

**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 2013 TO 30 SEPTMBER 2013  
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 September 2013 and the related statements of consolidated income, consolidated changes in equity and consolidated cash flows for the nine 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.

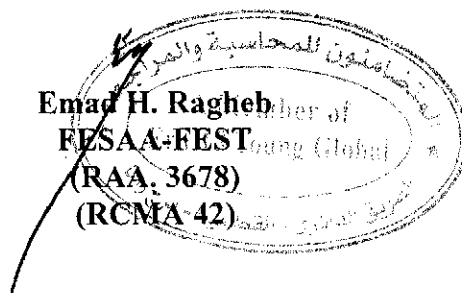
**Conclusion**


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 September 2013, and its financial performance and cash flows for the nine 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 9.9979 Billion, based on that, the value of the land of Madinaty project will be reconsidered upon signing the final contract of the land (note 14).

Cairo: 13 November 2013

Auditors

  
Emad H. Ragheb  
Member of  
FESAA-FEST  
(RAA. 3678)  
(RCMA 42)

  
Magdy Hashish  
Magdy Hashish & Co  
(RAA. 1626)  
(RCMA 117)

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

**CONSOLIDATED BALANCE SHEET**

As of 30 September 2013


|  | Notes | 30/9/2013<br>LE       | 31 /12/ 2012<br>LE    |
|--|-------|-----------------------|-----------------------|
| <b>Non-Current Assets</b>                              |       |                       |                       |
| Property and Equipment                                 | (4)   | 4,051,492,392         | 4,122,392,057         |
| Intangible Assets                                      | (5)   | 9,726,909             | 12,092,244            |
| Projects Under Constructions                           | (6)   | 1,273,174,079         | 1,249,092,135         |
| Goodwill   | (7)   | 15,393,653,117        | 15,393,653,117        |
| Investments in Associates                              | (8)   | 5,317,232             | 4,848,184             |
| Available for Sale Investments                         | (9)   | 62,054,990            | 57,894,990            |
| Investments in Financial Assets Held to Maturity       | (10)  | 365,410,747           | 270,041,071           |
| <b>Total Non-Current Assets</b>                        |       | <u>21,160,829,466</u> | <u>21,110,013,798</u> |
| <b>Current Assets</b>                                  |       |                       |                       |
| Current assets held for sale                           | (11)  | 93,830,684            | 93,830,684            |
| Work in Progress                                       | (14)  | 18,856,611,652        | 17,221,508,767        |
| Inventory  | (15)  | 34,239,242            | 29,970,336            |
| Accounts and Notes Receivable                          | (13)  | 12,548,711,634        | 12,943,927,048        |
| Prepayments and Other Debit Balances                   | (16)  | 2,434,002,765         | 2,481,676,506         |
| Available for Sale Investments                         | (9)   | 25,841,897            | 25,845,508            |
| Investments in Financial Assets Held to Maturity       | (10)  | 475,820,661           | 582,929,282           |
| Financial assets at fair value through profit and loss | (12)  | 122,020,194           | 142,774,029           |
| Cash on Hand and at Banks                              | (17)  | 532,398,812           | 331,733,008           |
| <b>Total current assets</b>                            |       | <u>35,123,477,541</u> | <u>33,854,195,168</u> |
| <b>Current Liabilities</b>                             |       |                       |                       |
| Banks Overdraft  |       | 47,504,298            | 68,510,278            |
| Creditors and Notes Payable                            | (18)  | 1,879,537,413         | 2,464,828,974         |
| Bank Facilities  | (26)  | 899,895,545           | 880,733,180           |
| Current Portion of Loans and Facilities                | (26)  | 565,821,250           | 829,373,436           |
| Customers Advance Payment                              | (19)  | 16,424,263,972        | 15,755,731,070        |
| Dividends Creditors                                    | (20)  | 13,752,130            | 14,328,219            |
| Accrued income tax                                     | (28)  | 142,715,489           | 173,715,416           |
| Accrued Expense and Other Credit Balances              | (21)  | 2,869,275,254         | 2,266,465,706         |
| <b>Total Current Liabilities</b>                       |       | <u>22,842,765,351</u> | <u>22,453,686,279</u> |
| <b>WORKING CAPITAL</b>                                 |       | <u>12,280,712,190</u> | <u>11,400,508,889</u> |
| <b>TOTAL INVESTMENTS</b>                               |       | <u>33,441,541,656</u> | <u>32,510,522,687</u> |


