

**ALLIED FOR ACCOUNTING & AUDITING
(E&Y)**

**ARAB CHARTERED ACCOUNTANTS
(RSM INTERNATIONAL)**

**TALAAAT MOSTAFA GROUP HOLDING COMPANY
"TMG HOLDING"
(S.A.E)
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD FROM 1 JANUARY 2012 TO 30 JUNE 2012
TOGETHER WITH REVIEW REPORT**

Translation of Review Report
originally issued in Arabic

**REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS
TO THE BOARD OF DIRECTORS OF TALAAT MOSTAFA GROUP HOLDING
COMPANY "TMG HOLDING" (S.A.E)**

Introduction

We have reviewed the accompanying interim consolidated balance sheet of **Talaat Mostafa Group Holding Company "TMG Holding" (S.A.E)** as at 30 June 2012 and the related statements of consolidated income, consolidated changes in equity and consolidated cash flows for the six months ended in that date, and summary of the main accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of these interim consolidated financial statements in accordance with the Egyptian accounting standards, our responsibility is to express a conclusion on these interim consolidated financial statements based on our review.

Scope of review

We conducted our review in accordance with the Egyptian Standard on review engagement no. (2410) "Review of interim financial information performed by the independent Auditor of the entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Egyptian standards on auditing. Consequently, it does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Consequently; we do not express an audit opinion.

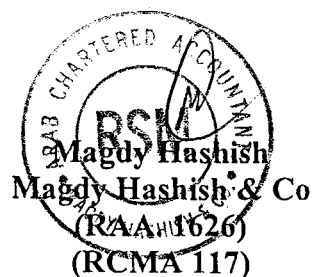
Conclusion

Based on our review, nothing has come to our attention that causes us to believe that accompanying interim consolidated financial statements are not prepared, in all material respects for the financial position of the company as at 30 June 2012, and its financial performance and cash flows for the six months ended in that date in accordance with Egyptian accounting standards.

Without Qualifying our Opinion, a new primary contract was signed between Arab Company for Projects and Urban Development – subsidiary Company - and The New Urban Communities Authority on 8 November 2010 relating to Madinaty project and the in kind amount should not be less than LE 9.997 Billion, based on that, the value of the land of Madinaty project will be reconsidered upon signing the final contract of the land (note 15).

Cairo: 8 August 2012

Auditors



Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

CONSOLIDATED BALANCE SHEET

As of 30 June 2012

	Notes	31/06/2012 LE	31 /12/ 2011 LE
Non-Current Assets			
Property and Equipment	(4)	4,173,541,647	4,223,664,300
Intangible Assets	(5)	13,669,132	15,213,956
Projects Under Constructions	(6)	401,665,510	299,322,719
Investment Property	(7)	429,937,566	429,937,566
Goodwill	(8)	15,393,653,117	15,393,653,117
Investments in Associates	(9)	4,303,258	5,030,166
Available for Sale Investments	(10)	55,334,990	55,094,990
Investments in Financial Assets Held to Maturity	(12)	566,978,642	516,701,569
Deffered tax assets	(29)	-	2,782,602
Total Non-Current Assets		21,039,083,862	20,941,400,985
Current Assets			
Work in Progress	(15)	16,777,615,414	15,182,971,369
Inventory – Net	(16)	30,448,265	31,828,554
Accounts and Notes Receivable	(14)	12,790,099,722	14,063,875,859
Prepayments and Other Debit Balances	(17)	2,212,009,221	2,412,130,439
Available for Sale Investments	(10)	25,845,508	25,845,508
Investment Debtors	(11)	808,962,565	808,962,565
Investments in Financial Assets Held to Maturity	(12)	155,375,378	120,630,939
Financial assets at fair value through profit and loss	(13)	57,738,447	76,531,675
Cash on Hand and at Banks	(18)	309,571,320	225,133,147
Total current assets		33,167,665,840	32,947,910,055
Current Liabilities			
Banks Overdraft		141,663,689	45,619,076
Creditors and Notes Payable	(18)	1,793,817,203	1,998,464,418
Bank Facilities	(26)	870,655,162	513,659,948
Current Portion of Loans and Facilities- Short-term	(26)	752,208,109	608,829,395
Customers Advance Payment	(19)	15,750,750,020	16,368,682,636
Dividends Creditors		14,184,287	14,886,950
Accrude income tax		139,671,539	132,579,804
Accrued Expense and Other Credit Balances	(20)	1,877,202,474	1,668,906,309
Total Current Liabilities		21,340,152,483	21,351,628,536
WORKING CAPITAL		11,827,513,357	11,596,281,519
TOTAL INVESTMENTS		32,866,597,219	32,537,682,504
Financed as follows:			
Owner's Equity			
Authorized Capital	(22)	30,000,000,000	30,000,000,000
Issued and Paid up Capital	(22)	20,635,622,860	20,635,622,860
Legal Reserve	(23)	216,758,638	216,645,653
General Reserve	(24)	61,735,404	61,735,404
Net unrealized gains on available for sale investments	(25)	4,040,000	3,800,000
Accumulative translation adjustment		19,480,153	35,467,447
Reduction of the shareholders equity in affiliated companies	(26)	-	(30,089,758)
Retained earning		4,007,176,428	3,451,543,281
Net profit for period/year		328,801,867	577,509,293
TOTAL MOTHER COMPANY SHAREHOLDERS EQUITY		25,273,615,350	24,952,234,180
Minority Interest		1,382,737,784	1,349,841,769
TOTAL SHAREHOLDERS' EQUITY		26,656,353,134	26,302,075,949
Non-current Liabilities			
Loans and Facilities – non-current	(27)	2,002,728,310	2,057,986,813
Non-current Liabilities	(28)	4,190,168,229	4,177,619,742
Deferred Tax Liability	(29)	17,347,546	-
Total Non- Current Liabilities		6,210,244,085	6,235,606,555
Total Shareholders' Equity and Nun- Current liabilities		32,866,597,219	32,537,682,504

Chairman
Tarek Talaat Mostafa

Financial Director
Ghaleb Ahmed Fayed

Auditors
Emad H, Ragheb

Auditors
Magdy Hashish

-The attached notes (1) to (39) are an integral part of these consolidated financial statements.
-Review report attached.

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

CONSOLIDATED INCOME STATEMENT

For the period from 1 January 2012 to 30 June 2012

	Notes	From 1/1/2012 to 30 /6/ 2012 LE	From 1/4/2012 to 30/6/2012 LE	From 1/1/2011 to 30/6/2011 LE	From 1/4/2011 to 30/6/2011 LE
Revenue	(30)	2,391,018,705	1,087,955,043	2,549,677,029	1,172,397,611
Cost of revenue	(30)	(1,706,038,908)	(730,413,443)	(1,858,062,578)	(828,587,539)
GROSS PROFIT		684,979,797	357,541,600	691,614,451	343,810,072
General and administrative expenses, marketing and sales expenses		(176,519,741)	(86,920,183)	(150,050,599)	(62,170,980)
Depreciation and amortization		(65,289,733)	(33,282,494)	(67,736,667)	(36,193,034)
Provisions no longer required		46,356	13,573	100,344	100,344
Rent expenses		(14,642,058)	(7,298,797)	(11,310,955)	(5,656,896)
Operating Profit		428,574,621	230,053,699	462,616,574	239,889,506
Credit interest		10,890,001	6,880,955	10,363,069	5,157,723
Interest on bonds		13,840,049	6,908,760	15,136,880	7,581,278
Income from treasury bills		145,916	81,761	-	-
Finance cost		(84,701,960)	(44,152,873)	(98,857,878)	(51,156,129)
Dividends revenue	(31)	2,336,952	1,110,502	2,654,197	1,639,271
Revenue on sale of financial investments	(32)	9,856,542	6,041,748	3,064,659	2,825,020
Revenue (loss) of revalue financial assets at fair value through profit and loss	(13)	7,485,164	(4,638,713)	(13,556,745)	(1,164,483)
Share of (loss) profit of associates		(726,910)	449,208	1,099,684	215,603
Other income	(33)	23,751,145	6,485,382	20,032,410	9,615,759
Capital gain		9,643,785	4,824,936	9,571,718	4,828,713
Board of directors allowances		(298,350)	(126,850)	(305,250)	(130,500)
Foreign exchange (loss)		(2,071,316)	(1,904,829)	(25,084,828)	(3,543,224)
NET PROFIT FOR THE PERIOD BEFORE TAX		418,725,639	212,013,686	386,734,490	215,758,537
Income tax	(29)	(87,969,279)	(58,715,337)	(54,679,759)	(36,093,304)
Deferred tax expense		(20,130,146)	(5,533,710)	19,254,447	20,169,729
NET PROFIT FOR THE PERIOD AFTER TAX		310,626,214	147,764,639	351,309,178	199,834,962
Minority interest		(18,175,653)	(7,299,484)	19,878,281	1,915,794
NET PROFIT FOR THE PERIOD (MOTHER COMPANY SHAREHOLDERS)		328,801,867	155,064,123	371,187,459	201,750,756

