Humansoft Holding Company K.S.C.P. and Subsidiaries



Interim condensed consolidated financial information and independent auditors' review report for the period from 1 January 2020 to 30 September 2020 (Unaudited)



INDEX	Page
Independent auditors' report on review of interim condensed consolidated financial information	1
Interim condensed consolidated statement of financial position (unaudited)	2
Interim condensed consolidated statement of profit or loss (unaudited)	3
Interim condensed consolidated statement of profit or loss and other comprehensive income (unaudited)	4
Interim condensed consolidated statement of changes in equity (unaudited)	5
Interim condensed consolidated statement of cash flows (unaudited)	6
Notes to the interim condensed consolidated financial information (unaudited)	7 - 12



Deloitte & Touche Al-Wazzan & Co.

Ahmed Al-Jaber Street, Sharq Dar Al-Awadi Complex, Floors 7 & 9 P.O. Box 20174, Safat 13062 Kuwait

Tel: + 965 22408844, 22438060 Fax: + 965 22408855, 22452080

www.deloitte.com



Ali Al Hassawi & Partners

P.O. Box: 22351 Safat 13084 Kuwait Sharq – Dasman Complex – Block 2 – 9 Floor Tel 22464574-6 /22426862-3 Fax: 22414956

Email: info-kuwait@rodlme.com

www.rodlme.com

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

TO THE BOARD OF DIRECTORS OF HUMANSOFT HOLDING COMPANY K.S.C.P.

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Humansoft Holding Company K.S.C.P. ("the Parent Company") and subsidiaries (together referred to as "the Group") as at 30 September 2020, and the related interim condensed consolidated statement of profit or loss and the interim condensed consolidated statement of profit or loss and other comprehensive income for the three-month and nine-month periods then ended and the related interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the nine-month period then ended. The Parent Company's management is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard 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 condensed consolidated 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 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 accompanying interim condensed consolidated financial information is in agreement with the accounting records of the Parent Company. We further report that to the best of our knowledge and belief, no violation of the Companies Law No. 1 of 2016 and its executive regulations, as amended, or the Parent Company's Memorandum of Incorporation and Articles of Association, as amended, or of the provisions of Law No 7 of 2010 concerning the Capital Markets Authority and its related regulations have occurred during the nine-month period ended 30 September 2020 that might have had a material effect on the business of the Group or on its financial position.

Bader A. Al-Wazzan Licence No. 62A

Deloitte & Touche, Al-Wazzan & Co

Ali Abdulrahman Al-Hasawi

License No. 30A Rödl Middle East

Burgan-International Accountants

Kuwait 02 November 2020



Interim condensed consolidated statement of financial position (Unaudited) as at 30 September 2020

			Kuwaiti Dinars	
	Notes	30 September 2020	31 December 2019 (Audited)	30 September 2019
ASSETS				
Current assets				
Cash and bank balances	3	70,631,140	35,355,264	35,154,500
Trade and other receivables	4	8,788,718	22,425,454	33,021,159
Inventories		69,013	48,024	139,146
		79,488,871	57,828,742	68,314,805
Non-current assets				
Right-of-use assets		963,673	1,049,789	1,078,495
Property and equipment		48,754,436	51,556,641	52,220,254
Intangible assets		6,952,295	7,281,989	7,304,562
Investments in associates		626,005	626,073	725,885
		57,296,409	60,514,492	61,329,196
Total assets		136,785,280	118,343,234	129,644,001
LIABILITIES AND EQUITY				
Current liabilities				
Trade and other payables		921,017	748,898	1,057,756
Accruals and other liabilities		8,441,889	6,494,450	6,426,211
Lease liabilities		214,748	218,994	220,885
Deferred income	6	47,928	6,443,789	25,591,747
Retentions payable	· ·	397,150	466,557	853,669
Current portion of long-term debts	7	11,787,542	7,890,000	7,890,000
carrent portion or long term design		21,810,274	22,262,688	42,040,268
Non-current liabilities				
Lease liabilities		713,956	819,648	839,456
Long-term debts	7	5,321,723	10,879,265	12,484,990
Provision for staff indemnity		4,381,227	3,972,194	3,636,343
·		10,416,906	15,671,107	16,960,789
Total liabilities		32,227,180	37,933,795	59,001,057
Equity				
Share capital		12,223,680	12,223,680	12,223,680
Share premium		1,512,000	1,512,000	1,512,000
Statutory reserve		9,894,240	9,894,240	6,112,840
Voluntary reserve		6,112,840	6,112,840	6,112,840
Treasury shares	14	(288,877)	(288,877)	(288,877)
Treasury shares reserve		564,013	564,013	564,013
Retained earnings		74,427,455	50,299,035	44,303,814
Foreign currency translation reserve		112,749	92,508	102,634
Total equity		104,558,100	80,409,439	70,642,944
Total liabilities and equity		136,785,280	118,343,234	129,644,001