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


CONSOLIDATED BALANCE SHEET

As of 30 September 2013

|  | Notes | 30/9/2013<br>LE       | 31 /12/ 2012<br>LE    |
|--|-------|-----------------------|-----------------------|
| <b>Financed as follows:</b>                                    |       |                       |                       |
| <b>Owner's Equity</b>  |       |                       |                       |
| 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)  | 218,227,661           | 216,758,638           |
| General Reserve  | (24)  | 61,735,404            | 61,735,404            |
| Net unrealized gains on available for sale investments         | (25)  | 10,760,000            | 6,600,000             |
| Retained earning   |       | 4,454,660,486         | 3,922,963,906         |
| Net profit for the period / year                               |       | 417,769,049           | 545,731,026           |
| <b>TOTAL MOTHER COMPANY SHAREHOLDERS EQUITY</b>                |       | <b>25,798,775,460</b> | <b>25,389,411,834</b> |
| Minority Interest  |       | 933,287,786           | 957,933,782           |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>                              |       | <b>26,732,063,246</b> | <b>26,347,345,616</b> |
| <b>Non-current Liabilities</b>                                 |       |                       |                       |
| Non-current Loans  | (26)  | 2,404,969,163         | 1,856,303,372         |
| Non-current Liabilities  | (27)  | 4,281,642,691         | 4,280,214,247         |
| Deferred Tax Liability   | (28)  | 22,866,556            | 26,659,452            |
| <b>Total Non- Current Liabilities</b>                          |       | <b>6,709,478,410</b>  | <b>6,163,177,071</b>  |
| <b>Total Shareholders' Equity and Nun- Current liabilities</b> |       | <b>33,441,541,656</b> | <b>32,510,522,687</b> |

Chairman  
  
Tarek Talaat Mostafa

Financial Director  
  
Ghaleb Ahmed Fayed

Auditors  
  
Emad H. Ragheb

  
Magdy Hashish

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

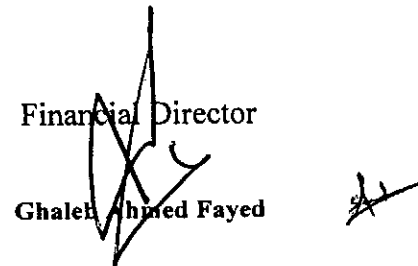
Talaat Mostafa Group Holding Company "TMG Holding" S.A.E

CONSOLIDATED INCOME STATEMENT

For the period from 1 January 2013 to 30 September 2013

|  | Notes | From 1/1/2013<br>to 30 /9/ 2013<br>LE | From 1/7/2013<br>to 30/9/2013<br>LE | From 1/1/2012<br>to 30/9/2012<br>LE | From 1/7/2012<br>to 30/9/2012<br>LE |
|--|-------|---------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Revenue  | (29)  | 3,256,229,995                         | 837,288,999                         | 3,209,560,979                       | 818,542,274                         |
| Cost of revenue  | (29)  | (2,295,987,996)                       | (582,837,142)                       | (2,274,299,854)                     | (568,260,946)                       |
| <b>GROSS PROFIT</b>  |       | <b>960,241,999</b>                    | <b>254,451,857</b>                  | <b>935,261,125</b>                  | <b>250,281,328</b>                  |
| Administrating, marketing and sales expenses                                     |       | (228,547,662)                         | (88,086,797)                        | (250,352,230)                       | (73,832,488)                        |
| Depreciation and amortization  | (4,5) | (92,859,308)                          | (30,911,696)                        | (94,888,523)                        | (29,598,790)                        |
| Provisions   |       | (186,653)                             | (186,653)                           | -                                   | -                                   |
| Provisions no longer required  |       | 79,335                                | 72,684                              | 59,262                              | 12,906                              |
| Rent expenses  |       | (44,002,261)                          | (794,748)                           | (22,067,325)                        | (7,425,267)                         |
| <b>Operating Profit</b>  |       | <b>594,725,450</b>                    | <b>134,544,647</b>                  | <b>568,012,309</b>                  | <b>139,437,689</b>                  |
| Credit interest  | (33)  | 12,963,059                            | 3,516,853                           | 18,033,659                          | 7,143,658                           |
| Interest from financial assets held to maturity                                  | (33)  | 21,962,534                            | 6,601,558                           | 19,778,339                          | 6,615,802                           |
| Amortization of Discount of the Financial Assets Held to Maturity                | (10)  | 1,125,376                             | 382,777                             | 1,010,894                           | 333,382                             |
| Treasury Bills Interest  | (33)  | 403,203                               | 98,352                              | 174,256                             | 28,340                              |
| Finance cost   |       | (101,828,998)                         | (33,065,128)                        | (122,303,409)                       | (37,601,449)                        |
| Dividends revenue  | (30)  | 3,891,351                             | 1,818,055                           | 3,978,770                           | 1,641,818                           |
| Revenue on sale of financial assets at fair value through profit and loss        | (31)  | 2,773,579                             | 973,448                             | 13,937,861                          | 4,081,319                           |
| Revenue (loss) of revalue financial assets at fair value through profit and loss | (12)  | 5,591,894                             | 5,235,756                           | 13,432,945                          | 5,947,781                           |
| Share of (loss) profit of associates   | (8)   | (50,952)                              | 126,373                             | (438,785)                           | 288,124                             |
| Other income   | (32)  | 37,196,926                            | 5,216,455                           | 27,901,447                          | 4,150,302                           |
| Capital gain   |       | 7,156,085                             | 418,604                             | 14,222,449                          | 4,578,664                           |
| Board of directors allowances  |       | (373,050)                             | (114,550)                           | (410,850)                           | (112,500)                           |
| Foreign exchange (loss)  |       | (63,213,245)                          | 14,469,249                          | (5,360,853)                         | (3,289,537)                         |
| <b>NET PROFIT FOR THE PERIOD BEFORE TAX</b>                                      |       | <b>522,323,212</b>                    | <b>140,222,449</b>                  | <b>551,969,032</b>                  | <b>133,243,393</b>                  |
| Income tax   | (28)  | (148,087,643)                         | (41,243,898)                        | (122,870,712)                       | (34,901,433)                        |
| Deferred tax expense   | (28)  | 4,000,787                             | (892,379)                           | (24,796,468)                        | (4,666,322)                         |
| <b>NET PROFIT FOR THE PERIOD AFTER TAX</b>                                       |       | <b>378,236,356</b>                    | <b>98,086,172</b>                   | <b>404,301,852</b>                  | <b>93,675,638</b>                   |
| Minority interest losses   |       | 39,532,693                            | 6,927,294                           | 29,135,007                          | 10,959,353                          |
| <b>NET PROFIT FOR THE PERIOD (MOTHER COMPANY SHAREHOLDERS)</b>                   |       | <b>417,769,049</b>                    | <b>105,013,466</b>                  | <b>433,436,859</b>                  | <b>104,634,991</b>                  |