~~Chairman~~
Tarek Talaat Mostafa

Financial Director
منشع احمد

Ghaleb Ahmed Fayed

-The attached notes (1) to (39) are an integral part of these financial statements,

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period from 1 January 2012 to 30 June 2012

	Issued and Paid up Capital	Legal Reserves	General Reserves	Net unrealized (losses) gains on available for sale	Accumulative translation adjustments	Reduce shareholders in affiliated companies/ Treasury stocks	Retained Earning	Net Profit for the year	Total	Minority interest	Total
	LE	LE	LE	LE	LE	LE	LE	LE	LE	LE	LE
Balance at 1 January 2012	20,635,622,860	216,645,653	61,735,404	3,800,000	35,467,447	(30,089,758)	3,451,543,281	577,509,293	24,952,234,180	1,349,841,769	26,302,075,949
Transfer to retained earning	-	-	-	-	-	-	577,509,293	(577,509,293)	-	-	-
Net profit for the period	-	-	-	-	-	-	-	328,801,867	328,801,867	(18,175,653)	310,626,214
Reconciliation on retained earning	-	-	-	-	-	30,089,758	(21,763,161)	-	8,326,597	-	8,326,597
Reconciliation on minority interest*	-	-	-	-	-	-	-	-	-	51,071,668	51,071,668
Legal Reserve	-	112,985	-	-	-	-	(112,985)	-	-	-	-
Accumulative translation adjustments**	-	-	-	-	(15,987,294)	-	-	-	(15,987,294)	-	(15,987,294)
Net unrealized gains on available for sale	-	-	-	240,000	-	-	-	-	240,000	-	240,000
Balance as of 30 June 2012	20,635,622,860	216,758,638	61,735,404	4,040,000	19,480,153	-	4,007,176,428	328,801,867	25,273,615,350	1,382,737,783	26,656,353,134
Balance at 1 January 2011	20,132,314,980	164,999,734	61,735,404	1,960,000	5,958,297	(30,089,758)	3,080,207,081	940,008,374	24,357,094,112	1,327,970,613	25,685,064,725
Transfer to retained earning	-	-	-	-	-	-	940,008,374	(940,008,374)	-	-	-
	503,307,880	-	-	-	-	-	(503,307,880)	-	-	-	-
Net profit for the period	-	-	-	-	-	-	-	371,187,459	371,187,459	(19,878,281)	351,309,178
Reconciliation on retained earning	-	-	-	-	-	-	162,614,162	-	162,614,162	-	162,614,162
Reconciliation on non controlling interest	-	-	-	-	-	-	-	-	-	13,551,113	13,551,113
Legal Reserve	-	51,645,919	-	-	-	-	(51,645,919)	-	-	-	-
Accumulative translation adjustments	-	-	-	-	18,278,416	-	-	-	18,278,416	-	18,278,416
Net unrealized gains on available for sale	-	-	-	1,280,000	-	-	-	-	1,280,000	-	1,280,000
Balance as of 30 June 2011	20,635,622,860	216,645,653	61,735,404	3,240,000	24,236,713	(30,089,758)	3,627,875,818	371,187,459	24,910,454,149	1,321,643,445	26,232,097,594

*Due to dividend distributed minority in the subsidiaries.

** Accumulative translation adjustments is due to translation of the financial statements of Thabat for real estate development as foreign operation.

- The attached notes (1) to (39) are an integral part of these consolidated financial statements,

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

CONSOLIDATED CASH FLOW STATEMENT

For the period from 1 January 2012 to 30 June 2012

	Notes	From 1/1/2012 to 30 /6/ 2012 LE	From 1/1/2011 to 30 /6/ 2011 LE
CASH FLOWS FROM OPERATING ACTIVITIES			
Net profit for the period before tax and minority interest		418,725,639	386,734,490
Adjustment to reconciliation net profit with cash flow operating activities :			
Depreciation & Amortization		65,289,733	67,736,667
(Discount) Financial Assets Held to Maturity Amortization	(11)	(677,512)	(635,344)
Provisions (no longer required)		(46,356)	(100,344)
Credit Interests, Bonds and Treasury Bills revenue		(24,875,966)	(25,499,949)
Dividends revenue of financial assets at fair value through profit and loss		(2,336,952)	(2,654,197)
(Gain) Loss of reevaluate Financial Assets at Fair Value	(12)	(7,485,164)	13,556,745
(Gain) Loss from selling financial assets at fair value through profit and loss		(9,856,542)	(3,064,658)
Share of (profit) of Associates		808,109	110,398
Reconciliation on retained earning and minority interest		(28,650,834)	176,165,275
Capital (Gain)	(4)	(9,643,785)	(9,571,718)
Foreign Exchange Loss		2,071,316	37,870,662
		403,321,686	640,648,027
Operating profit before changes in working capital		(1,594,644,045)	(916,895,175)
Change in Work in Progress		(481,414)	(8,176,582)
Change in Inventory		1,273,776,137	821,978,516
Change in Accounts and Notes Receivables	(14)	209,389,447	508,619,922
Change in Prepayments and Other Debit Balances *	(17)	(204,647,215)	295,972,565
Change in Creditors and Notes Payable		12,548,487	56,977
Change in non- current Liabilities		(617,932,616)	(1,463,386,395)
Change in Customers Advance Payment		(702,663)	305,967
Change in Dividends Creditors		36,134,934	19,791,507
Change in Financial Assets at Fair Value through Profit and Loss		(80,877,544)	(108,762,946)
Change in accrue income tax		208,342,521	(375,543,091)
Change in Other Credit Balances		(355,772,285)	(585,390,708)
Net Cash flows (used in) Operating Activities			
CASH FLOWS FROM INVESTING ACTIVITIES			
(Payment) on Purchasing of Property and Equipment and Projects Under Construction		(114,859,140)	(16,984,425)
Proceed from sale fixed assets	(4)	10,399,582	9,819,164
(Payment) on Purchasing of Financial Assets Held to Maturity		(84,344,000)	(43,000,000)
(Payment) for Investments in Associates		(81,200)	(243,800)
Proceeds from dividends revenue of financial assets at fair value through profit and loss		2,336,952	2,654,197
Investment debtors		-	(750,000)
Proceeds from minority interest		88,049,100	-
Net Cash flows (used in) Investing Activities		(98,498,706)	(48,504,864)
CASH FLOWS FROM FINANCING ACTIVITIES			
Collected Credit Interests, Bonds and Treasury Bills Revenue		15,607,737	16,196,838
Proceeds (payments) from Loans and Facilities		445,115,425	355,520,609
Net Cash flows Provided from Financing Activities		460,723,162	371,717,447
Foreign Exchange Impact**		(18,058,611)	(25,084,828)
NET CASH AND CASH EQUIVALENTS DURING THE PERIOD		(11,606,440)	(287,262,953)
Cash and Cash Equivalents at the beginning of the period		179,514,071	545,808,271
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	(17)	167,907,631	258,545,318

The following accrued revenues and expenses are eliminated:

- Accrued Revenues amounted LE 9,268,229 from other debit balances.
- includes the impact of foreign exchange in translation of foreign operation.

- The attached notes (1) to (39) are an integral part of these consolidated financial statements.

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

1 BACKGROUND

- Talaat Mostafa Group Holding TMG Holding S,A,E, was established on 13 February 2007 under the provisions of law 95 of 1992 and its executive regulations and registered in Egypt under Commercial Registration numbered 187398 by date 3 April 2007, and the company period is 25 years.
- The main objective of the Company is participating in the incorporation of shareholding companies or participating in the capital increase of those companies.
- The company headquarter and legal place is 36. mosadek st, Dokki – giza – Arabic republic of Egypt.
- The financial statements for the Period ended 30 June 2012 were approved on 7 August 2012 according to the board of directors' resolution issued on the same date.

