



JD Capital plc
HHF 303/304,
Hal Far Industrial Estate,
Birzebbuga BBG 3000
Malta

COMPANY ANNOUNCEMENT

Approval of interim financial statements

Date of Announcement	26 August, 2024
Reference	JDC 82/2024

QUOTE

During the meeting of the Board of Directors of JD Capital p.l.c. (the “**Company**”) held today 26 August, 2024, the Board of Directors of the Company approved the Company’s unaudited interim financial statements for the six-month period ended 30 June, 2024.

The interim financial statements are attached herewith and are also available for viewing on the website of the Company at <https://jsdimech.com/investor-relations/>.

UNQUOTE

By order of the Board of Directors of the Company

Dr. Malcolm Falzon
Company Secretary



JD CAPITAL PLC

**Condensed Interim Consolidated Financial Statements
(Unaudited)**

for the six months period ended 30 June 2024

Company registration No.: C 82098



Condensed Interim Consolidated Financial Statements (Unaudited)
For the Six Months Period Ended 30 June 2024

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JD CAPITAL PLC

Condensed Interim Consolidated Financial Statements (Unaudited)
For the Six Months Period Ended 30 June 2024

GENERAL INFORMATION

Registration

JD Capital PLC is registered in Malta as a public limited liability company under the Maltese Companies Act (Cap 386). The company's registration number is C 82098.

Directors

Franco Azzopardi	(appointed 1 August 2024)
Josef Dimech	
Jesmond Manicaro	
Stephen Muscat	
Jonathan Pace	(resigned 1 August 2024)
Stanley Portelli	

Company secretary

Malcolm Falzon

Registered office

HHF 303 Industrial Estate
Hal Far
Birzebbugia BBG 3000
Malta

Bankers

Bank of Valletta p.l.c.
58, Zachary Street
Valletta VLT 1130
Malta

Izola Bank p.l.c
53/58 East Street
Valletta VLT 1251
Malta

Auditors

RSM Malta
Mdina Road
Zebbug ZBG 9015
Malta

INTERIM DIRECTORS' REPORT

This Half-Yearly report is being published in terms of Chapter 5 of the Capital Market Rules and the Prevention of Financial Markets Abuse Act, 2005. The Half-Yearly Report comprises the condensed interim consolidated financial statements for the six months ended 30 June 2024 prepared in accordance with the International Accounting Standard (IAS) 34, *Interim Financial Reporting* of the International Financial Reporting Standards (IFRS Accounting Standards) as adopted by the European Union (EU).

Principal Activity

The principal object of JD Capital PLC ("the Company") is that of a parent holding company and financing company for its subsidiaries. The Company has three subsidiaries, namely, JD Operations Limited, JD Birkirkara Limited and JD Real Estate Development Ltd (collectively, referred to as "the Group").

The Group is engaged in the business of providing aluminium, steel, wrought iron, large scale glass formats, stainless steel works, as well as the construction of steel structures through its main subsidiary JD Operations Limited. The Group holds investment property through its subsidiary JD Birkirkara Limited and shall be engaged in the business of property development for resale as well as property to be held as investment property through its subsidiary JD Real Estate Development Limited.

Review of the business

The Group's performance is satisfactory, and the directors expect that the present level of operating activity to be sustained in the forthcoming six months. The Group's level of business activity during the first 6 months of the current financial year increased when compared to the same 6 months of the previous year.

Revenue

Revenue for the 6-month period under review amounts to €8.0 million (2023: €5.24 million).

EBITDA

EBITDA (earnings before interest, tax, depreciation and amortisation) for the 6 months amounts to €1.65 million (2023: €1.18 million) with adjusted EBITDA, that is, EBITDA before movement in expected credit losses and fair value movements amounts to €1.69 million (2023: €1.09 million).

EBIT

EBIT for the 6-month period under review amounts to €1.34 million (2023: €0.83 million)

Investment in non-current assets

During the 6-month period under review, the Group acquired a property, known as the Ta' Monita residence and it currently sits in its balance sheet as investment property at a value of €6.8 million, which represents its acquisition value.



JD CAPITAL PLC

Condensed Interim Consolidated Financial Statements (Unaudited)
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Equity

The Group's equity includes a share capital of €7.55 million (2023: €7.55 million) made up of 7,546,700 ordinary shares of €1.00 each. Other reserves for the year amounted to €3.20 million (2023: €3.20 million), and these represent a gratuitous capital contribution by the parent company. Revaluation reserves which at Group level arise on the revaluation of the land at the Hal Far site held as right-of-use amount to €8.17 (2023: €8.17 million). Retained earnings held by the Group amount to €1.75 million (2023: €1.43 million). The total equity of the Group is €20.67 million (2023: €20.34 million).