Chairman  
  
Tarek Talaat Mostafa

Financial Director  
  
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 2013 to 30 September 2013

|  | Issued and Paid<br>up Capital | Legal<br>Reserves  | General<br>Reserves | Net unrealized<br>gains<br>on available<br>for sale | Accumulative<br>translation<br>adjustments | Reduce<br>shareholders in<br>affiliated<br>companies/<br>Treasury stocks | Retained<br>Earning  | Net Profit for the<br>period | Total                 | Minority interest    | Total                 |
|--|-------------------------------|--------------------|---------------------|---|--|--|----------------------|------------------------------|-----------------------|----------------------|-----------------------|
|  | LE                            | LE                 | LE                  | LE  | LE   | LE   | LE                   | LE                           | LE                    | LE                   | LE                    |
| Balance at 1 January 2013                  | 20,635,622,860                | 216,758,638        | 61,735,404          | 6,600,000   | -  | -  | 3,922,963,906        | 545,731,026                  | 25,389,411,834        | 957,933,782          | 26,347,345,616        |
| Transfer to retained earning               | -                             | -                  | -                   | -   | -  | -  | 545,731,026          | (545,731,026)                | -                     | -                    | -                     |
| Net profit for the period                  | -                             | -                  | -                   | -   | -  | -  | -                    | 417,769,049                  | 417,769,049           | (39,532,693)         | 378,236,356           |
| Reconciliation on retained earning         | -                             | -                  | -                   | -   | -  | -  | (12,565,423)         | -                            | (12,565,423)          | -                    | (12,565,423)          |
| Reconciliation on minority interest*       | -                             | -                  | -                   | -   | -  | -  | -                    | -                            | -                     | 14,886,697           | 14,886,697            |
| Legal Reserve                              | -                             | 1,469,023          | -                   | -   | -  | -  | (1,469,023)          | -                            | -                     | -                    | -                     |
| Net unrealized gains on available for sale | -                             | -                  | -                   | 4,160,000   | -  | -  | -                    | -                            | 4,160,000             | -                    | 4,160,000             |
| <b>Balance as of 30 September 2013</b>     | <b>20,635,622,860</b>         | <b>218,227,661</b> | <b>61,735,404</b>   | <b>10,760,000</b>                                   | <b>-</b>                                   | <b>-</b>   | <b>4,454,660,486</b> | <b>417,769,049</b>           | <b>25,798,775,460</b> | <b>933,287,786</b>   | <b>26,732,063,246</b> |
| 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                  | -                             | -                  | -                   | -   | -  | -  | -                    | 433,436,859                  | 433,436,859           | (29,135,007)         | 404,301,852           |
| Reconciliation on retained earning         | -                             | -                  | -                   | -   | -  | 30,089,758   | (122,824,423)        | -                            | (92,734,665)          | -                    | (92,734,665)          |
| Reconciliation on minority interest*       | -                             | -                  | -                   | -   | -  | -  | -                    | -                            | -                     | 254,329,697          | 254,329,697           |
| Legal Reserve                              | -                             | 112,985            | -                   | -   | -  | -  | (112,985)            | -                            | -                     | -                    | -                     |
| Accumulative translation adjustments       | -                             | -                  | -                   | -   | (17,094,779)                               | -  | -                    | -                            | (17,094,779)          | -                    | (17,094,779)          |
| Net unrealized gains on available for sale | -                             | -                  | -                   | 480,000   | -  | -  | -                    | -                            | 480,000               | -                    | 480,000               |
| <b>Balance as of 30 September 2012</b>     | <b>20,635,622,860</b>         | <b>216,758,638</b> | <b>61,735,404</b>   | <b>4,280,000</b>                                    | <b>18,372,668</b>                          | <b>-</b>   | <b>3,906,115,166</b> | <b>433,436,859</b>           | <b>25,276,321,595</b> | <b>1,575,036,459</b> | <b>26,851,358,054</b> |

\*Results from the elimination entries among the subsidiaries and the dividend paid to minority interest in subsidiaries