2 Basis of preparing the financial statements and the significant accounting policies

- The financial statements of the holding company and the subsidiaries have been prepared according to the Egyptian Accounting Standards and the prevailing laws and local regulations.
- The financial statements have been presented in Egyptian Pound.
- The financial statements are prepared under the historical cost convention modified to include the measurement at of the fair value of financial investment. and financial assets valued at the fair value through the profit and losses

3 Basis of consolidating the financial statements

- Eliminate all the Inter-company accounts and transactions as well as unrealized profit (loss) results from the transactions with the subsidiaries
- The non controlling interest is presented as a separate item in the consolidated balance sheet and the minority share in the net results of the subsidiaries is presented as a separate item in the consolidated income statement. in the case of the increase of minority share in the loss of the subsidiaries over there share in the net assets of those companies. the increase or any additional loss related to the minority to be recorded in the holding company share in the net results of those companies except the amount of loss that the minority approved before to bear it. in case of the subsidiaries achieved profit in the following periods of the above mentioned loss. the total profit to be recorded to the holding company share in results of the subsidiaries until all previously recorded loss is redeemed .
- The company treat the transactions with the minority partners the same treatment with external parties. Profit or loss from the sale of share of the company to the minority to be recorded in the income statements, and purchase share from the minority results in as goodwill due to the different between the purchase price and the share in net assets acquired and the different between the book value and the net fair value of the assets acquired to be recorded in the equity.
- The consolidated financial statements include the assets, liabilities and the results of Talaat Mostafa holding company (the company) and all its subsidiaries that stated below, The subsidiary is the company that the holding company owns direct or indirect long term investment more than 50% of the capital that give the right to vote or have control.
- The subsidiaries are included in the consolidated financial statements starting from acquisition date to the date that control is stopped.
- Purchase methods is used to account for acquiring subsidiaries and the acquisition cost is measured by the fair value or the return that the company gave from assets, equity instruments or liabilities bear it or liabilities committed to bear it on behalf of the aquiree at the date of swab plus the additional costs related directly to the acquisition process , the net acquired assets including the proper liabilities are to be measured to determined its fair value at the date of acquisition despite any rights to minorities, the increase in the acquisition cost to the fair value of the company share in net assets is considered goodwill and if the cost of acquisition is less that above mentioned fair value of the nest assets the different to recoded in the consolidated income statement.

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Significant Accounting Policies (continue)

The consolidated financial statements include the subsidiaries which controlled by Talaat Mostafa Group Company "TMG Holding" as a share bigger than 50% of the subsidiaries' paid capital.

The following are the subsidiaries that are included in the consolidated financial statements:

Arab company for projects and urban development (S,A,E)	99,99%
Alexandria company for real estate investment (S,A,E)*	96,93%
San Stefano company for real estate investment (S,A,E)**	72,18%
Alexandria for urban projects Company (S,A,E)***	40%
Thabat Company for real estate development****	50%

*Arab company for projects and urban development acquires 1, 64% of Alexandria company for real estate investment, and contribute in the following companies:

	Contribution
El masria for trading services(S,A,E)	99%
El rehab for management(S,A,E)	98%
Engineering for developed systems of building (S,A,E)	73,3%
El rehab for securitization(S,A,E)	100%
El Tayseer for real estate financing (S,A,E)	90%
Arab Egyptian company for entertainment projects(S,A,E)	50%
El rehab for entertainment and culture services(S,A,E)	96%
Madinaty for electromechanical power(S,A,E)	85%

** The company acquires with an indirect way 27, 82% of San Stefano Company for real estate investment through its subsidiary (Arab company for projects and urban development, Alexandria Company for real estate investment, Alexandria for urban projects Company).

*** Alexandria company for real estate investment acquires 60% of Alexandria for urban projects Company, and contribute in the following companies:

	Contribution
El rabwa for entertainment services (S,A,E)	95,5%
El masria for development and real estate projects(S,A,E)	90%
Alexandria for urban development(S,A,E) and its subsidiaries as follows:	60%
May fair for entertainment services (S,A,E)	95,5%
Port Venice for tourism development(S,A,E)	90,27%
Arab company for tourism and hotels investments (S,A,E) and its subsidiaries as follows:	81,31%
Nova park - Cairo(S,A,E)	99,99%
Alexandria Saudi for tourism projects(S,A,E)	97,59%
San Stefano for tourism investment (S,A,E)	84,44%
El Nile for hotels (S,A,E)	100%
Loxur for urban and tourism development (S,A,E)	100%

**** Thabat company for real estate development – Saudi Arabia and its issued capital is SR 125,000,000 and contributes in Areez Arab limited company with 98%

Foreign currency translation

The group's records are maintained in Egyptian pound, Transactions in foreign currencies during the year are recorded using the exchange rates prevailing on the transaction date, At the balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated to Egyptian pound using the exchange rates prevailing on that date, Translation differences are recorded in the statement of income.

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Significant Accounting Policies (continue)

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any impairment in value, Depreciation is calculated on a straight line basis over the estimated useful lives of the assets as follows:

	Years
Buildings & constructions	20 - 80
Motor Vehicles	5
Tools & equipments	3 - 8
Furniture and other assets	5- 10
Computers	3 - 8
Marina Equipments	2 - 10

Projects under construction are depreciated when it is ready for use in the place and the condition of operating, then to be reclassified to the fixed assets category,

Other subsequent expenditure is capitalised only when it increases future economic benefits of the related item of property, plant and equipment, all other expenditure is recognised in the consolidated income statement as the expense is incurred.

Project under construction:

Projects under construction represent the amounts that are paid for the purpose of constructing or purchasing fixed assets until it is ready to be used in the operation, upon which it is transferred to fixed assets, Projects under construction are valued at cost.

Investment Property

Investment properties are the real estate's (Buildings, Lands or both) that are kept for renting or increase in its value; they are measured initially at cost, including transaction costs,

Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the balance sheet date, Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Investments

Investments in associates

Investments in associates are accounted for using the Equity method except for when investment are classified as available for sale according to the Egyptian accounting standards No, 32 None current assets held for sale and discontinued operations, these associates companies are those companies which the company has a major influence and which are not subsidiaries or joint venture, Investments in associates are recorded in the Balance sheet with cost.

in addition to company share of any changes in the net assets of associates company after deducting any impairment losses, the company's consolidated income statement reflect its share in the result of associates companies.

Available-for-sale investments

Available-for-sale investments are recognised and derecognised, on a trade date basis, when the Company becomes, or ceases to be, a party to the contractual provisions of the instrument; they are included in noncurrent assets unless management intends to dispose of the investments within 12 months of the balance sheet date.

Investments designated as available-for-sale investments are initially recorded at cost (except for non listed investments in the capital exchange market) and subsequently measured at fair value, Changes in fair value are reported as a separate component of equity, Upon elimination of investments, the previously reported as "cumulative changes in fair value" within equity is to be included in the consolidated income statement for the period, except for impairments loss, and for non listed investments is to be recorded at cost less impairment loss.

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Significant Accounting Policies (continue)

Financial Assets at Fair Value through profit or loss

Financial Assets at Fair Value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss, Trade investments is acquired mainly for sale or repurchased in short periods.

Management designate the investments as financial assets at fair value through profit or loss according to the Egyptian accounting standard No, 25 requirements and those requirements do not apply to the noncurrent financial investments which its fair value cannot be reliably measured,

After the initial recognition, those investments to be measured at fair value and any defences to be recorded in the consolidated income statement.

Investments in Financial assets held to maturity

Investments in Bonds held to maturity with fixed or determinable payments that are not quoted in an active market, are carried at adjusted cost which represent the nominal value plus the bond premium or discount and the premium / discount to be amortized by using the effective rate method, the amortization amount to be added to the bonds revenue in the consolidated income statement.

Intangible assets

Intangible assets are initially be recognized by cost.

After the intianal recognition, intangible assets are recorded by cost deducting the accumulated amortization and impairment losses.

Intangible assets represents the softwares and related liciens and to be amortized with straight line basis methods over the estimated useful lives (5 years)

Goodwill

Goodwill represents the increase of the acquisition cost of the shares of the subsidiaries companies with the company share in the fair value of the net assets of those companies at the date of acquisition, Goodwill results from purchase subsidiaries is recorded as noncurrent assets and the goodwill results from purchase investments in associates recorded as investments in associates, at the end of each financial year the goodwill is tested for impairments and to be displayed at cost after deducting the impairment loss if exist

Work in progress

Properties acquired, constructed or in the course of construction for sale are classified as work in progress, Unsold properties are stated at the lower of cost or net sales value, Properties in the course of development for sale are stated at cost, The cost of development properties includes the cost of land and other related expenditure which are capitalized as and when activities that are necessary to get the properties ready for sale are in progress, Net sales value represents the estimated selling price less costs to be incurred in selling the property, The property is considered to be completed when all related activities, including the infrastructure and facilities for the entire project, have been completed

Management reviews the cost of the work in progress on yearly basis.

Finished units

Finished units are stated at the lower of cost or net realizable value, the consolidated income statement includes any decreases in the net realized value to the book value.

Inventories

Inventories are stated at the lower of cost or net realizable value.

