركة العقاري مع الإشارة الى أن الظروف المصاحبة لجائحة كورونا تجعل من ممارسة الشركة لنشاطها في الوقت الراهن صعوبة ملحوظة.

عاشرا:

إنجازات الشركة المتحققة خلال العام 2023 .

يرجى العلم بأن الشركة قد قامت بدراسة وبحث إمكانية الاستثمار من خلال الدخول بشراكة مع عدد من الشركات لبناء مجمع سكني إلا أنه لم تتم المباشرة بأي من المشاريع .

المبيعات:

لا يوجد مبيعات قامت بها الشركة.

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الأرباح والخسائر:

تبلغ خسارة الشركة ما قيمته (161.445) دينار اردني لعام 2023.

خادي عشر:

عمليات ذات طبيعة غير متكررة لا تدخل ضمن نشاط الشركة :

لم تقع أية عمليات لا تدخل ضمن نشاط الشركة الرئيسي .

ثاني عشر:

السلسلة الزمنية للأرباح أو الخسائر المتحققة والأرباح الموزعة وصافي حقوق الملكية وأسعار الأوراق المالية:

2023	2022	2021	2020	2019	الوصف
-161,445	-67,650	-67,282	-14,792	-77,975	الأرباح (الخسائر) بعد المخصصات
0	0	0	0	0	الأرباح الموزعة
193,807	355,252	422,902	490,184	504,976	صافي حقوق الملكية
0	0	0	0	0	اسعار الأوراق المالية

ثالث عشر:

تحليل المركز المالي للشركة ونتائج أعمالها خلال العام 2023

2023	النسب المالية
%-28,2	1. نسبة العائد إلى رأس المال %
%-83,8	2. نسبة العائد إلى حقوق المساهمين %
%-75,55	3. نسبة العائد إلى إجمالي الموجودات %
%1:10.75	4. نسبة التداول
%1:10.75	5. نسبة السيولة
193,807	6. رأس المال العامل - دينار

ملاحظات:

لا يوجد

رابع عشر:

التطورات والتوقعات المستقبلية.

سيتم دخول الشركة في مشاريع استثمارية عقارية محتملة.

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خامس عشر:

أتعاب التدقيق:

بلغت أتعاب مدقق الحسابات القانوني (9000) دينار اردني.

سادس عشر:

أ) عدد الأسهم المملوكة وصفة التملك من قبل أعضاء مجلس الإدارة والإدارة العليا:

الرقم	الاسم	المنصب	الجنسية	2023	ملاحظات
1	السيد / محمد فهمي حمد	رئيس المجلس	البحرينية	0	
2	السيد راشد الزياتي	عضو	البحرينية	0	
3	اسامة بشارة إلياس سابا	عضو	الأردنية	10,015	من تاريخ 2019/8/18
4	كمال صبحي محمد بدار	المدير المالي	الأردنية	0	

ب) عدد الأسهم المملوكة لأقارب أعضاء مجلس الإدارة وموظفي الإدارة العليا:
لا يوجد أسهم مملوكة لأقارب أعضاء مجلس الإدارة أو لموظفي الشركة.

سابع عشر:

الأموال الجوهرية التي قد تؤثر على استمرارية الشركة.
بخصوص الأموال الجوهرية التي قد تؤثر على استمرارية الشركة خلال السنة المالية التالية فإنه لا يوجد أمر جوهرية من شأنه أن يؤثر سلباً على استمرار الشركة .

ثامن عشر:

أ - التبرعات والمنح التي قامت بها الشركة .
لم تقم الشركة بأي تبرعات ولم تقدم أي منح.

ب المزايا والمكافآت التي تقاضاها أعضاء الإدارة العليا و مجلس الإدارة خلال العام 2023

الرقم	الاسم	المنصب	مكافآت ورواتب	نفقات ومصاريف السفر	بدل تنقل
1	محمد فهمي حمد	رئيس المجلس	-	-	-
2	راشد الزياتي	عضو المجلس / مدير عام	-	-	-
3	أسامة بشارة سابا	عضو مجلس إدارة	-	-	-
4	كمال صبحي بدار	مدير مالي	11,550	-	-



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تاسع عشر :

عقود ومشاريع :

لا توجد عقود أو مشاريع أو ارتباطات أبرمتها الشركة مع شركات تابعة أو شقيقة أو حليفة لعدم وجودها.
كما ولا توجد أية ارتباطات أو مشاريع مع أي من أعضاء المجلس أو أي موظف من الشركة أو أي من أقاربهم.

عشرون :

براءة اختراعات أو حقوق امتياز:

لا يوجد براءات اختراع أو حقوق امتياز للشركة أو حقوق تم الحصول عليها من قبل الشركة .

واحد وعشرون :

الجودة الدولية للشركة

لا يوجد معايير جودة دولية مطبقة بالشركة .

اثنان وعشرون :

الملكية للشركات :

لا يوجد ملكية للشركات مسطر عليها من قبل اعضاء مجلس الإدارة او اشخاص اخرين في الإدارة التنفيذية العليا.

ثلاثة وعشرون :

المساهمة في حماية البيئة:

لا يوجد اي مساهمة للشركة في حماية البيئة وخدمة المجتمع المحلي.

أربعة وعشرون :

وصف لأي قرارات صادرة عن الحكومة أو المنظمات الدولية أو غيرها :

لا توجد أي قرارات صادرة عن الحكومة أو منظمات دولية أو غيرها لها أثر مادي على عمل الشركة أو منتجاتها أو قدراتها التنافسية.

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إقرار رقم (1)

يقر مجلس إدارة الشركة بعدم وجود أي أمور جوهرية قد تؤثر على استمرارية الشركة خلال السنة المالية لعام 2024.

رئيس المجلس
السيد محمد فهمي حمد

نائب الرئيس / المدير العام
السيد راشد الزياتي

عضو المجلس
السيد أسامة سابا

إقرار رقم (2)

يقر مجلس الإدارة بمسؤوليته عن إعداد البيانات المالية وتوفير نظام رقابة فعال في الشركة .

رئيس المجلس
السيد محمد فهمي حمد

نائب الرئيس / المدير العام
السيد راشد الزياتي

عضو المجلس
السيد أسامة سابا

إقرار رقم (3)

يقر رئيس مجلس الإدارة ونائب الرئيس / المدير العام والمدير المالي بصحة ودقة وإكتمال المعلومات والبيانات الواردة في البيانات المالية والتقرير السنوي لعام 2023.

رئيس المجلس
السيد محمد فهمي حمد

نائب الرئيس / المدير العام
السيد راشد الزياتي

المدير المالي
كمال صبحي بدار

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ص.ب ١٧٤٨٨ عمان ١١١٩٥ الأردن

هاتف : +٩٦٢ ٦ ٥٣٧٦٦٢٢ - فاكس : +٩٦٢ ٦ ٥٣٧٦٦٢٣