- 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 2013 to 30 September 2013

|   | Notes | From 1/1/2013<br>to 30/9/2013<br>LE | From 1/1/2012<br>to 30/9/2012<br>LE |
|---|-------|-------------------------------------|-------------------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |       |                                     |                                     |
| Net profit for the period before tax and minority interest                        |       | 522,323,212                         | 551,969,032                         |
| Adjustment to reconciliation net profit with cash flow operating activities :     |       |                                     |                                     |
| Depreciation & Amortization   | (4,5) | 92,859,308                          | 94,888,523                          |
| (Discount) Financial Assets Held to Maturity Amortization                         | (11)  | (1,125,376)                         | (1,010,894)                         |
| Provisions (no longer required)   |       | (79,335)                            | (59,262)                            |
| Credit Interests, Bonds and Treasury Bills revenue                                | (33)  | (35,328,796)                        | (37,986,254)                        |
| Dividends revenue of Financial Assets at Fair Value through Profit and Loss       | (30)  | (3,891,351)                         | (3,978,770)                         |
| (Gain) of revalue Financial Assets at Fair Value through Profit and Loss          | (12)  | (5,591,894)                         | (13,432,945)                        |
| (Gain) from selling Financial Assets at Fair Value through Profit and Loss        | (31)  | (2,773,579)                         | (13,937,861)                        |
| Share of loss of Associates   |       | 50,952                              | 438,785                             |
| Capital (Gain)  | (4)   | (7,156,085)                         | (14,222,449)                        |
| Foreign Exchange Loss   |       | 63,213,245                          | 5,360,853                           |
| <b>Operating profit before changes in working capital</b>                         |       | <b>622,500,301</b>                  | <b>568,028,758</b>                  |
| Change in Work in Progress  | (14)  | (1,572,599,013)                     | (2,448,657,180)                     |
| Change in Inventory   |       | (4,268,906)                         | 2,405,186                           |
| Change in Accounts and Notes Receivables  | (13)  | 395,215,414                         | 1,596,462,270                       |
| Change in Prepayments and Other Debit Balances                                    | (16)  | 49,562,200                          | 307,142,304                         |
| Change in Creditors and Notes Payable   |       | (585,291,561)                       | (54,322,420)                        |
| Change in Non- Current Liabilities  |       | 1,428,444                           | 12,672,936                          |
| Change in Customers Advance Payment   |       | 668,532,902                         | (452,350,077)                       |
| Change in Dividends Creditors   |       | (576,089)                           | (788,889)                           |
| Change in Financial Assets at Fair Value through Profit and Loss                  | (12)  | 29,119,308                          | (46,157,273)                        |
| Change in accrued income tax  |       | (179,087,570)                       | (95,899,210)                        |
| Change in Other Credit Balances   | (21)  | 602,888,883                         | 274,863,860                         |
| <b>Net Cash flows Provided from (used in) Operating Activities</b>                |       | <b>27,424,313</b>                   | <b>(336,599,735)</b>                |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                       |       |                                     |                                     |
| (Payment) on Purchasing of Property and Equipment and Projects Under Construction | (4,6) | (106,645,111)                       | (150,667,968)                       |
| Proceeds from sale Fixed Assets   | (4)   | 7,621,072                           | 18,706,573                          |
| Proceeds (Payment) on Purchasing of Financial Assets Held to Maturity             | (10)  | 12,864,321                          | (89,434,703)                        |
| Proceeds from Available for Sale Investments                                      |       | 3,611                               | -                                   |
| (Payment) company share in capital increase in Associates                         | (8)   | (520,000)                           | (81,200)                            |
| Proceeds of dividends from Financial Assets at Fair Value through Profit and Loss |       | 3,891,351                           | 3,978,770                           |
| <b>Net Cash flows (used in) Investing Activities</b>                              |       | <b>(82,784,756)</b>                 | <b>(217,498,528)</b>                |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                       |       |                                     |                                     |
| Proceeds from minority interest   |       | -                                   | 190,000,000                         |
| Collected Credit Interests, Bonds and Treasury Bills Revenue                      |       | 33,440,337                          | 30,402,149                          |
| Proceeds from Loans and Facilities  | (26)  | 304,275,970                         | 360,226,262                         |
| <b>Net Cash flows Provided from Financing Activities</b>                          |       | <b>337,716,307</b>                  | <b>580,628,411</b>                  |
| Foreign Exchange Impact   |       | (63,213,245)                        | (24,450,723)                        |
| <b>NET CASH AND CASH EQUIVALENTS DURING THE PERIOD</b>                            |       | <b>219,142,619</b>                  | <b>2,079,425</b>                    |
| Cash adjustments  |       | 2,529,165                           | (28,404,968)                        |
| Cash and Cash Equivalents at the beginning of the period                          |       | 263,222,730                         | 179,514,071                         |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>                         | (17)  | <b>484,894,514</b>                  | <b>153,188,528</b>                  |

- 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 September 2013

#### 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 September 2013 were approved on 12 November 2013 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 acquire 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 September 2013

**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%    |

\*Arab company for projects and urban development acquires 1, 64% of Alexandria company for real estate investment, and contributes 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%          |
| Madinaty for electromechanically power (S.A.E)          | 85%          |
| Madinaty for project management(S.A.E)                  | 91%          |