The inventory of hotels suppleness since the opening of the hotel and required for the operation to be measured in the fair value and the decrease of the fair value to be recorded in the consolidated income statements

Accounts receivable, Debtors and notes receivable

Accounts receivable are stated at original invoice amount, all those amounts are reviewed annually to decide wither there is an indicator for impairment possibility in the assets value.

Credit Balances and accruals

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

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Significant Accounting Policies (continue)

Separation of assets and liabilities to short-and long-term

Assets which worth collected during the year after the date of financial statements be included within current assets either the assets that collectible date exceed the year date of financial statements be included within long-term assets.

Related party transactions

Related party transactions performed by the Company within its normal business transactions are recorded based on the conditions set by the board of directors.

Employees Pension Plan

The company participates in the social insurance system in accordance to the social insurance laws no, 79 for the year 1975 and its amended and the company share in the social insurance cost to be charged to the consolidated income statement according to the accrual basis.

Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made, Provisions are reviewed at the balance sheet date and adjusted to reflect the current best estimate, Where the effect of the time value of money is material. the amount of a provision should be the present value of the expected expenditures required to settle the obligation.

Legal reserve

According to the Company's article of association, 5% of the net profits of the year is to be transferred to the legal reserve until this reserve reaches 50 % of the issued capital, The reserve is used upon a decision from the general assembly meeting based on the proposal of the board of directors.

Revenue recognition

Revenues results from the sale of units are recognized up on delivery of the units and the following terms are completed:

- A. The company transfers the main risks and rewards of ownership of the unit to the buyer
- B. The company has no longer continuing managerial involvement to the degree usually associated to the ownership, and has no longer effective control over the unit sold
- C. The amount of revenue can be measured reliably
- D. It is probable that the economic benefits associated to the transaction will flow to the company
- E. The cost incurred or will be incurred in respect of the transaction can be measured reliably

The company uses full contract methods in recognize revenue for the all sold units, which required to capitalize the costs under work in progress account till the salable units are completed and delivered to the customer, then revenue is recognized and match it with the related operation cost.

The revenue results from the sale of villas is recognized in the income statement according to the revenue incurred, where the selling amount of the land of the villa will be totally recognized upon choosing the client the land that will be build on it, the selling amount of the building and related construction amount of the villas will be recorded by uses full contract methods in recognize revenue upon delivering the villas to the client.

Hotels revenue is recognized according to the company shares from the profit of the hotels.

Revenue from share profit recorded when there is right to receive it.

Share of results of the associates is recognised according to the equity methods and based on the latest approved financial statements of those associates.

Interest income of the financial instruments is recognised in the consolidated income statement by using effective interest rate methods except for the financial instruments classified as for trade or financial assets at fair value through profit or loss,

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Significant Accounting Policies (continue)

Dividend income from financial assets at fair value through profit or loss or available for sale is recorded when there is right to receive it

Recording the operational cost

Delivery minutes with the customers of the sellable units to the customers and revenue recognized of those units are the bases to record the operational cost related to those units which includes:

The direct and indirect costs

The construction cost of the sellable units according to the payment certificates of the contractors and suppliers that approved by the technical department of the company is recoded in work in progress account and the costs to be distributed to the sold units according to the following basis:

- Unit share of the land cost and units share of the land cost which was distributed as the land area of each units to the total area of the units in the project,
- The unit share from the actual and estimated costs that distributed based on the contracts and invoices of each sector from units , villas and retails in each phase
- The units share from the indirect actual and estimated costs are distributed based on the direct cost of each sector in each phase

Impairment of financial assets

The Company regularly assesses whether there is an indication that an asset could be impaired.

The impairment loss of a financial assets that was measured with the amortized cost is to be measured as the different between the amortized cost of the book value and the present value of the projected cash flow by using the effective rate

The impairment loss related to financial assets available for sale to be calculated by using the present fair value, The remaining financial assets are estimated according to the groups level that have the same credit risk characterises,

Impairment loss is recognized in the consolidated income statement any subsequent reversal of an impairment loss is recognized in profit and loss, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

If the available for sale asset is impaired, an amount comprising the difference between its cost and its fair value, less any impairment loss previously recognised in the consolidated income statement, is transferred from equity to consolidated income statement, Reversal in respect of equity instruments classified as available for sale are recognised directly in the equity

A previously recognized impairment loss is reversed when there is a change in the recoverable amount of the asset to the extent of the previously recognized loss.

Impairment of non-financial assets

The company assesses at each reporting date wither there is an indication that an asset may be impaired.

An asset's recoverable amount is higher of an asset's or cash – generating unit's fair value less costs to sell and its value in use and 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, Where the carrying amount of an asset 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 risks specific to the asset, Impairment losses of continuing operations are recognised in the consolidated income statement in those expenses categories consistent with the function of impairment asset except for the property previously revaluated where the revaluation was taken to equity, In this case the impairment is also recognised in equity up to the amount of any previous revaluated.

Treasury stocks

The treasury shares (Company shares) are recorded with the cost and deducted from the owners' equity in the balance sheet, Any profit or loss proceeds of disposing these treasury stocks are being recorded within the owners' equity.

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Significant Accounting Policies (continue)

Accounting estimates

The preparation of financial statements in accordance with Egyptian Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the financial years, Actual results could differ from these estimates.

Those estimates are reviewed on regularly basis and any differences in the estimates in the date of examining those estimates will affect only the period under examination and if those differences will affect the current period and the coming periods those differences to be recorded in the current and future periods.

Income tax

Income tax is calculated in accordance with the Egyptian tax law.

Deferred income tax is recognized using the liability method on temporary differences between the amount attributed to an asset or liability for tax purposes (tax base) and its carrying amount in the balance sheet (accounting base) using the applicable tax rate.

Deferred tax asset is recognized when it is probable that the asset can be utilized to reduce future taxable profits and the asset is reduced by the portion that will not create future benefit.

Cash flow statement

The cash flow statement is prepared using the indirect method, for the purpose of preparing the cash flow statements , the cash and cash equivalent include cash on hand , cash at bank , short term deposits , treasury bills with maturity date three months or less deducting the bank overdraft – if any.

Borrowing

Borrowings are initially recognized at the value of the consideration received, Amounts maturing within one year are classified as current liabilities, unless the Company has the right to postpone the settlement for a period exceeding twelve months after the balance sheet date, then the loan balance should be classified as long term liabilities.

Borrowing costs

Borrowing costs are recorded in the statement of income as financing expenses except the borrowing costs directly related to the acquisition, construction or production of a qualifying assets which is included as part of the cost of the asset, the borrowing cost amount that will be capitalized is determined based on the actual borrowing cost.

Suspend capitalisation of borrowing costs during extended periods in which it suspends active development of a qualifying asset.

Cease capitalizing of the borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Expenses

All expenses including operating expenses, general and administrative expenses and other expenses are recognized and charged to the statement of income in the financial year in which these expenses were incurred.

Cash & cash equivalent

For the purpose of preparing consolidated cash flow statement, cash and cash equivalent at banks and on hands , time deposits treasury bills maturity date within three months , checks under collection (banks checks and accepted checks) and banks overdraft that will be paid on demand that consider a part of the assets management system in the company

Dividends

Dividends recognized as liability in the period in which the company General Assembly meeting decided to distribute profits.

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Significant Accounting Policies (continue)

Fair values

For investments traded in an active market, fair value is determined by reference to quoted market bid prices, The fair value of interest-bearing items is estimated based on discounted cash flows using interest rates for items with similar terms and risk characteristics.

For unquoted equity investments, fair value is determined by reference to the market value of a similar investment or is based on the expected discounted cash flows.

Segment information

Segment is a major part of the group that produce products, services(Operational segment) or produce products, services in special economical environment (Geographical segment) and its profit and loss are deferent from the profit and loss of the other segments .