Ms. Dalal Hasan Al-Sabti

Chairperson

The accompanying notes form an integral part of this interim condensed consolidated financial information.



8





Interim condensed consolidated statement of profit or loss (Unaudited) for the period from 1 January 2020 to 30 September 2020

			Kuwaiti	Dinars	
	7	Three months 30 Sept		Nine months 30 Sept	
	Notes	2020	2019	2020	2019
Revenues		25,419,714	16,977,429	49,947,322	53,340,840
Cost of operations	8	(3,594,875)	(3,205,477)	(12,202,723)	(11,709,281)
Gross profit		21,824,839	13,771,952	37,744,599	41,631,559
General and administrative expenses	9	(3,790,973)	(3,542,777)	(11,143,316)	(11,091,138)
Selling expenses	10	(959,044)	(520,463)	(1,695,652)	(2,187,586)
Finance charges		(170,422)	(315,451)	(557,606)	(1,008,450)
Share of (loss)/profit of associates		(3,014)	10,230	(7,501)	13,450
Other income		473,779	51,492	1,010,200	199,014
Profit before contribution to Kuwait Foundation for Advancement of Sciences ("KFAS"), National Labour Support Tax ("NLST"),	3				
Zakat and Directors' remuneration		17,375,165	9,454,983	25,350,724	27,556,849
Contribution to KFAS		(176,122)	(94,887)	(302,545)	(277,930)
NLST		(440,812)	(243,477)	(649,381)	(699,723)
Zakat		(178,609)	(97,590)	(270,378)	(282,853)
Directors' remuneration			<u> </u>	=======================================	(200,000)
Profit for the period		16,579,622	9,019,029	24,128,420	26,096,343
Basic and diluted earnings per share (fils)	11	136	74	198	215





Interim condensed consolidated statement of profit or loss and other comprehensive income (Unaudited) for the period from 1 January 2020 to 30 September 2020

	Kuwait	i Dinars	
	-		
2020	2019	2020	2019
16,579,622	9,019,029	24,128,420	26,096,343
(23,368)	5,921	20,241	5,741
(23,368)	5,921	20,241	5,741
16,556,254	9,024,950	24,148,661	26,102,084
	30 Sept 2020 16,579,622 (23,368) (23,368)	Three months period ended 30 September 2020 2019 16,579,622 9,019,029 (23,368) 5,921 (23,368) 5,921	30 September 2020 2019 16,579,622 9,019,029 24,128,420 (23,368) 5,921 (23,368) 5,921 (23,368) 5,921 20,241



Humansoft Holding Company K.S.C.P. and Subsidiaries

Interim condensed consolidated statement of changes in equity (Unaudited) For the period from 1 January 2020 to 30 September 2020