\*\* Alexandria company for real estate investment acquires 60% of Alexandria for urban projects Company, and contributes 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)                              | 96,51%       |
| which contributes in Marsa el Sadied for real estate development                       | 99,9%        |
| Arab company for tourism and hotels investments S.A.E)and its subsidiaries as follows: | 75,13%       |
| 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%         |
| Luxor for urban and tourism development (S.A.E)  | 100%         |

\*\*\* 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 for urban development (S.A.E) contributes in the following companies:

|   | Contribution |
|---|--------------|
| May fair for entertainment services (S.A.E) | 95,5%        |
| Port Venice for tourism development(S.A.E)  | 90,27%       |

**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 September 2013

**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 September 2013

**Significant Accounting Policies (continue)**

**Financial assets at fair value through profit or loss**

Investments at fair value through profit and loss are financial assets classified as either held for trading acquired for the purpose of selling in the near term or financial assets designated upon initial recognition at fair value through profit and loss.

Investments at fair value through profit and loss are initially recognized at fair value including the direct attributable expenses.

Investments at fair value through profit and loss are carried in the balance sheet at fair value with gains or losses recognized in the statement of income.

Gain or loss of investment is recognized at fair value through income statement.

**Financial assets held to maturity**

Investments in financial assets held to maturity with fixed or determinable payments that are quoted in an active market and the management has the intention and capability to hold it to maturity, Up on the initial measurement of the financial assets, it will be recorded with its fair value including the direct costs.

The investments to be recorded at amortized cost by using the effective rate method carried, Gains or losses due to execute the assets or due to the impairment of the assets to be recognized in the statement of income.

Gain or loss of investment is recognized in profit or loss when the investments are derecognized or impaired impairment is recovered, as well as through the amortization process.

**Current assets held for sale**

Current assets held for sale is the non-current assets that is expected to regain its book value basically from sale agreement not from the use of those assets

Those assets are measured by the lower of the book value or the fair value after deducting the sales cost.

Non-current assets held for sale in case of impairment, the carrying amount to be adjusted by the value of this impairment and are charged to the statement of income

Impairment losses to be reversed in the period when occurred, and to the extent to the amount of book value that previously reduced unless the impairment loss was recognized in the previous years.

**Intangible assets**

Intangible assets are initially be recognized by cost.

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

Intangible assets represent the software's and related licenses 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,

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

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 September 2013

**Significant Accounting Policies (continue)**

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.

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

Assets which worth collected during the year after the date of financial statements is 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 are 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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 September 2013

**Significant Accounting Policies (continue)**

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,

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.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30 September 2013

**Significant Accounting Policies (continue)**

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 whether 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.

**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.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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**Significant Accounting Policies (continue)**

**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 cheeks) 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.

**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

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4 PROPERTY AND EQUIPMENT

|   | Lands                     | Buildings & Constructions   | Motor Vehicles           | Tools & Equipments        | Furniture & Fixtures      | Computers               | Total                       |
|---|---------------------------|-----------------------------|--------------------------|---------------------------|---------------------------|-------------------------|-----------------------------|
|   | LE                        | LE                          | LE                       | LE                        | LE                        | LE                      | LE                          |
| <b>Cost</b>                                   |                           |                             |                          |                           |                           |                         |                             |
| As of 1 January 2013                          | 569,142,679               | 3,312,933,206               | 101,051,653              | 327,490,802               | 488,162,439               | 18,034,473              | <b>4,816,815,252</b>        |
| Additions                                     | -                         | 52,850                      | 8,363,446                | 5,209,759                 | 5,318,703                 | 1,114,537               | <b>20,059,295</b>           |
| Disposals                                     | -                         | (136,000)                   | (2,232,210)              | (1,144,125)               | (698,444)                 | (3,300)                 | <b>(4,214,079)</b>          |
| As of 30 September 2013                       | <u>569,142,679</u>        | <u>3,312,850,056</u>        | <u>107,182,889</u>       | <u>331,556,436</u>        | <u>492,782,698</u>        | <u>19,145,710</u>       | <b><u>4,832,660,468</u></b> |
| <b>Accumulated depreciation</b>               |                           |                             |                          |                           |                           |                         |                             |
| At 1 January 2013                             | -                         | (269,041,102)               | (63,456,165)             | (152,177,728)             | (197,230,589)             | (12,517,611)            | <b>(694,423,195)</b>        |
| Depreciation charge                           | -                         | (32,992,871)                | (8,847,590)              | (18,750,708)              | (28,110,788)              | (1,792,016)             | <b>(90,493,973)</b>         |
| Disposals                                     | -                         | 35,700                      | 2,177,907                | 1,124,174                 | 410,967                   | 344                     | <b>3,749,092</b>            |
| As of 30 September 2013                       | -                         | <u>(301,998,273)</u>        | <u>(70,125,848)</u>      | <u>(169,777,632)</u>      | <u>(224,957,041)</u>      | <u>(14,309,283)</u>     | <b><u>(781,168,076)</u></b> |
| <b>Net book value As of 30 September 2013</b> | <b><u>569,142,679</u></b> | <b><u>3,010,851,783</u></b> | <b><u>37,057,041</u></b> | <b><u>161,778,804</u></b> | <b><u>267,825,658</u></b> | <b><u>4,836,427</u></b> | <b><u>4,051,492,392</u></b> |
| As of 31 December 2012                        | <u>566,988,462</u>        | <u>3,043,892,104</u>        | <u>37,595,488</u>        | <u>175,313,074</u>        | <u>290,931,850</u>        | <u>5,516,862</u>        | <u>4,122,392,057</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       |                    | 7,621,072        |
| Cost of sold fixed assets               | 4,214,079          |                  |
| Accumulated depreciation of sold assets | <u>(3,749,092)</u> | <u>(464,987)</u> |
|   |                    | <u>7,156,085</u> |