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

4 PROPERTY AND EQUIPMENT

	Lands	Buildings & Constructions	Motor Vehicles	Tools & Equipments	Furniture & Fixtures	Marine Equipment	Computers	Total
	LE	LE	LE	LE	LE	LE	LE	LE
Cost								
As of 1 January 2012	566,988,462	3,313,363,606	78,273,468	327,560,838	501,457,404	6,623,281	22,213,980	4,816,481,039
Additions	-	127,026	6,228,345	3,319,965	2,377,225	-	462,469	12,515,040
Disposals			(1,634,535)	(474,289)	(329,950)	-	(131,473)	(2,570,247)
As of 30 June 2012	<u>566,988,462</u>	<u>3,313,490,642</u>	<u>82,867,278</u>	<u>330,406,514</u>	<u>503,504,679</u>	<u>6,623,281</u>	<u>22,544,976</u>	<u>4,826,425,832</u>
Accumulated depreciation								
At 1 January 2012	-	(225,629,076)	(51,919,310)	(129,255,025)	(168,652,590)	(3,776,849)	(13,583,890)	(592,816,740)
Depreciation charge	-	(21,989,082)	(4,091,049)	(14,332,855)	(19,364,266)	(387,793)	(1,716,850)	(61,881,895)
Disposals	-		1,236,766	360,976	116,138	-	100,570	1,814,450
As of 30 June 2012	<u>-</u>	<u>(247,618,158)</u>	<u>(54,773,593)</u>	<u>(143,226,904)</u>	<u>(187,900,718)</u>	<u>(4,164,642)</u>	<u>(15,200,170)</u>	<u>(652,884,185)</u>
Net book value As of 30 June 2012	<u>566,988,462</u>	<u>3,065,872,484</u>	<u>28,093,685</u>	<u>187,179,610</u>	<u>315,603,961</u>	<u>2,458,638</u>	<u>7,344,807</u>	<u>4,173,541,647</u>
As of 31 December 2011	<u>566,988,462</u>	<u>3,087,734,530</u>	<u>26,354,158</u>	<u>198,305,813</u>	<u>332,804,814</u>	<u>2,846,433</u>	<u>8,630,090</u>	<u>4,223,664,300</u>

- First degree mortgage on the land of san Stefano project – Alexandria at 339 El gheish road, - san Stefano- el raaml , alexandria and all the building on it that owned by both san Stefano for real estate investment and san Stefano for tourism investments
- First degree mortgage on the land of el Nile hotel, garden city – Cairo and all the building on it that to El Nile Co, also the garage and club land at 4 Ahmed Raghieb St, garden city – Cairo
- First degree mortgage on the land and the building of four season hotel sharm el sheik in shark bay – sharm el sheik owned by Alexandria Saudi Co,for tourism investment
- First degree mortgage on the land and the building of four season hotel Nile plaza, Cairo owned by Nova Park Co, excluding the total sold or available for sale units and its share in the land

	LE	LE
Proceed from sale of fixed assets		10,399,582
Cost of sold fixed assets	2,570,247	
Accumulated depreciation of sold assets	<u>(1,814,450)</u>	<u>(755,797)</u>
		<u>9,643,785</u>

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

5 – Intangible Assets

	30/06/2012	31/12/2011
	LE	LE
Computers and Software	15,213,956	15,213,956
Amortization	(1,544,824)	-
	<u>13,669,132</u>	<u>15,213,956</u>

6 - PROJECTS UNDER CONSTRUCTIONS

	30/06/2012	31/12/2011
	LE	LE
Villa - Sednawy	73,612,793	73,606,541
Processing Water Station	61,921,759	
Hotel Assets	6,243,293	6,243,293
Luxor Project	68,253,583	68,168,787
Sharm El sheik Extended project	191,634,082	151,304,098
	<u>401,665,510</u>	<u>299,322,719</u>

7- Investment Property

Investment property balance LE 429,937,566 as of 30 June 2012 presented the fair value for land purchased in Saudi Arabia, for the increase in its value,

	30/06/2012	31/12/2011
	LE	LE
Balance at 1 January 2012	418,952,399	418,952,399
Accumulative translation adjustments	10,985,167	10,985,167
	<u>429,937,566</u>	<u>429,937,566</u>

8- GOODWILL

	30/06/2012	31/12/2011
	LE	LE
Arab Company for Projects and Urban Development	12,235,313,553	12,235,313,553
Alexandria Company for Real Estate Investment	2,992,171,784	2,992,171,784
San Stefano Company for Real Estate Investments	96,337,795	96,337,795
Alexandria Company for Urban Projects	69,829,985	69,829,985
	<u>15,393,653,117</u>	<u>15,393,653,117</u>

Goodwill is tested on yearly basis to ensure if there is any decrease in its book value and the management of the group hasn't found any decrease,

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

9- INVESTMENTS IN ASSOCIATES

	Percentage	30/06/2012 LE	31/12/2011 LE
Hill / TMG for Projects and Construction Management	49%	1,895,395	2,311,379
Alexandria for Projects Management	32,5%	3,134,771	2,185,083
Share of results in Associats		(808,108)	289,904
Company share in capital increase of Alexandria for Projects Management		81,200	243,800
		<u>4,303,258</u>	<u>5,030,166</u>

10- AVAILABLE FOR SALE INVESTMENTS

	30/06/2012 LE	31/12/2011 LE
Available for sale investment – short term		
Dune groasses overseas Company	26,496	26,496
Tansy finance Company	26,496	26,496
Rockland Company	26,496	26,496
Housing Insurance Company	4,950,000	4,950,000
Shara North Marine Company	18,244,173	18,244,173
Egyptian For Real Estate refinance Company	2,055,560	2,055,560
Free Zone Industry Area East Port Saied	16,287	16,287
Egyptian Company for Marketing and Distribution	500,000	500,000
	<u>25,845,508</u>	<u>25,845,508</u>
Available for sale investment – long term		
Housing Development Bank Securities	57,930	57,930
Credentials investment fund Horus	48,560,000	48,320,000
El Tameer for Real Estate Finance Company	6,717,990	6,716,990
	<u>55,334,060</u>	<u>55,094,990</u>
	<u>81,180,498</u>	<u>80,940,498</u>

Available for sale investments that have no market price and its fair value can't be properly determined due to the nature of the unpredictable future cash flows, therefore it was recorded at cost,

The available for sale investments are classified into current and non-concurrent assets based on the purpose of the investment whether the acquisition for keeping the investments,

11- INVESTMENT DEBTORS

	30/06/2012 LE	31/12/2011 LE
Morsi El Sadid for Real Estate and Tourism Investment Company	807,942,565	807,942,565
Luxor for Real Estate and Investment Company	1,000,000	1,000,000
TMG for Commercial and Service projects	5,000	5,000
TMG for Commercial and Administrative Projects	5,000	5,000
TMG for Medical Projects	5,000	5,000
TMG for Entertainment Projects	5,000	5,000
	<u>808,962,565</u>	<u>808,962,565</u>

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

12- FINANCIAL ASSETS HELD TO MATURITY

Long Term Investment

Bonds held to maturity in governmental bonds are amounted to LE 566,978,642 as of 30 June 2012 consists of 309,909 bonds with nominal value LE 1000 per bond and maturity date is 2013 with 8, 55% interest rate, the interests is due semi annually, and 190000 bonds with nominal value LE 1000 per bond and maturity date is 2020 with 13% interest rate, the interests is due semi annually, and 19500 bonds with nominal value LE 1000 per bond and maturity date is 2014 with 13% interest rate, the interests is due semi annually and 9000 bonds with nominal value LE 1000 per bond and maturity date is 2018 with 16% interest rate, and 16000 bonds with nominal value LE 1000 per bond and maturity date is 2017 with 16% interest rate, and 25000 bonds with nominal value LE 1000 per bond and maturity date is 2022 with 16% interest rate, the interests is due semi annually, the balance of bonds discounting issue amounted to 2,430,358 as of 30 June 2012 and it is amortized at the maturity date of the interest, there are 309000 bonds are used as a collateral by el Watany bank for development as a guaranty for a loan received by Arab company for projects and urban development (subsidiary company).

	30/06/2012	31/12/2011
	LE	LE
Historical cost	569,409,000	550,409,000
Bonds discounting issue	(3,107,869)	(4,273,839)
Amortized value	566,301,131	546,135,161
Sold Bonds	-	(29,458,674)
Loss on sale bonds	-	(1,291,859)
Amortization of discounting bonds during the period	677,511	1,316,941
Balance of bonds	566,978,642	516,701,569

Short Term Investment

	30/06/2012	31/12/2011
	LE	LE
Treasury Bills	155,375,378	120,630,939
	155,375,378	120,630,939

13- FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

	30/06/2012	31/12/2011
	LE	LE
Certificate of Deposit and Investment Funds *	8,803,969	37,054,326
Financial Portfolio Managed by both of Hermes for Assets Management and Arab African international bank *	48,925,709	39,467,808
Egyptian Cables Company	8,769	9,541
	57,738,447	76,531,675
Market value	30/06/2012	30/06/2011
	LE	LE
Book value of marketable securities before revaluation	50,253,283	(281,955,153)
Market value	(57,738,447)	268,398,408
	7,485,164	(13,556,745)

* The portfolio as of 30 June 2012 has several stocks for companies listed in Egyptian capital market

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

14- ACCOUNTS AND NOTES RECEIVABLE

	30/06/2012	31/12/2011
	LE	LE
Accounts Receivables	171,786,439	279,439,779
Notes Receivables	12,621,374,116	13,787,543,269
Provision for general Risk	(3,060,833)	(3,107,189)
	<u>12,790,099,722</u>	<u>14,063,875,859</u>

