

Tala Island Facility Management Co. Financial statements for the year ended 31 December 2011

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Tala Island Facility Management Co. Administration and Contact details as at 31 December 2011

Management

Jameel Ali Matrook Al Matrook Ashraf Sameer Saleem Othman

Office

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Independent auditor's report to the management of Tala Island Facility Management Co.

Report on the financial statements

We have audited the accompanying financial statements of Tala Island Facility Management Co. ("the Company"), which comprise the statement of financial position as at 31 December 2011, the statement of income and expenditure, the statement of changes in accumulated funds and the statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, 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.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive committee, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for qualified opinion

We draw attention to Note 7 to the financial statements which explain that Company has not complied with the provisions of Clause 29 of the Tala Island Owners' Association Agreement which requires the Company to set aside amounts towards the sinking fund from the contributions received. No amounts have been transferred to the sinking fund during the year ended 31 December 2011.

The Company does not have adequate supporting documents to confirm the recoverability of the carrying values of the overdue fee receivables amounting to BD121,404 as at 31 December 2011. According, we are unable to determine the provision (if any) that might be required for impairment, and its corresponding impact on the operational results for the year ended 31 December 2011.

Qualified opinion

In our opinion, except for the effects of the matters referred to in the basis for qualified opinion paragraphs, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2011, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of matter

We draw attention to Note 2 in the financial statements which states that although the Company has reported an excess of income over expenditure amounting to BD21,466 during the year ended 31 December 2011, the Company's net worth has been completely eroded and the accumulated deficit amounted to BD349,274 as at 31 December 2011. These factors raise substantial doubt about the Company's ability to continue to operate as a going concern without the continued financial support of the Managing Company. However, these financial statements have been prepared on a going concern basis as the Managing Company has confirmed its willingness to continue the business and provide adequate financial support to the Company, whenever considered necessary, to meet its liabilities as and when they fall due. Our opinion is not qualified in respect of this matter.

Manama, Kingdom of Bahrain 30 June 2016



Tala Island Facility Management Co. Statement of financial position as at 31 December 2011 (Expressed in Bahrain Dinars)

	Notes	2011	2010
ASSETS Non-current assets Plant and equipment	5	<u>704</u>	<u>1,885</u>
Current assets Fee receivables	6	306,063	<u>_79,794</u>
Total assets		306,767	<u>81,679</u>
EQUITY AND LIABILITIES Capital and reserves Accumulated deficit		<u>(349,274)</u>	<u>(370,740</u>)
Non-current liabilities Employees' terminal benefits	8	<u>2,487</u>	2,122
Current liabilities Trade and other payables	9	653,554	450,297
Total equity and liabilities		<u>306,767</u>	<u>81,679</u>

These financial statements, set out on pages 4 to 17, were approved and authorised for issue and signed by the management on **30** June 2016.

Jameel Ali Matrook Al Matrook

Director

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Ashraf Sameer Saleem Othman

Director

Tala Island Facility Management Co.
Statement of income and expenditure for the year ended 31 December 2011 (Expressed in Bahrain Dinars)

	<u>Notes</u>	2011	2010
Revenue Direct costs	10 11	470,111 <u>(345,982</u>)	197,365 (323, <u>391</u>)
Other income		124,129 3,326	(126,026)
		127,455	<u>(124,766</u>)
Expenses General and administrative expenses	12	(105,989)	(132,199)
Excess of income over expenditure/ expenditure over income for the year		21,466	<u>(256,965</u>)

These financial statements, set out on pages 4 to 17, were approved and authorised for issue and signed by the management on 30 June 2016.

Jameel Ali Matrook Al Matrook Director

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Ashraf Sameer Saleem Othman Director

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Tala Island Facility Management Co.
Statement of changes in accumulated funds for the year ended 31 December 2011 (Expressed in Bahrain Dinars)

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	Accumulated funds
At 31 December 2009 Excess of expenditure over income for the year	(113,775) <u>(256,965</u>)
At 31 December 2010 Excess of income over expenditure for the year	(370,740) 21,466
At 31 December 2011	<u>(349,274</u>)

Tala Island Facility Management Co.
Statement of cash flows for the year ended 31 December 2011 (Expressed in Bahrain Dinars)