					Kuwaiti Dinars	nars			
	Share capital	Share premium	Statutory reserve	Voluntary	Treasury	Treasury shares reserve	Retained	Foreign currency translation reserve	Total
Balance as at 1 January 2020 Total comprehensive income for the period	12,223,680	1,512,000	9,894,240	6,112,840	(288,877)	564,013	50,299,035 24,128,420	92,508	24,148,661
	12,223,000	1,312,000	0+3/+00/0	0,211,0	(100,002)	64,012	004,124,47	CF (,211	מייייייייייייייייייייייייייייייייייייי
Balance as at 1 January 2019 Total comprehensive income for the period	12,223,680	1,512,000	6,112,840	6,112,840	(288,877)	564,013	40,713,526 26,096,343	96,893 5,741	67,046,915 26,102,084
Dividend (Note 15) Balance as at 30 September 2019	12,223,680	1,512,000	6,112,840	6,112,840	(288,877)	564,013	(22,506,055)	102,634	(22,506,055)



Interim condensed consolidated statement of cash flows (Unaudited) For the period from 1 January 2020 to 30 September 2020

		Kuwaiti	Dinare
		Nine months	period ended
	Notes	2020	2019
OPERATING ACTIVITIES			·
Profit before contribution to KFAS, NLST, Zakat and Directors' remuneration		25,350,724	27,556,849
Adjustments for:			
Depreciation and amortisation	9	3,302,315	2,938,196
Provision for staff indemnity		662,091	576,992
Expected credit loss on financial assets		217,159	(114,300)
Loss on disposal of property and equipment		3,173	: - :
Provision for impairment of goodwill		269,563	
Finance charges		557,606	1,008,450
Share of loss / (profit) of associates		7,501	(13,450)
Interest income		(814,849)	(78,373)
Operating profit before working capital changes		29,555,283	31,874,364
Trade and other receivables		13,419,271	(11,912,047)
Inventories		(20,989)	(87,103)
Trade and other payables		172,119	31,775
Accruals and other liabilities		2,188,421	176,457
Deferred income		(6,395,861)	19,346,906
Retentions payable		(69,407)	(112,840)
		38,848,837	39,317,512
Payment of staff indemnity		(254,748)	(259,229)
Payment of KFAS		(383,608)	(330,199)
Payment of NLST		(965,576)	(854,510)
Payment of Zakat		(391,850)	(347,347)
Payment of Directors' remuneration			(200,000)
Net cash generated from operating activities		36,853,055	37,326,227
INVESTING ACTIVITIES			
Purchase of property and equipment		(327,210)	(755,189)
Payments for intangible assets		(26,704)	(63,627)
Proceeds from disposal of property and equipment		245	(-
Interest received		814,849	78,373
Margin deposits		16,933	(21,270)
Term deposits		(47,800,000)	5,000,000
Net cash (used in)/generated from investing activities		(47,321,887)	4,238,287
FINANCING ACTIVITIES			
Finance charges paid		(233,120)	(981,195)
Repayment of lease liabilities		(156,676)	(156,676)
Dividend paid		(130,070)	(22,362,487)
Proceeds from bank			1,193,964
Repayment to bank		(1,660,000)	(5,727,500)
Net cash used in financing activities		(2,049,796)	(28,033,894)
Net (decrease)/increase in cash and cash equivalents		(12,518,628)	13,530,620
Effects of exchange rate changes on cash and cash equivalents		11,437	551
Cash and cash equivalents at beginning of the period		25,283,956	21,551,948
Cash and cash equivalents at end of the period	3	12,776,765	35,083,119

1. Ownership and activities

Humansoft Holding Company K.S.C.P. ("the Parent Company") is a Kuwaiti shareholding company incorporated on 14 September 1997. The Parent Company and its subsidiaries are together referred to as "the Group".

The principal activities of the Parent Company are as follows:

- Owning shares of Kuwaiti shareholding or foreign companies, as well as owning shares or stocks in Kuwaiti or
 foreign limited liability companies or participating in the establishment of these companies, in their two
 types, and their management, lending and guarantee for others.
- 2. Lending to companies in which it owns shares and guaranteeing them with third parties. In this case, the Parent company's share in the capital of the borrowing company should not be less than 20%.
- 3. Owning industrial property rights such as patents, industrial trademarks, or industrial fees or any other related rights and lease them to other companies to exploit them, whether inside or outside Kuwait.
- 4. Owning movables and properties necessary to carry out its operations within parameters allowed as per law.
- 5. Exploit surplus funds available with the Parent Company through investing in portfolios managed by specialized companies.