Total assets

The Group's total assets amount to €84.05 million (2023: €76.33 million).

Events after the end of the reporting period

There were no events after the end of the reporting period that materially affected the financial position of the Group or of the Company, or that require mention in this report.

Approved by the Board of Directors on 26 August 2024 and signed on its behalf by

Josef Dimech
Director

Stephen Muscat
Director



JD CAPITAL PLC

Condensed Interim Consolidated Financial Statements (Unaudited)
For the Six Months Period Ended 30 June 2024

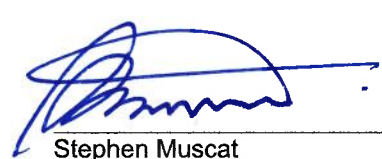
DIRECTORS' DECLARATION

We hereby confirm that to the best of our knowledge:

- The condensed consolidated interim financial statements give a true and fair view of the financial position of the Group as at 30 June 2024, and of its financial performance and cash flows for the six-month period then ended in accordance with IAS 34, *Interim Financial Reporting*; and
- The Interim Directors' Report includes a fair review of the information required in terms of Chapter 5 of the Capital Market Rules.



Josef Dimech
Director



Stephen Muscat
Director

26 August 2024

CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	01.01.2024 to 30.06.2024 (Unaudited) €	01.01.2023 to 30.06.2023 (Unaudited) €
Revenue	8,007,248	5,242,498
Cost of sales	(6,049,885)	(3,850,564)
Gross profit	1,957,363	1,391,934
Selling and distribution expenses	(62,189)	(87,033)
General and administrative expenses	(644,506)	(693,286)
Other income	126,714	131,436
Operating profit	1,377,382	743,051
Finance income	25,214	25,363
Finance costs	(689,373)	(638,220)
Impairment on financial assets	(39,746)	86,633
Profit before tax	673,477	216,827
Tax	(354,641)	(148,436)
Profit for the year	318,836	68,391
Other comprehensive income		
<i>Items that will not be reclassified subsequently to profit or loss</i>		
Revaluation of land and buildings, net of tax	-	-
Total comprehensive income for the year	318,836	68,391
Earnings per share	0.04	0.01

Condensed Interim Consolidated Financial Statements (Unaudited)
For the Six Months Period Ended 30 June 2024

CONDENSED INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	30.06.2024 (Unaudited) €	31.12.2023 (Audited) €
ASSETS			
Non-current assets			
Property, plant and equipment		28,125,251	28,008,219
Investment property		12,688,084	5,734,292
Intangible assets		224,497	224,497
Financial assets at amortised cost		1,738,940	1,713,858
		42,776,772	35,680,866
Current assets			
Financial assets at amortised cost		11,512,015	9,224,971
Inventories		1,787,638	1,563,290
Contract assets		10,547,976	11,140,846
Trade and other receivables		17,037,169	18,331,746
Cash and cash equivalents		389,041	384,212
		41,273,839	40,645,065
TOTAL ASSETS		84,050,611	76,325,931
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital		7,546,700	7,546,700
Other reserves		3,200,000	3,200,000
Revaluation reserve		8,165,699	8,165,699
Retained earnings		1,750,253	1,431,417
TOTAL EQUITY		20,662,652	20,343,816
Non-current liability			
Borrowings	3	33,430,992	28,850,855
Lease liabilities		3,369,065	3,395,551
Trade and other payables		2,133,452	1,684,944
Deferred tax liabilities		2,643,640	2,643,640
Non-current tax liabilities		694,945	243,374
		42,272,094	36,818,364
Current liabilities			
Borrowings	3	2,784,243	2,809,413
Lease liabilities		52,272	50,958
Contract liabilities		6,212,214	4,185,471
Current tax liabilities		846,845	951,718
Trade and other payables		11,220,291	11,166,191
		21,115,865	19,163,751
TOTAL LIABILITIES		63,387,959	55,982,115
TOTAL EQUITY AND LIABILITIES		84,050,611	76,325,931

The condensed interim consolidated financial statements on pages 5 - 12 were approved and authorised for issue by the Board of Directors on 26 August 2024 and signed on its behalf by:


Josef Dimech
Director


Stephen Muscat
Director



JD CAPITAL PLC

Condensed Interim Consolidated Financial Statements (Unaudited)
For the Six Months Period Ended 30 June 2024