General Risk provision as follow:

	30/06/2012	31/12/2011
	LE	LE
Balance 1/1/2012	3,107,189	1,081,478
Provisions through the period	-	2,250,000
Provisions no longer required	(46,356)	(224,289)
Balance 30/6/2012	<u>3,060,833</u>	<u>3,107,189</u>

15-WORK IN PROGRESS

	30/06/2012	31/12/2011
	LE	LE
Land	3,718,681,243	3,795,828,104
Consultations and Designs	618,077,405	633,087,100
Construction Work	9,775,105,430	8,415,470,196
Indirect Expenses	2,665,751,336	2,338,585,969
	<u>16,777,615,414</u>	<u>15,182,971,369</u>

- According to the contract with the new urban communities' authority, Arab company for projects and urban development received 8,000 Feddans to build Madinaty project on several phases against 7% of the total built up area of the apartments' buildings of the land project.
- The company recognizes the cost of the land as an asset against the obligations due to the new urban communities' authority in accordance to the estimated cost calculated according to the expected delivered units related to the phase that work started in it.
- In 2010 a verdict was issued for the case raised against the new urban communities' authority to cancel the contract of selling the land of Madinaty, A committee was formed by a resolution from the prime minster to adjust the legal situation of the land of Madinaty , the committee reached to a decision to resell the land of Madinaty to Arab company for projects and urban development with a new contract dated 8 November 2010 and the in kind amount should not be less than LE 9,9 milliard, based on that the value of the land of Madinaty recorded above , will be considered up on signing the final contract of the land and in accordance to the actual cost that will be bearded due to the execution of the contract.
- A verdict was issued to accept the requests of the case no, 15777 for the year 65 J to accept the form and the subject to recognise the contract dated 8/11/2010 between the new urban communities' authority and the Arab company for projects and urban development, and the court stated that the high committee for valuation in the general authority for governemental services to reevaluate the area that not yet booked and sold to the others.

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

16- INVENTORY

	30/06/2012	31/12/2011
	LE	LE
Hotels Operating Equipments & Supplies	19,242,992	23,002,761
Goods Stock	12,585,562	11,216,226
Additions	481,414	1,850,750
	32,309,968	36,069,737
Amortized Hotel Inventory	(1,861,703)	(4,241,183)
	30,448,265	31,828,554

17 – PREPAID EXPENSES AND OTHER DEBIT BALANCES

	30/06/2012	31/12/2011
	LE	LE
Advance Payment and Storage - Contractors and Accounts Payable	1,358,451,726	1,488,047,870
Contractors – Tashwinat	396,298,077	490,788,121
Hotels Current Accounts	174,975,080	199,933,805
Withholding taxes	4,058,537	
Deposit with Others	2,622,393	2,582,323
Other Debit Balances	167,071,766	133,751,292
Letter of credit	13,196,063	13,716,290
Loans to Employees	185,245	232,250
Other Debtors	70,301,722	67,496,480
Prepaid expenses	388,894	390,519
Amounts paid for investments in companies under incorporation	1,581,121	1,581,121
	2,189,130,624	2,398,520,071
Accrued Revenue	22,878,597	13,610,368
	2,212,009,221	2,412,130,439

18 - CASH AND CASH EQUIVALENTS

	Local Currency	Foreign Currency	30/06/2012	31/12/2011
	LE	LE	LE	LE
*Time Deposits	163,774,174	2,749,235	166,523,409	135,824,187
Banks Current Accounts	50,246,722	9,137,137	59,383,859	60,311,245
Cash on Hand	27,324,056	-	27,324,056	23,569,106
**Treasury Bills	54,355,734	-	54,355,734	2,035,845
***Cheques Under Collection	1,984,262	-	1,984,262	3,392,764
	297,684,948	11,886,372	309,571,320	225,133,147

*Time deposits due within three months

**Treasury Bills due within three months

***Cheques under collection represent banks cheques and accepted cheques,

For the purpose of preparing cash flow statement, the cash and cash equivalents consists of:

	30/06/2012	30/06/2011
	LE	LE
Cash on Hand and at Banks	309,571,320	290,844,295
Banks Overdraft	(141,663,689)	(32,298,977)
Cash and Cash Equivalents	167,907,631	258,545,318

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

19- CREDITORS AND NOTES PAYABLE

	30/06/2012	31/12/2011
	LE	LE
Contractors and Suppliers	407,296,070	478,063,738
Notes Payables	1,386,521,133	1,520,400,680
	<u>1,793,817,203</u>	<u>1,998,464,418</u>

20- CUSTOMERS ADVANCE PAYMENT

	30/06/2012	31/12/2011
	LE	LE
Customers down payment (Al Rehab Project)	254,739,714	195,544,499
Customers down payment (Al Rehab 2 Project)	3,777,322,911	3,902,782,300
Customers down payment (Madinaty Project)	11,283,007,673	11,869,550,970
Customers down payment (Al Rabwa Project)	350,628,934	291,983,981
Customers down payment (San Stefano Project)	85,050,788	108,617,237
Customers down payment (Nasmal El Ryide)	-	203,649
	<u>15,750,750,020</u>	<u>16,368,682,636</u>

21- ACCRUED EXPENSES AND OTHER CREDIT BALANCES

	30/06/2012	31/12/2011
	LE	LE
Retention	500,849,415	396,866,499
Other Credit Balances	230,723,705	100,127,485
Accrued Expenses and Creditors	227,856,170	249,663,443
Insurance for Other	91,024,404	101,497,892
Due to Customers	13,453,966	17,258,291
Contribution to the establishment - renew the club	19,817,387	19,817,387
Club Subscriptions	420,441,530	410,850,376
Units Insurance	373,035,897	372,824,936
	<u>1,877,202,474</u>	<u>1,668,906,309</u>

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

30 June 2012

22 – CAPITAL

The company's authorized capital amounted to LE 50,000,000 and the issued and paid up capital LE 6,000,000 divided over 600,000 share of LE 10 par value each in 3 April 2007,

According to the extra ordinary general assembly meeting dated 6 October 2007, the company's authorized capital was increased by LE 29,500,000 to become LE 30,000,000,000 and the issued and paid capital was amended to be LE 18,152,035,500 divided over 1,815,203,550 share of LE 10 par value each through share swap with the subsidiaries companies,

According to the extra ordinary general assembly meeting dated 28 October 2007, the company's issued and paid capital was increased to be LE 20,302,035,500 divided over 2,030,203,550 shares recorded in the commercial register on 25 November 2007,

The amount increased amounted to 2,150,000,000 was paid with a premium share amounted to LE 1,6 per share by total amount LE 344,000,000,

According to the extra ordinary general assembly resolution dated 24 March 2010, The issued capital was reduced by the treasury stocks amounted of LE 169,720,520 par value as more than one year passed from the date of purchase and the issued capital is LE 20,132,314,980 (Twenty milliard and one hundred and thirty two million and fourteen thousand and nine hundred and eighty pound) Distributed to 2013231498 shares, recorded in the commercial register on 18 May 2010,

The extra ordinary general assembly resolution dated 31 March 2011 concent on increase the issued capital by issuing bonus shares deducted from the retained earnings to be LE 20,635,622,860 par value LE 10 per share divided to 2,063,562,286 shares, recorded in the commercial register on 24 May 2011,

23 – LEGAL RESERVE

Legal reserve amounted to 216,758,638 which represents the transferred amount of the shares Premium amounted to LE 344,000,000, and LE 1, 6 per share, part of the premium amounted to LE 185,880,702 was used to cover the IPO expenses, the remaining balance of LE 158,119,298 was transferred to the legal reserve, as well 5% of the net profit of the retained earnings of the prior years was also transferred to the legal reserve,

24- GENERAL RESERVES

The general reserve balance amounted LE 61,735,404 includes amount of LE 25,747,613 represents the different results from shares swap of the company with the subsidiaries amounted according to the Extra Ordinary General Assembly Meeting dated 6 October 2007 to transfer the different to general reserve

In addition to amount of LE 35,987,791 represent the difference between the par value and the book value of the treasury stocks that were redeemed according to the extraordinary general assembly resolution dated 24 March 2010

25- NET UNREALIZED REVENUE ON AVAILABLE FOR SALE

The revaluation of available for sale investments resulted to unrealized revenue amounted to 4,040,000 LE which represented in the variation between the foreign exchange impact and the cost of the available for sale investments at the statement date,

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

26- REDUCTION OF THE SHAREHOLDERS EQUITY IN AFFILIATED COMPANIES

Alexandria Company for real estate investments (one of the subsidiaries) purchase 190759 shares of its shares as treasury stocks with total amount of LE 29,845,162 according to the listing and disclosure rules of the Egyptian exchange (Bursa) due to the voluntary withdrawal of Alexandria Company for real estate from listing in the Egyptian exchange Bursa, therefore the balance of those treasury stocks is presented in the consolidated financial statements of Talaat Mostafa group holding after non controlling interest, according to the resolution of the extra ordinary general assembly of Alexandria Company for real estate dated 19/11/2011, the issued capital is reduced with the value of 190961 treasury shares in february 2012.