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

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**5 – Intangible Assets**

|                        | <b>30/9/2013</b>        | 31/12/2012        |
|------------------------|-------------------------|-------------------|
|                        | <b>LE</b>               | LE                |
| Computers and Software | <b>12,092,244</b>       | 15,246,020        |
| Amortization           | <b>(2,365,335)</b>      | (3,153,776)       |
|                        | <b><u>9,726,909</u></b> | <u>12,092,244</u> |

**6 - PROJECTS UNDER CONSTRUCTIONS**

|                                  | <b>30/9/2013</b>            | 31/12/2012           |
|----------------------------------|-----------------------------|----------------------|
|                                  | <b>LE</b>                   | LE                   |
| Villa – Sednawy                  | <b>73,606,541</b>           | 73,606,541           |
| Processing Water Station         | <b>62,503,872</b>           | 62,503,872           |
| Hotel Assets                     | <b>6,544,392</b>            | 6,544,392            |
| Luxor Project                    | <b>68,842,050</b>           | 68,376,671           |
| Sharm El Sheik Project Extension | <b>1,124,181,096</b>        | 1,038,060,659        |
|                                  | <b><u>1,335,677,951</u></b> | <u>1,249,092,135</u> |
| Transferred to Work in progress  | <b>(62,503,872)</b>         | -                    |
|                                  | <b><u>1,273,174,079</u></b> | <u>1,249,092,135</u> |

**7- GOODWILL**

|   | <b>30/9/2013</b>             | 31/12/2012            |
|---|------------------------------|-----------------------|
|   | <b>LE</b>                    | LE                    |
| Arab Company for Projects and Urban Development | <b>12,235,313,553</b>        | 12,235,313,553        |
| Alexandria Company for Real Estate Investment   | <b>2,992,171,784</b>         | 2,992,171,784         |
| San Stefano Company for Real Estate Investments | <b>96,337,795</b>            | 96,337,795            |
| Alexandria Company for Urban Projects           | <b>69,829,985</b>            | 69,829,985            |
|   | <b><u>15,393,653,117</u></b> | <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.

**8- INVESTMENTS IN ASSOCIATES**

|   | <b>Percentage</b> | <b>30/9/2013</b>        | 31/12/2012       |
|---|-------------------|-------------------------|------------------|
|   |                   | <b>LE</b>               | LE               |
| Hill / TMG for Projects and Construction Management                     | <b>49%</b>        | <b>1,895,395</b>        | 1,895,395        |
| Alexandria for coordinating and garden maintenance                      | <b>47%</b>        | <b>59,375</b>           | 59,375           |
| Alexandria for Projects Management                                      | <b>32.5%</b>      | <b>3,413,414</b>        | 3,134,771        |
| Share of results in Associates  |                   | <b>(50,952)</b>         | (322,557)        |
| Company share in capital increase of Alexandria for Projects Management |                   | -                       | 81,200           |
|   |                   | <b><u>5,317,232</u></b> | <u>4,848,184</u> |

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

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|  | 30/9/2013<br>LE | 31/12/2012<br>LE |
|--|-----------------|------------------|
| <b>Company's share in the associates companies assets &amp; liabilities:</b> |                 |                  |
| Long term assets   | 4,009,103       | 3,630,954        |
| Current assets   | 993,135,964     | 82,311,659       |
| Long term liabilities  | -               | 6,790            |
| Current liabilities  | 131,228,062     | 77,033,012       |
| <b>Company's share in the associates companies profit &amp; losses:</b>      |                 |                  |
| Revenues   | 39,302,119      | 12,294,693       |
| Net profit   | 2,146,052       | 3,919,554        |

**9- AVAILABLE FOR SALE INVESTMENTS**

|  | 30/9/2013<br>LE   | 31/12/2012<br>LE  |
|--|-------------------|-------------------|
| <b>Available for sale investment – current</b>     |                   |                   |
| Housing Insurance Company                          | 4,950,000         | 4,950,000         |
| Shara North Marine Company                         | 18,240,562        | 18,244,173        |
| Egyptian For Real Estate refinance Company         | 2,055,560         | 2,055,560         |
| Egyptian Company for Marketing and Distribution    | 500,000           | 500,000           |
| Other Companies                                    | 95,775            | 95,775            |
|  | <u>25,841,897</u> | <u>25,845,508</u> |
| <b>Available for sale investment – non current</b> |                   |                   |
| Housing Development Bank Securities                | 57,930            | 57,930            |
| Hermes investment fund                             | 55,280,000        | 51,120,000        |
| El Tameer for Real Estate Finance Company          | 6,717,060         | 6,717,060         |
|  | <u>62,054,990</u> | <u>57,894,990</u> |
|  | <u>87,896,887</u> | <u>83,740,498</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.