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	<u>Notes</u>	2011	2010
Operating activities			
Excess of income over expenditure/ expenditure over income for the year Adjustments for:		21,466	(256,965)
Depreciation	5	1,181	1,864
Changes in operating assets and liabilities: Fee receivables Trade and other payables Employees' terminal benefits, net		(226,269) 203,257 <u>365</u>	125,384 129,777 1,238
Net cash provided by operating activities		-	1,298
Investing activities			
Purchase of plant and equipment	5	•	(1,298)
Net cash used in investing activities			(1,298)
Net movement in cash and cash equivalents		•	
Cash and cash equivalents, beginning of the year			-
Cash and cash equivalents, end of the year		•	•

1 Organisation and activities

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Tala Island Facility Management Co. ("the Company"), is operated by Tala Property Development W.L.L. ("the Managing Company"), a limited liability company registered with the Ministry of Industry and Commerce in the Kingdom of Bahrain and operates under commercial registration number 52089 obtained on 29 October 2003.

On progressive completion of various units located within Tala Island, the Company provided facility management and related services to the residents through the Managing Company till the formation of the individual owners' association.

The principal activities of the Company are to provide facility management services to the residents of Tala Island on behalf of the owners' association for the properties located in the Tala Island.

The office of the Company is located in Amwaj Islands in the Kingdom of Bahrain.

2 Basis of preparation

Statement of compliance

The financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as promulgated by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Going concern

Although the Company has reported an excess of income over expenditure amounting to BD21,466 during the year ended 31 December 2011, the Company's net worth has been completely eroded and the accumulated deficit amounted to BD349,274 as at 31 December 2011. These factors raise substantial doubt about the Company's ability to continue to operate as a going concern without the continued financial support of the Managing Company. However, these financial statements have been prepared on a going concern basis as the Managing Company has confirmed its willingness to continue the business and provide adequate financial support to the Company, whenever considered necessary, to meet its liabilities as and when they fall due.

Basis of presentation

The financial statements have been prepared under the historical cost convention and using going concern assumption. The financial statements have been presented in Bahrain Dinars which is the functional currency of the Company.

The preparation of financial statements in conformity with International Financial Reporting Standards requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the Company's accounting policies.

Improvements/amendments to IFRS (2010/2011)

Improvements/amendments to IFRS issued in 2011 contained numerous amendments to IFRS that the IASB considers non-urgent but necessary. 'Improvements to IFRS' comprise amendments that result in accounting changes to presentation, recognition or measurement purposes, as well as terminology or editorial amendments related to a variety of individual IFRS standards. The amendments are effective for the Company's 2011 annual audited financial statements with earlier adoption permitted. No material changes to accounting policies are expected as a result of these amendments.

2 Basis of preparation (continued)

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Standards, amendments and interpretations issued and effective in 2011 but not relevant

The following new standards, amendments to existing standards and interpretations to published standards are mandatory for accounting periods beginning on or after 1 January 2011 or subsequent periods, but are not relevant to the Company's operations:

Standard or Interpretation	Title	Effective for annual periods beginning on or after
IFRS 1	First Time Adoption of International Financial Reporting Standards	1 July 2010/
IFRS 3	Business Combinations	1 January 2011
IFRS 7	Financial Instruments - Disclosures	1 July 2010
IAS 1	Presentation of Financial Statements	1 January 2011
IAS 24	Related Darty Disclaration	1 January 2011
IAS 27	Related Party Disclosures	1 January 2011
IAS 32	Consolidated and Separate Financial Statements	1 July 2010
IAS 34	Financial Instruments - Presentation	1 February 2010
IFRIC 13	Interim Financial Reporting	1 January 2011
	Customer Loyalty Programmes	1 January 2011
IFRIC 14	The Limit on Defined Benefit Assets, Minimum Funding Requirements and their Interaction	1 January 2011
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments	1 July 2010

Standards, amendments and interpretations issued but not yet effective in 2011

The following IFRS and IFRIC interpretations issued/revised as at 1 January 2011 or subsequent periods, but not yet effective, have not been early adopted by the Company's management:

Standard or Interpretation	<u>Title</u>	Effective for annual periods beginning on or after
IAS 1 IAS 12	Presentation of Financial Statements	1 January 2012
IAS 12	Income Taxes	1 January 2012
IAS 19	Employee Benefits	1 January 2013
IAS 27	Separate Financial Statements	1 January 2013
	Investments in Associates and Joint Ventures	1 January 2013
IFRS 1	First Time Adoption of International Financial	-
IFRS 7	Reporting Standards	1 July 2011
· · · · · · · ·	Financial Instruments - Disclosures	1 July 2011
IFRS 9	Financial Instruments - Classification and Measurement	1 January 2013
IFRS 10	Consolidated Financial Statements	1 January 2013
IFRS 11	Joint Agreements	1 January 2013
IFRS 12	Disclosure of Interests in Other Entities	1 January 2013
IFRS 13	Fair Value Measurement	1 January 2013

There would have been no change in the operational results of the Company for the year ended 31 December 2011 had the Company early adopted any of the above standards applicable to the Company.

Early adoption of amendments or standards in 2011

The Company did not early-adopt any new or amended standards in 2011.

3 Significant accounting policies

A summary of the significant accounting policies adopted in the preparation of these financial statements is set out below. These policies have been consistently applied to all the years presented, unless stated otherwise.

Plant and equipment

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Plant and equipment are stated at historical cost less accumulated depreciation. Cost includes all costs directly attributable to bringing the plant and equipment to their present location and condition for their intended use.

Depreciation is calculated on the straight-line method to write-off the cost of plant and equipment to their estimated residual values over their expected useful lives as follows:

Office equipment 3 years Furniture and fixtures 3 years

Gains and losses on disposal of plant and equipment are determined by reference to their carrying amount and are taken into account in determining net profit.

Repairs and renewals are charged to the statement of income and expenditure when the expenditure is incurred.

The carrying values of the plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying values may not be recoverable. If any such indication exists, and where the carrying values exceed the estimated recoverable amounts plant and equipment are written-down to their recoverable amounts.

Fee receivables

Fee receivables are carried at their anticipated realisable values. An estimate is made for impaired fee receivables based on a review of all outstanding amounts at the year-end. Impaired fee receivables which are not considered recoverable are written-off when they are identified.

Trade payables

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

Deferred income

Deferred income represents fees and commission income received in advance which are recognised as income in the period in which they arise.

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation in future and the amount of the obligation can be reliably estimated.

3 Significant accounting policies (continued)

Employee benefits

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Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post employment benefits

Employee benefits and entitlements to annual leave, holiday, air passage and other short-term benefits are recognised as they accrue to the employees. The Company contributes to the pension scheme for Bahraini nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain. This is a defined contribution pension plan and the Company's contributions are charged to the statement of income and expenditure in the year to which they relate. In respect of this plan, the Company has a legal obligation to pay the contributions as they fall due and no obligation exists to pay the future benefits.

The expatriate employees of the Company are paid leaving indemnity in accordance with the provisions of the Bahrain Labour Law. The Company accrues for its liability in this respect on an annual basis.

Revenue recognition

Revenue represents the contributions collected in return for providing facility management services to the residents of Tala Island on behalf of the Owners' association, which is recorded based on the agreements entered into and is accounted for on the accruals basis.

Other income is recognised on an accruals basis, unless collectability is in doubt.

4 Critical accounting judgments and key source of estimation uncertainty

The preparation of financial statements in accordance with IFRS requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. The determination of estimates requires judgments which are based on historical experience, current and expected economic conditions, and all other available information. Actual results could differ from those estimates.

4 Critical accounting judgments and key source of estimation uncertainty (continued)

The most significant areas requiring the use of management estimates and assumptions in these financial statements relate to:

- economic useful lives of plant and equipment;
- provisions; and
- contingencies.

Economic useful lives of plant and equipment

The Company's plant and equipment are depreciated on a straight-line basis over their economic useful lives. Useful economic lives of plant and equipment are reviewed by management periodically. The review is based on the current condition of the assets and the estimated period during which they will continue to bring economic benefit to the Company.

Provisions

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The Company creates provision for impaired fee receivables to account for estimated losses resulting from the inability of customers to make the required payments. At 31 December 2011, in the opinion of the Company's management, no provision is required towards impaired fee receivables (2010: BDNil). When evaluating the adequacy of provision for impaired fee receivables, management bases its estimate on current overall economic conditions, ageing of the fee receivable balances, historical write-off experience, customer creditworthiness and changes in payment terms. Changes in the economy, industry or specific customer conditions may require adjustments to the provision for impaired fee receivables recorded in these financial statements.

Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of such contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

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,	Plant and equipment			
		Office equipment	Furniture	-
	Cost	equipment	ano rixture:	<u> 101a</u>
	At 31 December 2009 Additions	4,747 <u>1,298</u>	355	5,102 - <u>1,298</u>
	At 31 December 2010 and 2011	6,045	355	6,400
	Accumulated depreciation			
	At 31 December 2009 Charge for the year (Note 12)	2,507 <u>1,745</u>	144 119	_,
	At 31 December 2010 Charge for the year (Note 12)	4,252 1,089	263 92	
	At 31 December 2011	<u>5,341</u>	355	5,696
	Net book amount			
	At 31 December 2011	<u>704</u>		704
	At 31 December 2010			4.005
		<u> 1,793</u>	<u>92</u>	<u> 1,885</u>
	The Company operates from related party premise			
	The Company operates from related party premise	es with no rent obli		BDNil).
	The Company operates from related party premise	es with no rent obli	gations (2010: December	31 December
	The Company operates from related party premise Fee receivables	es with no rent obli	gations (2010: December 2011	
	The Company operates from related party premise Fee receivables Fee receivables	es with no rent oblination and see some sees with no rent oblination and sees with the	gations (2010: December 2011 306,063	31 December
	The Company operates from related party premise Fee receivables Fee receivables Fee receivables are generally on 90 to 120 days cree	es with no rent obli 31 dit terms. eceivables is as follo	gations (2010: December 2011 306,063	31 December 2010 79,794
	The Company operates from related party premise Fee receivables Fee receivables Fee receivables are generally on 90 to 120 days cree	es with no rent obli 31 dit terms. eceivables is as follo	gations (2010: December 2011 306,063 ws: December	31 December

Unimpaired fee receivables are expected, on the basis of past experience, to be fully recoverable. It is not the practice of the Company to obtain collateral over fee receivables and, therefore, are all unsecured. In the opinion of the Company's management, the fair values of the fee receivables are not expected to be significantly different from their carrying values.

The Company's fee receivables are primarily denominated in Bahrain Dinars.

7 Sinking fund

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In accordance with Clause 29 of the Tala Island Owners' Association Agreement, an amount equivalent to 10% of the contributions received from the Owners over a period of 10 years shall be set aside in a special fund and shall belong to the Owner's Association. Such amounts maintained shall be treated as a sinking fund and shall be earmarked to meet any renovations and emergency requirements. No deductions have been made as of 31 December 2011 and no amount has been transferred to the sinking fund during the year ended 31 December 2011 (2010: BDNil).

8 Employees' terminal benefits

Local employees

The contributions made by the Company towards the pension scheme for Bahraini nationals administered by the Social Insurance Organisation in the Kingdom of Bahrain for the year ended 31 December 2011 amounted to BD1,404 (2010: BD2,924).

Expatriate employees

The movement in leaving indemnity liability applicable to the expatriate employees is as follows:

		31 December 2011	31 December 2010
	Opening balance Accruals for the year Payments during the year	2,122 1,235 <u>(870</u>)	884 1,460 <u>(222</u>)
	Closing balance	<u>2,487</u>	<u>2,122</u>
	Number of staff employed by the Company	28	<u>31</u>
9	Trade and other payables		
		31 December2011	31 December 2010
	Trade payables Advances from customers Accruals and other payables Amounts due to related parties (Note 13)	42,403 36,172 8,085 566,894	22,977 143,774 8,978 <u>274,568</u>
	Trede accepts	<u>653,554</u>	<u>450,297</u>

Trade payables are generally settled within 30 to 60 days of the suppliers' invoice date.

Amounts due to related parties are unsecured, non-interest bearing and have no fixed repayment terms.

As at 31 December 2011, the maturity profile of trade payables is as follows:

	Total	Less than 6 months	More than <u>6 months</u>
At 31 December 2011	42,403	42,403	
At 31 December 2010	22,977	22,977	_

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Tala Island Facility Management Co.