The Parent Company is listed on Boursa Kuwait and its registered office is P.O. Box 305, Dasman 15454, State of Kuwait.

The Board of Directors in their meeting dated 07 September 2020 resolved to close down certain training centers and companies in Kuwait, UAE and Qatar. Revenue and operating results from these training centers and companies are not material to the Group's interim condensed consolidated financial information.

This interim condensed consolidated financial information for the nine-month period ended 30 September 2020 was authorised for issue by the Board of Directors of the Parent Company on 02 November 2020.

2. Basis of preparation and significant accounting policies

2.1 Basis of preparation

The interim condensed consolidated financial information of the Group has been prepared in accordance with IAS 34, "Interim Financial Reporting". Accordingly, it does not include all of the information and footnotes required for complete consolidated financial statements prepared in accordance with International Financial Reporting Standards.

The accounting policies used in the preparation of this interim condensed consolidated financial information are consistent with those used in the preparation of the annual audited consolidated financial statements of the Group for the year ended 31 December 2019.

Other amendments to IFRSs which are effective for annual accounting period starting from 1 January 2020 did not have any material impact on the accounting policies, financial position or performance of the Group.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the year ending 31 December 2020. For further information, refer to the annual audited consolidated financial statements and notes thereto for the year ended 31 December 2019.

This interim condensed consolidated financial information is presented in Kuwaiti Dinars ("KD") which is the functional and presentation currency of the Parent Company.



2.2 Judgments and estimates

The preparation of interim condensed consolidated financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The key sources of estimates and judgements are consistent with the annual audited consolidated financial statements of the Group for the year ended 31 December 2019, with the exception of the impact of the COVID - 19 outbreak which is detailed below.

The outbreak of coronavirus ("COVID-19") pandemic across the globe has caused disruption to business and economic activities and uncertainties in the global economic environment. The full outcome of this event is still unknown and therefore the impact on the Group cannot be fully quantified at the date of issuance of this interim condensed consolidated financial information. Management assessed the impact of the pandemic on the significant estimates and judgements applied by them in arriving at the Group's reported amounts of financial and non-financial assets as of 30 September 2020. Management also assessed that the Group has adequate liquidity to settle its current liabilities.

Management is continuously monitoring and revising, where necessary, their assumptions, estimates and judgements and monitoring the liquidity position as events unfold.

3. Cash and bank balances

Casil alia palik palatices			
		Kuwaiti Dinars	
	30 September	31 December	30 September
	2020	2019	2019
		(Audited)	·
Cash on hand	27,694	38,532	54,139
Balance with banks	9,803,446	19,316,732	35,100,361
Short-term deposits with bank	60,800,000	16,000,000	
Cash and bank balances	70,631,140	35,355,264	35,154,500
Less: Margin deposits with banks whose original maturity period exceeds three months from the date of acquisition, included above Less: Term deposits with bank whose original maturity period	(54,375)	(71,308)	(71,381)
exceeds three months from the date of acquisition, included above	(57,800,000)	(10,000,000)	
Cash and cash equivalents in the statement of cash flows	12,776,765	25,283,956	35,083,119

Term deposits are denominated in Kuwaiti Dinars and are placed with a local bank carrying an effective rate of interest of 2.3% (31 December 2019: 3.6% and 30 September 2019: nil) per annum.

As at 30 September 2020, the undrawn bank overdraft facilities amounted to KD 2,750,000 (31 December 2019: KD 2,750,000 and 30 September 2019: KD 2,750,000).

Margin deposits with banks are held as margin money deposits against letter of guarantees facilities from local commercial banks.