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital €	Other Reserves €	Revaluation Reserve €	Retained earnings €	Total €
Financial year ended 31 December 2023:					
Balance at 1 January 2023	7,546,700	-	7,856,800	1,401,612	16,805,112
Comprehensive income:					
<i>Profit for the financial year</i>	-	-	-	29,805	29,805
Other comprehensive income:					
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Revaluation of land and building, net of deferred tax	-	-	308,899	-	308,899
Total comprehensive income	-	-	308,899	29,805	338,704
Transactions with owners:					
Capitalisation of amounts with shareholder	-	3,200,000	-	-	3,200,000
Total transactions with owners	-	3,200,000	-	-	3,200,000
Balance at 31 December 2023	7,546,700	3,200,000	8,165,699	1,431,417	20,343,816
Six months period ended 30 June 2024:					
Balance at 1 January 2024	7,546,700	3,200,000	8,165,699	1,431,417	20,343,816
Total comprehensive income for the period:					
<i>Profit for the period</i>	-	-	-	318,836	318,836
Total comprehensive income	-	-	-	318,836	318,836
Balance at 30 June 2024	7,546,700	3,200,000	8,165,699	1,750,253	20,662,652

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

	01.01.2024 to 30.06.2024 (Unaudited) €	01.01.2023 to 30.06.2023 (Unaudited) €
Cash flows from operating activities		
Profit before tax	673,477	216,827
Adjustments for:		
Finance cost	689,374	638,220
Depreciation expense	309,916	348,004
Impairment of financial assets	39,746	(86,633)
Amortisation of bond issue costs	39,977	14,984
Finance income	(25,214)	(25,363)
Cash from operations before working capital changes	1,727,276	1,106,039
Increase/(decrease) in inventories	(224,349)	138,224
Decrease/(increase) in trade and other receivables and contract assets	1,927,054	(994,839)
Increase in trade and other payables and contract liabilities	2,527,040	374,290
Cash from operating activities	5,957,021	623,714
Interest received/(paid)	25,214	(55,643)
Income taxes paid	(7,943)	(164,050)
Net cash flows generated from operating activities	5,974,292	404,021
Cash flows from investing activities		
Acquisition of property, plant and equipment and investment property	(7,377,902)	(276,198)
Movement in amounts due from subsidiaries and related companies	(2,279,971)	(24,944)
Net cash flows used in investing activities	(9,657,873)	(301,142)
Cash flows from financing activities		
Net proceeds from private placement	4,885,250	-
Net movement in bank borrowings	(418,131)	(486,665)
Interest paid	(603,698)	(159,017)
Interest paid on lease liabilities	(85,676)	(86,851)
Payments on finance leases	(25,172)	(21,746)
Movement in amount due to related company	(12,186)	-
Net cash flows generated from financing activities	3,740,387	(754,279)
Net movement in cash and cash equivalents	56,806	(651,400)
Cash and cash equivalents at beginning of period	317,627	882,676
Cash and cash equivalents at end of period	374,433	231,276



JD CAPITAL PLC

Condensed Interim Consolidated Financial Statements (Unaudited)
For the Six Months Period Ended 30 June 2024

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

These unaudited condensed interim consolidated financial statements for the six-month period ended 30 June 2024 have been prepared in accordance with International Accounting Standard (IAS) 34, *Interim Financial Reporting*.

These interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2023, which have been prepared in accordance with International Financial Reporting Standards (IFRS Accounting Standards) as adopted by the European Union (EU).

In addition, results for the six-month period ended 30 June 2024 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2024.

2. MATERIAL ACCOUNTING POLICY INFORMATION

The principal accounting policies adopted are consistent with those of the Group's financial statements for the year ended 31 December 2023. In addition, the Group has adopted the new or amended accounting standards and interpretations adopted which are effective for annual periods beginning 1 January 2024. The application of these new standards and interpretations did not have any material impact on the amounts reported for the current and prior periods.

Use of judgements and estimates

In preparing condensed interim consolidated financial statements, the Board of Directors have made 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.

There have been no material revisions to the nature and estimates of amounts reported in prior periods. The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements as at 31 December 2023.

Impact of accounting standards to be applied in future periods

There are several standards and interpretations which have been issued that are effective for periods beginning 1 January 2024 that the Group has decided not to adopt early. The Group does not believe these standards and interpretations will have a material impact on the financial statements once adopted.