Notes to the financial statements for the year ended 31 December 2011
(Expressed in Bahrain Dinars)

10	Revenue		
		Year ended 31 December 2011	Year ended 31 December 2010
	Revenue Marina Phase 1A1B	104,826	6,649
	Revenue Palm Phase 1FGH	92,056	49,571
	Revenue Garden View Phase 4EFGH	81,090	55,702
	Revenue Villas Phase 1C,1D,1E,4A,4B	60,134	8,630
	Revenue Reef Phase 4CD	43,799	31,293
	Revenue Coral Phase 3CDEF	30,510	26,128
	Revenue Houses Phase 2A,2B,3B	29,038	3,544
	Revenue Sea View Phase 3A	14,834	8,316
	Revenue Sea View Phase 2C	13,824	<u>7,532</u>
		<u>470,111</u>	<u>197.365</u>
l	Direct costs		
		Year ended	Year ended
		31 December	31 December
		2011	2010
	Costs Garden View Phase 4EFGH	65,698	57,560
	Costs Palm Phase 1FGH	52,873	57,346
	Costs Marina Phase 1A1B	48,187	50,178
	Costs Coral Phase 3CDEF	41,029	38,239
	Costs Reef Phase 4CD	39,140	34,828
	Costs Villas Phase 1C,1D,1E,4A,4B	29,103	27,965
	Costs Houses Phase 2A, 2B, 3B	14,873	14,332
	Costs Sea View Phase 3A	12,363	11,844
	Costs Sea View Phase 2C	7,878	6,743
	Common Areas	<u>34,838</u>	<u>24,356</u>
		<u>345,982</u>	<u>323,391</u>
2	General and administrative expenses		
		Year ended	Year ended
		31 December	31 December
		2011	2010
	Staff costs and allowances	85,098	90,268
	Depreciation (Note 5)	1,181	1,864
	Other general and administrative expenses	<u>19,710</u>	40,067
		105,989	132,199

13 Transactions and balances with related parties

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Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include entities over which the Company exercises significant influence, directors and executive management of the Company. The Company's transactions with related parties are authorised by the management.

The following are the transactions and balances entered into with the related parties during the year ended and as at 31 December:

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	31 December 2011	Year ended 31 December 2010
Related party transactions		
Expenses (Transactions with parties with common ownership)		
Tala Property Development W.L.L. Ossis B.S.C. (c) Circo Properties and Facility Management Company W.L.L. BIW Labour Accommodation Co. W.L.L.	405,662 114,991 74,012 12,960 607,625	184,163 127,740 68,300 5,940
Amounts due to related parties (Note 9)		
Tala Property Development W.L.L. (Common ownership) Ossis B.S.C. (c) (Common ownership)	552,490 14,404	146,828 <u>127,740</u>
	566,894	<u>274,568</u>

14 Financial assets and liabilities and risk management (continued)

Financial assets and liabilities carried on the statement of financial position include fee receivables and trade and other payables. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

Capital management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise management' value.

The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. No changes were made in the objectives, policies and processes during the years ended 31 December 2011 and 2010.

14 Financial assets and liabilities and risk management (continued)

Capital management (continued)

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The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, trade and other payables. Capital includes reserves attributable to the management of the Managing Company.

	31 December2011	31 December2010
Trade and other payables	653,554	450,297
Net debt	653,554	<u>450,297</u>
Accumulated deficit	(349,274)	(370,740)
Total capital	(349,274)	(370,740)
Total capital and net debt	304,280	<u>79,557</u>
Gearing ratio		

As at 31 December 2011 and 2010, the Company's net worth has been fully eroded. Accordingly, no gearing ratio has been calculated.

Credit risk is the risk that one party will fail to discharge an obligation and cause the other party to incur a financial loss. Concentration of credit risk with respect to fee receivables is limited due to the Company's large number of customers. Management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Company's fee receivables.

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company's assets and liabilities, in the opinion of the management, are not sensitive to interest rate risk.

Liquidity risk, also referred to as funding risk, is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial assets and liabilities. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

Liquidity risk is managed by monitoring on a regular basis to help ensure that sufficient funds are available to meet all liabilities as they fall due.

Fair value measurement

Fair value is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Financial instruments not measured at fair value on recurring basis include fee receivables and trade and other payables excluding employee terminal benefits. In the opinion of the management, due to the short-term nature of these financial instruments, the fair value of these financial instruments is not significantly different from their carrying amounts as at 31 December 2011.

15 Events after reporting date

There were no events subsequent to 31 December 2011 and occurring before the date of the report that are expected to have a significant impact on these financial statements.