4. Trade and other receivables

ridac and other receivables						
		Kuwaiti Dinars				
	30 September	31 December	30 September			
	2020	2019	2019			
	-	(Audited)				
Trade receivables	8,093,633	21,653,867	32,301,089			
Less: Provision for ECL	(706,149)	(582,927)	(541,803)			
	7,387,484	21,070,940	31,759,286			
Advance to suppliers	163,560	175,832	227,831			
Staff receivables	25,563	11,561	17,807			
Refundable deposits	91,562	94,393	93,437			
Prepaid expenses and other receivables	1,120,549	1,072,728	922,798			
	8,788,718	22,425,454	33,021,159			

5. Related party transactions

Related parties comprise of major shareholders and executive officers of the Group, their families and companies of which they are the principal owners. The Group enters into transactions with related parties. Pricing policies and terms are approved by the Group's management.

The related party transactions and balances included in this interim condensed consolidated financial information are as follows:

		Kuwaiti	Dinars	
	Three months p		Nine months p 30 Septe	
	2020	2019	2020	2019
Compensation of key management personnel				
Short-term benefits and Post-employment benefits	177,846	116,986	528,629	350,312

6. Deferred income

This represents fees received/billed in advance to be recognized as revenue as and when the service is rendered.

7. Long-term debts

LUIIG-LEITH GEDLS			
	* 	Kuwaiti Dinars	
	30 September 2020	31 December 2019 (Audited)	30 September 2019
Current portion	11,787,542	7,890,000	7,890,000
Non-current portion	5,321,723	10,879,265	12,484,990
	17,109,265	18,769,265	20,374,990

These debts are secured by mortgage of freehold land with a carrying value of KD 5,297,030 (31 December 2019: KD 5,297,030 and 30 September 2019: KD 5,297,030) included in property and equipment. These debts carry an effective interest rate of 3.5% per annum.

8. Cost of operations

		Kuwaiti	Dinars	
	Three months 30 Sept	-	Nine months 30 Sept	
	2020	2019	2020	2019
Staff salaries and related costs	3,494,821	3,053,662	11,961,364	11,347,819
Facilities costs	71,252	89,598	190,447	217,199
Material costs	27,958	61,098	48,075	139,299
Others	844	1,119	2,837	4,964
	3,594,875	3,205,477	12,202,723	11,709,281

9. General and administrative expenses

		Kuwaiti	Dinars	
	Three months 30 Septe		Nine months 30 Sept	•
	2020	2019	2020	2019
Staff salaries and related costs	1,253,799	1,151,651	3,840,028	3,620,128
Facilities costs	466,376	477,402	1,355,508	1,408,131
Depreciation and amortisation	1,238,431	956,641	3,302,315	2,938,196
Other administrative expenses	832,367	957,083	2,645,465	3,124,683
·	3,790,973	3,542,777	11,143,316	11,091,138



10.	Selling expenses					
		Kuwaiti Dinars				
		Three months period ended		Nine months period ended		
		30 Septe	30 September		30 September	
		2020	2019	2020	2019	
	Advertising and sales promotion	774,600	271,711	1,257,815	1,682,461	
	Staff salaries and related costs	41,238	77,461	142,179	237,196	
	Allowance for ECL	107,011	138,103	217,159	114,300	
	Others	36,195	33,188	78,499	153,629	
		959,044	520,463	1,695,652	2,187,586	

11. Basic and diluted earnings per share

Basic and diluted earnings per share is calculated as follows:

	Kuwaiti Dinars				
	Three months 30 Sept	•	Nine months period ended 30 September		
	2020	2019	2020	2019	
Profit for the period	16,579,622	9,019,029	24,128,420	26,096,343	
Number of shares outstanding:		Sha	es		
Weighted average number of paid up shares Less: Weighted average number of	122,236,800	122,236,800	122,236,800	122,236,800	
treasury shares outstanding	(582,448)	(582,448)	(582,448)	(582,448)	
Weighted average number of outstanding shares	121,654,352	121,654,352	121,654,352	121,654,352	
Basic and diluted earnings per share (fils)	136	74	198	215	

12. Segment information

Primary segment information – business segments:

The Group is organised into functional divisions in order to manage its various lines of business. All of the segment revenue reported below is from external customers. For the purpose of segment reporting, the Parent Company's management segregates the Group's activities into the following business segments:

- a) Training and Career Development Programs
- b) English Training
- c) Learning Solutions
- d) Higher Education

Segment results include revenues and expenses directly attributable to a segment. There are no significant intersegment transactions.