NOTES TO THE CONSENSSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS - continued

3. BORROWINGS

	30.06.24	31.12.23
	(unaudited)	(audited)
	€	€
Non-current		
€14,000,000 bonds, 4.85% unsecured (i)	13,675,020	13,655,465
€11,000,000 bonds, 6% unsecured (ii)	10,819,647	10,815,425
€5,000,000 securities, 7.25% unsecured (iii)	4,901,451	-
Bank loan I (iv)	206,968	290,512
Revolving facility (vii)	-	4,089,453
Bank overdraft (vii)	3,827,906	-
	33,430,992	28,850,855
Current		
Bank loan I (iv)	163,473	140,745
Bank loan II (v)	-	255,555
Bank loan III (vi)	1,376,646	1,500,000
Revolving facility (vii)	418,834	707,872
Bank overdrafts (vii)	638,608	66,585
Amounts due to related company (viii)	186,682	138,656
	2,784,243	2,809,413

- i. During the year ended 31 December 2022, the Company issued tranche 1 of a new series of bonds, series 1, amounting to €14,000,000. The bonds will mature on 25 November 2032 with annual interest payments every 25th of November until maturity. The amount presented is net of unamortised bond issue costs of €325,323 (31.12.2023: €344,878). The fair value of the bonds for every €100 bond as at 30 June 2024 was €99.50 (31.12.2023: €99.99). A bond exchange offer was accepted by all prior bondholders whereby the 50,000 securities with a nominal value of €100 were exchanged to 50,000 securities with a nominal value of €100 in the new tranche. Additionally, a premium of €2 per bond was paid by the Company amounting to €100,000.
- ii. During the year ended 31 December 2023 the Company issued tranche 2 of series 1 bonds, amounting to €11,000,000. The bonds will mature on 19 July 2033 with annual interest payments every 19th of July until maturity. The amount presented is net of unamortised bond issue costs of €180,353 (31.12.23: €184,575). The fair value of the bonds for every €100 bond as at 31 December 2024 was €105.5 (31.12.2023: €101.5)
- iii. During the period ended 30 June 2024, the Company issued unlisted securities, amounting to €5,000,000. The securities will mature on 30 January 2027 with annual interest payments every 30th of January until maturity. The amount presented is net of unamortised bond issue costs of €98,550 (31.12.23: Nil). The securities have a nominal value of €1,000 each.

NOTES TO THE CONSENSSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS - continued

3. BORROWINGS - continued

- iv. Bank loan I pertains to a loan with a local bank under the Malta Development Bank's COVID-19 Assist Program. The loan shall bear interest at a fixed rate of 2.5% per annum for the first two years from the take up of the loan and thereafter at the rate of the aggregate of the margin of 2.75% per annum and the three-month EURIBOR. The loan is repayable over a period of six years inclusive of a 12-month moratorium on the principal and six-months on interest. Following the moratorium period, the loan shall be repayable in 60 monthly installments of €12,500. As from November 2023 the monthly installments were increased to €13,250. The loan is secured by a first general hypothec over the Company's assets and guarantee by the ultimate shareholder.
- v. Bank loan II is a loan with another local bank taken as well under the Malta Development Bank's COVID-19 Assist Program and is fully utilised as at year-end. The loan bore interest at the rate of the aggregate of the margin of 3.15% per annum and the three-month EURIBOR. The loan was fully repaid in May 2024. The loan was secured by a first special hypothec for the amount of €200,000 over the Company assets.
- vi. Bank loan III pertains to a loan with a local bank. This is to be repaid by November 2024 and is subject to 5.65% interest. The loan is secured by a joint and several guarantee amounting to €1,500,000 provided by the ultimate beneficial owner.
- vii. The revolving facility was secured by title transfer, bore an interest at the rate of 5% per annum plus the 12- month EURIBOR and was repayable in accordance with the term sheet as agreed with the bank for each drawdown. The revolving facility was of €6,000,000.
- In 2024, the facility was re-financed as follows:
- €4,500,000 to serve as an overdraft facility and to be repaid in monthly installments of €52,000 inclusive of interest in the first 2 years and monthly installments of €89,015 inclusive of interest for the following 4 years, repayable by June 2029.
 - €500,000 to continue serving as a revolving facility.
- viii. The amounts due to subsidiaries and related company are unsecured, interest-free, and repayable on demand.

4. RELATED PARTY TRANSACTIONS

The Group carries out transactions with related parties on a regular basis and in the ordinary course of the business.

The following summarises the transactions with related parties that transpired during the period:

	30.06.24	30.06.23
	€	€
Revenue	1,444,984	1,545,690
Management fees	97,847	104,186
Recharges	5,377	(201,813)

Directors' remuneration during the period amounted to €162,806 (2023: €158,587) and director's fees during the period amounted to €36,610 (2023: €18,575).