Hermes investment fund amounted 8,000,000 \$ equivalent to LE 55,280,000 as of 30 September 2013 and accounted at cost and the balance is valuated and this investment is recorded at cost and the balance in foreign currency is valuated and the valuation deferece is presented in the financial position in equity side

**10- FINANCIAL ASSETS HELD TO MATURITY**

**Non - Current Investment**

Bonds held to maturity are amounted to LE 365,410,747 as of 30 September 2013 consists of 190000 bonds with nominal value LE 1000 per bond and maturity date is 2020 with 13% interest rate, the interests are due semi annually, and 19500 bonds with nominal value LE 1000 per bond and maturity date is 2014 with 13% interest rate, the interests are 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, 30000 bonds with nominal value LE 1000 per bond and maturity date is 2019 with 14.5% interest rate, 52000 bonds with nominal value LE 1000 per bond and maturity date is 2022 with 16% interest rate and 49800 bonds with nominal value LE 1000 per bond and maturity date is 2023 with 13% interest rate the interests are due semi annually, the balance of bonds discounting issue amounted to 889,253 as of 30 September 2013 and it is amortized at the maturity date of the interest.

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|   | <b>30/9/2013</b>   | 31/12/2012  |
|---|--------------------|-------------|
|   | <b>LE</b>          | LE          |
| Historical cost                                     | <b>366,300,000</b> | 270,500,000 |
| Bonds discounting issue                             | <b>(960,635)</b>   | (490,023)   |
| Amortized value                                     | <b>365,339,365</b> | 270,009,977 |
| Amortization of discounting bonds during the period | <b>71,382</b>      | 31,094      |
| Balance of bonds                                    | <b>365,410,747</b> | 270,041,071 |

**Current Investment**

This item amounted to LE 475,820,661 as of 30 September 2013 as follows:

- Bonds held to maturity in governmental 309,909 bonds with nominal value LE 1000 per bond and maturity date is 2013 with 8, 55% interest rate, the interests are due semi annually, the balance of bonds discounting issue amounted to 156,288 as of 30 September 2013 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).
- Treasury Bills are 6770 T-Bills with nominal value LE 25000 per T-Bill and maturity date in 2013.

|                                     | <b>30/9/2013</b>   | 31/12/2012  |
|-------------------------------------|--------------------|-------------|
|                                     | <b>LE</b>          | LE          |
| Treasury Bills                      | <b>166,067,949</b> | 274,230,564 |
| Governmental Bonds- historical cost | <b>309,909,000</b> | 309,909,000 |
| Bonds issue discount                | <b>(1,210,282)</b> | (2,518,887) |
| Amortized value                     | <b>474,766,667</b> | 581,620,677 |
| Amortization of discounting bonds   | <b>1,053,994</b>   | 1,308,605   |
| Total                               | <b>475,820,661</b> | 582,929,282 |

**11- CURRENT ASSETS HELD FOR SALE**

Non-current assets held for sale are amounted to LE 93,830,684 in 30 September 2013 represent the company share in issued and paid capital of thabat for real estate development company and areez Arabian limited company, Due to the intention of the company to sell its share in capital of those companies, these investments have been reclassified as a non-current assets held for sale in accordance to Egyptian accounting standard No (32).

|                                    | <b>Percentage</b> | <b>No, of shares</b> | <b>30/9/2013</b>  | 31/12/2012 |
|------------------------------------|-------------------|----------------------|-------------------|------------|
|                                    |                   |                      | <b>LE</b>         | LE         |
| Thabat for Real Estate Development | <b>50%</b>        | 25000000             | <b>89,375,000</b> | 89,375,000 |
| Areez Arab Limited Company         | <b>1%</b>         | 4050                 | <b>4,455,684</b>  | 4,455,684  |
|                                    |                   |                      | <b>93,830,684</b> | 93,830,684 |

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**12- FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS**

|  | <b>30/9/2013</b>          | 31/12/2012         |
|--|---------------------------|--------------------|
|  | <b>LE</b>                 | LE                 |
| Certificate of Deposit and Investment Funds            | <b>98,728,656</b>         | 108,309,694        |
| Financial Portfolios*                                  | <b>23,283,541</b>         | 34,455,676         |
| Egyptian Cables Company                                | <b>7,997</b>              | 8,659              |
|  | <b><u>122,020,194</u></b> | <u>142,774,029</u> |
| <b>Market value</b>                                    | <b>30/9/2013</b>          | 30/9/2012          |
|  | <b>LE</b>                 | LE                 |
| Book value of marketable securities before revaluation | <b>(116,428,300)</b>      | (136,626,809)      |
| Market value   | <b><u>122,020,194</u></b> | <u>150,059,754</u> |
|  | <b><u>5,591,894</u></b>   | <u>13,432,945</u>  |

\* Managed by both of Hermes for Assets Management and Arab African international bank. the portfolios as of 30 september 2013 has several stocks for companies listed in Egyptian capital market

**13- ACCOUNTS AND NOTES RECEIVABLE**

|                            | <b>30/9/2013</b>             | 31/12/2012            |
|----------------------------|------------------------------|-----------------------|
|                            | <b>LE</b>                    | LE                    |
| Accounts Receivables       | <b>150,545,312</b>           | 153,712,654           |
| Notes Receivables          | <b>12,401,286,795</b>        | 12,793,227,549        |
| Provision for general Risk | <b>(3,120,473)</b>           | (3,013,155)           |
|                            | <b><u>12,548,711,634</u></b> | <u>12,943,927,048</u> |

Notes receivable represent mainly the collected checks from customers against advance payments, the general risk provision is determined according to the authorized percentages determined by the Egyptian Financial supervisory Authority.