27- LOANS AND FACILITIES

	Short Term LE	Long Term LE	30/06/2012 LE	31/12/2011 LE
Banks Facilities	870,655,162	-	870,655,162	513,659,948
Loans *	<u>752,208,109</u>	<u>2,002,728,310</u>	<u>2,754,936,419</u>	<u>2,666,816,208</u>
	<u>1,622,863,271</u>	<u>2,002,728,310</u>	<u>3,625,591,581</u>	<u>3,180,476,156</u>

* The instalments due within the following year is recorded in the current liabilities and the loans are granted with commercial papers and financial securities,

28- LONG TERM LIABILITIES

	30/06/2012 LE	31/12/2011 LE
New Urban Communities Authority	4,177,619,742	4,177,619,742
General authority for tourism development	12,548,537	-
	<u>4,190,168,279</u>	<u>4,177,619,742</u>

29- INCOME TAX AND DEFERRED TAX LIABILITY

The income tax was calculated as follows:

	From 01/01/2012 to 30/06/2012 LE	From 01/01/2011 to 30/06/2011 LE
Net book profit before tax	418,725,639	386,734,489
Adjustments to the net book profit to reach the net tax profit	(68,848,523)	(113,335,694)
Net taxable profit	<u>353,877,116</u>	<u>273,398,795</u>
Income Tax with rate 20%	2,000,000	54,679,759
Income Tax with rate 25%	85,969,279	-
Income tax for the period	<u>87,969,279</u>	<u>54,679,759</u>

Tax rate was adjusted effective from 1 July 2011, accordingly the tax income till LE 10 m will be taxable at rate of 20% and the exceed of that will be applied to 25% tax rate

The balance of deferred tax assets in 30 June 2012 is LE 17,347,546 which represents the different between accounting basis and tax basis and it's calculation as follow:

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

	From 01/01/2012 to 30/06/2012 LE	From 01/01/2011 to 30/06/2011 LE
Accounting depreciation for assets	3,576,926,599	4,274,074,683
Taxes depreciation	(3,507,536,414)	(4,309,956,473)
Temporary differances	69,390,185	(35,881,790)
Deferred tax – 30 June 2012 20%	-	(7,176,358)
Deferred tax liabilities – 30 June 2012 25%	(17,347,546)	-
Deferred tax liabilities – 30 June 2012	(17,347,546)	(7,176,358)
Deferred tax – 31 December 2011/2010	2,782,602	(26,430,805)
Deferred tax – 30 June 2012	(20,130,146)	19,254,447

30- REVENUE AND COST OF REVENUE

	From 01/01/2012 to 30/06/2012 LE	From 01/01/2011 to 30/06/2011 LE
-Revenue from Sold Units	2,129,664,208	2,292,353,571
- Revenue from Hotels Operation	190,600,289	183,163,943
-Services Revenues	70,754,208	74,159,515
Total Revenues *	2,391,018,705	2,549,677,029
-Cost of Sold Units	1,513,723,806	1,674,384,720
- Cost of Hotels Operation	145,445,578	137,948,682
- Cost of Sold Services	46,869,524	45,729,176
Total Cost **	1,706,038,908	1,858,062,578

* The supervision revenue has been eliminated in amount LE 73,240,014

** The supervision cost has been eliminated in amount LE 96,839,811

Herein under the sectors analysis:

	Real Estate & Services	Tourism	General	30/6/2012	31/12/2011
Revenue	2,200,418,416	190,600,289	-	2,391,018,705	5,098,105,156
Cost of good sold	1,560,593,330	145,445,578	-	1,706,038,908	3,911,560,611
Gross Profit	639,825,086	45,154,711	-	684,979,797	1,186,544,545
Depreciation	15,306,786	45,184,946	2,936,298	63,428,030	144,356,925
Credit Interest	-	-	10,890,001	10,890,001	19,510,301
Investments Revenue	-	-	20,131,123	20,131,123	10,647,636
Other Revenue	-	-	29,777,067	29,777,067	81,687,187
Income Tax	-	-	108,099,425	108,099,425	74,431,312
Total Profits	421,267,910	(30,235)	(79,436,332)	341,801,343	577,509,293
Assets	31,372,155,750	4,184,461,312	-	35,556,617,062	37,533,991,134
Financial Investment	-	-	1,590,954,833	1,590,954,833	775,575,593
Unallocated Assets	-	-	17,067,944,787	17,067,944,787	15,574,421,982
Total Assets	31,372,155,750	4,184,461,312	18,658,899,620	54,215,516,682	53,889,311,039
Liabilities	25,444,370,780	2,068,321,432	-	27,512,692,212	27,560,788,118
Unallocated Liabilities	-	-	37,704,356	37,704,356	25,863,724
Total Liabilities	25,444,080,876	2,068,321,432	37,704,356	27,550,396,568	27,587,235,092

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

31- Dividends from financial investment

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

	From 01/01/2012 to 30/06/2012	From 01/01/2011 to 30/06/2011
	LE	LE
Dividends from ORASCOM	-	108,296
Dividends from CIB	219,326	117,550
Dividends from Telecom Egypt Co	258,539	150,272
Dividends from Arab Afreca Bank	499,003	630,847
Alexandria for Projects Management	1,056,200	893,800
Other companies	303,884	753,432
	<u>2,336,952</u>	<u>2,654,197</u>

32- REVENUE FROM SALE FINANCIAL INVESTMENTS

	From 01/01/2012 to 30/06/2012	From 01/01/2011 to 30/06/2011
	LE	LE
Sale price of financial investments	59,744,833	141,683,199
Book value of sold financial investments	(49,888,291)	(138,618,540)
	<u>9,856,542</u>	<u>3,064,659</u>

33- OTHER INCOME

	From 01/01/2012 to 30/06/2012	From 01/01/2011 to 30/06/2011
	LE	LE
Net revenue from El Rehab Club operation	7,678,083	11,879,327
Net revenue from Madenaty Club operation		
Rents from rental units and usufruct	10,158,027	3,433,677
Other	5,915,035	4,719,406
	<u>23,751,145</u>	<u>20,032,410</u>

34-T-BILL, BONDS, TIME DEPOSITS REVENUES

	From 01/01/2012 to 30/06/2012	From 01/01/2011 to 30/06/2011
	LE	LE
Credit interest	10,890,001	10,363,069
Bonds	13,840,049	15,136,880
Treasury Bills	145,916	-
	<u>24,875,966</u>	<u>25,499,949</u>
Change in accrued revenues (note 17)	(9,268,229)	(6,477,645)
	<u>15,607,737</u>	<u>16,196,838</u>

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

35-TAX SITUATION

Arab company for projects and urban development

a. Corporate tax

The company presents its tax returns regularly and according to the legal times, the years till 2002 were examined and form no, (9-a) are received and the company paid the amounts due taking into consideration

That the company protest against what is stated in those forms regarding year 1996 (period before incorporation)

According to the court appeal no 4233 dated 25 July 2004 the company's project is tax exempted beginning 1 January 1997 for the phase I, beginning 1 January 1998 for the phase II and phase III for ten years also the phase IV and Phase V are exempted,

b. Salary tax

The company pays the deducted income tax of the employees on regularly basis, The Company's records were inspected for the years 1996 till 2000 and settlement is done to that date

The Company's records were inspected for the years 2001 till 2003 and paid the amount due

For the years 2004 till 2009 the tax returns are presented and amounts due are paid within the legal dates,

c. Stamp tax

Tax inspection took place for the Company's records for the years till 2005 and all tax due were paid; the company pays the stamp tax due on monthly basis according to law no, 11 for the year 1980 and adjusted by law no, 143 for the year 2006,

San Stefano Company for real estate investments

a. Corporate tax

The Company's records were inspected till 2004 and paid the amount due; the tax returns are submitted within the legal dates,

b. Salary tax

The Company's records were inspected till 2004 and paid the amount due, the following years are under inspection

The company presents the tax returns and pays the amounts due within the legal dates,

c. Stamp tax

Tax inspection took place for the Company's records for the years till 2005 and all tax due were paid,