13.



Notes to the interim condensed consolidated financial information (Unaudited) For the period from 1 January 2020 to 30 September 2020

Segment information by business segments is as follows:

	Kuwaiti Dinars						
	Nine months period ended 30 September 2020						
	Training	English	Learning	Higher	Others	Total	
	and Career	Training	Solutions	Education			
	Development						
	Programs			-	-	-	
Segment revenues	393,935	149,244	437,730	48,966,413	<u> </u>	49,947,322	
Segment expenses	(843,576)	(271,620)	(389,351)	(20,390,153)	(1,066,980)		
Depreciation and amortisation	(14,442)	(5,268)	(30,987)	(3,244,487	• • • • • •		
Finance charges				(468,683	• • •		
Share of loss of associates	-	*	39.1	-	(7,501)	(7,501)	
Other income	3,927	(429)	-	975,019	31,683	1,010,200	
Profit/(loss) for the period	(460,156)	(128,073)	17,392	25,838,109	(1,138,852)	24,128,420	
Assets	726 545	107 107	C04 020	101 004 067	24 004 772	126 705 200	
Segment total assets	726,515	<u>187,187</u>	684,839	101,094,967	34,091,772	136,785,280	
Liabilities							
Segment total liabilities	383,156	141,950	269,747	29,358,366	2,073,961	32,227,180	
	*		.= "	,			
	<u> </u>			iti Dinars			
	Treining			ended 30 Sept		Total	
	Training and Career	English Training	Learning Solutions	Higher Education		s iotai	
	Development	Halling	Solutions	Ludcation			
	Programs				-		
Segment revenues	924,572	649,388	434,144	51,332,736	<u>ن</u> ا	53,340,840	
Segment expenses	(874,293)	(506,476)	(393,465)	(20,584,609)			
Depreciation and amortisation	(11,129)	(10,101)	(34,631)	(2,868,806)			
Finance charges Share of profit of associates	N#			(862,262)	(146,188) 13,450	13,450	
Other income	16,923	18,728	5,341	156,894	1,128	199,014	
Profit/(loss) for the period	56,073	151,539	11,389	27,173,953	(1,296,611)		
, , , , , , , , , , , , , , , , , , , ,							
Assets							
Segment total assets	1,000,290	494,164	559,475	119,288,740	8,301,332	129,644,001	
Liabilities							
Segment total liabilities	486,349	245,998	248,029	56,371,498	1,649,183	59,001,057	
Commitments and Contingent liabilities							
					waiti Dinars		
			30 Sep		December 2019	30 September 2019	
				2020	(Audited)	2019	
Commitments			9				
Capital commitments for const	ruction		(262,364	214,528	552,412	
Contingent liabilities							
Letters of guarantee			1,	673,418	1,582,252	1,541,464	



14. Treasury shares

Kuwaiti Dinars			
30 September 2020	31 December 2019 (Audited)	30 September 2019	
582,448	582,448	582,448	
0.48%	0.48%	0.48%	
1,514,947	1,754,333	1,820,150	
	2020 582,448 0.48%	30 September 2020 2019 (Audited) 582,448 582,448 0.48% 0.48%	

An amount equivalent to the cost of purchase of the treasury shares have been earmarked as non-distributable from statutory reserve, share premium, treasury shares reserve and retained earnings throughout the holding period of treasury shares.

15. Dividend distribution

The Shareholders' annual general assembly held on 23 March 2020 approved the audited consolidated financial statements of the Group for the year ended 31 December 2019 and resolved not to pay any dividend for that year (31 December 2018: 185 fils per share).

16. Comparative Information

Certain comparative figures have been reclassified to conform to the current period's presentation with no effect on the previously reported profits or equity.