Alexandria Company for real estate investments

a. Corporate tax

- The company submits the tax returns within the legal dates,
- The Company's records were inspected till 2001 and paid the amount due
- No tax inspection took place for the years 2002 till 2007,
- Under the new urban societies law, the company's Projects in Virginia beach resort in north coast and al rabwa in sheik zaid city enjoy a tax holiday for each project,

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

b. Salary tax

- The Company's records were inspected till 1997 and paid the amount due
- The Company's records were inspected for the years 1998 till 2001 and the tax assessment is not yet received,

- Tax inspection took place for the years 2002 till 2004,
- The company pays the tax due on regularly basis to the tax authority,

c. Stamp tax

- The Company's records were inspected and settled till 2004 and the tax due was paid,
- No tax inspection took place for the years 2004 till 2010,

Arab company for hotels and tourism investments

a. Corporate tax

No tax inspection took place till 2008 and the company submits the annual tax return according to form (28) within the legal dates and paid the amounts due accordingly,

b. Salary tax

- The company pays the deducted income tax of the employees on regularly basis within the legal dates, the company submits the quarterly salary tax return form (4-salary) plus the annual return within the legal dates
- No tax inspection took place for the years 2005 till 2009,

c. Stamp tax

- No tax inspection took place for the years 2005 till 2010,

Alexandria for Urban projects

a. Corporate tax

- The company submits the tax returns within the legal dates,
- The Company's records were inspected and settled till 2002 and the tax due was paid; the company enjoy a tax holiday under the new urban societies law,

b. Salary tax

- The company pays the deducted income tax of the employees on regularly basis within the legal dates and the tax return was presented according to law no, 91 for the year 2005,

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

Al rabwa for entertainment services

a. Corporate tax

- The company submits the tax returns within the legal dates,
- No tax inspection took place till 2008 and the company enjoy a tax holiday under the new urban societies law,

b. Salary tax

- The company pays the deducted income tax of the employees on regularly basis within the legal dates,

c. Stamp tax

- No tax inspection took place till 2007,
- The Company's records were inspected and settled till 2001 and the tax due was paid

d. Sales tax

- The company submits the sales tax returns within the legal dates,

Al Masria for development and real estate projects

a. Corporate tax

- The company submits the tax returns within the legal dates,
- The Company's records were inspected till 2004 and the tax assessment is not yet received,
- tax inspection took place for 2005
- No tax inspection took place till 2009

b. Salary tax

- The Company's records were inspected till 2000 and paid the amount due
- The Company's records were inspected for the years 2001 till 2004 and the tax assessment is not yet received,
- No tax inspection took place from 2005 till 2009

c. Stamp tax

- The Company's records were inspected and settled till 2004 and the tax due was paid,
- No tax inspection took place for the years till 2009,

El Nile for hotels

- The company submits the tax returns within the legal dates and the tax due is paid if -exicist,

San Stefano For tourism investment

- The company enjoy a tax holiday for 5 years from operation date and No tax inspection took place,
- The company submits the tax returns within the legal dates,

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

a. Corporate tax

- The Company's records were inspected and settled till 2004 and the tax due was paid
- The company submits the tax returns within the legal dates and paid the amounts due accordingly,

b. Salary tax

- The Company's records were inspected and settled till 2004 and the tax due was paid
- The company pays the deducted income tax of the employees on regularly basis within the legal dates, the company submits the quarterly salary tax return within the legal dates

c. Stamp tax

- The Company's records were inspected and settled till 2004 and the tax due was paid
- The company pays the stamp tax on time specially the stamp tax due to the advertising expenses,

Alexandria Saudi company for tourism projects

a. Corporate tax

- The Company's records were inspected and settled till 2004 and the tax due was paid
- The company submits the tax returns within the legal dates and paid the amounts due accordingly,
- The company enjoy a tax holiday for 10 years ended in 31 December 2011

b. Salary tax

- The Company's records were inspected and settled till 2004 and the tax due was paid
- The company pays the deducted income tax of the employees on regularly basis within the legal dates, the company submits the quarterly salary tax return within the legal dates

c. Stamp tax

- The Company's records were inspected and settled till 2006 and the tax due was paid
- The company pays the stamp tax on time specially the stamp tax due to the advertising expenses,

Mayfair Company for entertainment services

a. Corporate tax

- The company starts operation in 2005 and no tax inspection took place till the date of issuing the financial statements and the company enjoy a tax holiday under the new urban societies law,

b. Salary tax

- The company pays the deducted income tax of the employees on regularly basis within the legal dates,

c. Stamp tax

- No tax inspection took place till to the date of issuing the financial statements,

d. Sales tax

- The company submits and pays the sales tax returns on monthly basis,

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

ort Venice for tourism development

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

a. Corporate tax

- The company does not start its activities yet and enjoy a tax holiday under the investments guarantees and bonus law but the company submits the annual tax return according to the income tax law no,91 for the year 2005,

b. Salary tax

There is no amount subject to income tax for the salaries as the company does not start its activities yet and no tax inspection took place yet

c. Stamp tax

- No tax inspection took place till to the date of issuing the financial statements,

d. Sales tax

- The company is not subject to sales tax law,

36- RELATED PARTY TRANSACTIONS

To accomplish the company's objectives, the company deals with some related companies with the same terms of the other parties, it delegates some assignments in El Rehab City's project to them, and it may as well Pay off or settle some balances on behalf of them, these transactions balances appeared in the Assets and Liabilities in the Balance Sheet

Alexandria Company for construction S,A,E is the main contractor for the companies' projects under the contracts signed by the companies,

TMG company for real estate and tourism investment - some of the board members participate in it – owns 47% of Talaat Mostafa Group Holding

Total transactions

	30/6/ 2012	31/12/2011	
	Transaction volume	Transaction volume	Type of Transaction
	LE	LE	
Virginia Owners Union	625,000	1,100,000	Management
El basateen company	10,102,903	20,740,171	Service
Alexandria for Construction	2,428,053,070	4,110,099,681	Contractor

The related party transactions that is included in the balance sheet statement:

	30/06/2012	31/12/2011
	Notes payable	Notes payable
	LE	LE
Alexandria for Constructions Company	9,278,400	16,650,568
	Debit balance	
Alexandria for Constructions Company	4,990,665	

37- Contingent and other obligation contracted

There's no any contingent obligations unrecorded in the financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 June 2012

38-Financial instruments and risk management

Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

The Company's financial instruments are represented in financial assets and financial liabilities, The financial assets include cash on hand and at banks, account receivable, debtors and other debit balances, the financial liabilities include banks overdrafts, accounts payable, creditors and other credit balances,

The significant accounting policies applied for the recognition and measurement of the above mentioned financial assets and liabilities and the related income and expenses

Herein under the significant risk related to the financial instruments as well as the significant policies and procedures that applied by the company to reduce those risks,

A, Credit Risk

Credit risk represents the risk of default of the customers from not paying the amounts due, this risk is limited due to the expand number of customers that the company deals with and having sufficient guarantees to reduce the risk of default a customer , also follow up the customers through specific departments,

B, Interest Rate Risk

The company mitigates the impact of the interest rate changes on its operational results and the value of its financial assets and liabilities,

C, Foreign currency risk

The foreign currency risk is the risk that the value of the financial assets and liabilities and the related cash inflows, and out flows in foreign currencies will fluctuate due to changes in foreign currency exchange rates, this risk is limited as most of the company's transactions are in local currency,

D, Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool,

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, preference shares, finance leases and hire purchase contracts,

39-Important Events

Still Arab Republic of Egypt during the first quarter of 2011 events has significant impact on the economic sectors in general and led to significant reduction of economic activities

Tourism Sector

Those events still have significant impact on the tourism sectors in general and specially on the hotels occupancy percentage which leads to significant reduction of hotels revenues starting from January 2011, this reduction in the hotels revenues due to the reduction in the occupancy percentages does not meet with similar reduction in the expenses due to the fixed cost that hotel bear despite of the occupancy percentage, It is therefore possible that the events referred to has a material impact on the financial statements for the coming periods, and still is not possible at present to expect the expected extend and the time period which is expected the end of those events and their effects,

Real Estate Sector

Still Arab Republic of Egypt during the first quarter of 2011 events has significant impact on the economic sectors in general, It is therefore possible that the events referred to has a material impact on assets, liabilities and redemption value as well as the results of business during the coming period, and still is not possible at present to quantify this influence on assets and liabilities included the financial statements present, where the impact size of the events referred to depends on the expected extend and the period time which is expected the end of those events and their effects

On 17 October 2011 the Egyptian financial supervisory authority issued a decision no, (84) to suspend the activities of el tayseer company for real estate finance(owned by the group) for 90 days according to article (42) from the law of real estate finance market no, 148 for the year 2011 and to the violations mentioned in Egyptian financial supervisory authority issued letter no, 1252 dated 26 October 2011,