**General Risk provision as follow:**

|                               | <b>30/9/2013</b>        | 31/12/2012       |
|-------------------------------|-------------------------|------------------|
|                               | <b>LE</b>               | LE               |
| Balance 1/1/2013              | <b>3,013,155</b>        | 3,107,189        |
| Provisions during the period  | <b>(186,653)</b>        | -                |
| Provisions no longer required | <b>(79,335)</b>         | (94,034)         |
| Balance 30/9/2013             | <b><u>3,120,473</u></b> | <u>3,013,155</u> |

**14-WORK IN PROGRESS**

|   | <b>30/9/2013</b>             | 31/12/2012            |
|---|------------------------------|-----------------------|
|   | <b>LE</b>                    | LE                    |
| Land  | <b>4,712,348,971</b>         | 4,883,166,970         |
| Consultations and Designs                     | <b>508,710,985</b>           | 496,393,160           |
| Construction Work                             | <b>10,277,086,258</b>        | 9,064,408,483         |
| Indirect Expenses                             | <b>3,295,961,566</b>         | 2,777,540,154         |
|   | <b><u>18,794,107,780</u></b> | <u>17,221,508,767</u> |
| Transferred from Projects Under Constructions | <b><u>62,503,872</u></b>     | -                     |
|   | <b><u>18,856,611,652</u></b> | <u>17,221,508,767</u> |

– According to the contract with the new urban communities' authority, Arab company for projects and urban development received 8,000 Fadden to build Madinaty project on several phases against 7% of the total built up area of the apartments' buildings of the land project.

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- 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 new contract, the project includes six phases and it is required to have the approval of the new urban communities' authority before start any phase and therefore the cost of the first phase of LE 3 billion is recorded and the estimated cost of the remaining phases will be recorded up on the approval of the new urban communities' authority and start the execution of that phase .
- 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 recognize 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 governmental services to reevaluate the area that not yet booked and sold to the others.

**15- INVENTORY**

|  | <b>30/9/2013</b>   | 31/12/2012  |
|--|--------------------|-------------|
|  | <b>LE</b>          | LE          |
| Hotels Operating Equipments & Supplies | <b>16,047,139</b>  | 19,407,942  |
| Goods Stock                            | <b>20,345,233</b>  | 13,923,197  |
| Additions during the period            | <b>111,986</b>     | 184,178     |
|  | <b>36,504,358</b>  | 33,515,317  |
| Amortized Hotel Inventory              | <b>(2,265,116)</b> | (3,544,981) |
|  | <b>34,239,242</b>  | 29,970,336  |

**16 – PREPAID EXPENSES AND OTHER DEBIT BALANCES**

|  | <b>30/9/2013</b>     | 31/12/2012    |
|--|----------------------|---------------|
|  | <b>LE</b>            | LE            |
| Advance Payment and Storage - Contractors and Accounts Payable | <b>1,214,438,452</b> | 1,262,283,408 |
| Contractors – Tashwinat  | <b>247,708,160</b>   | 328,163,285   |
| Hotels Current Accounts  | <b>167,580,539</b>   | 167,073,852   |
| Withholding taxes  | <b>5,491,247</b>     | 8,056,752     |
| Deposit with Others  | <b>2,587,085</b>     | 2,584,455     |
| Other Debit Balances   | <b>223,066,693</b>   | 164,441,399   |
| Letter of credit   | <b>12,659,794</b>    | 10,809,244    |
| Loans to Employees   | <b>372,167</b>       | 242,840       |
| Other Debtors*   | <b>531,403,851</b>   | 515,131,768   |
| Prepaid expenses   | <b>404,532</b>       | 393,997       |
| Amounts paid for investments in companies under incorporation  | <b>6,547,471</b>     | 2,641,191     |
|  | <b>2,412,259,991</b> | 2,461,822,191 |
| Accrued Revenue  | <b>21,742,774</b>    | 19,854,315    |
|  | <b>2,434,002,765</b> | 2,481,676,506 |

\*Includes an amount of L.E 454,135,153 due from Thabat Company for real estate development and Areez Arab limited company due to the transfer of investments of those companies to non-current assets kept for sale.

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**17 - CASH AND CASH EQUIVALENTS**

|                            | Local Currency<br>LE | Foreign Currency<br>LE | 30/9/2013<br>LE    | 31/12/2012<br>LE   |
|----------------------------|----------------------|------------------------|--------------------|--------------------|
| *Time Deposits             | 306,054,894          | 3,716,799              | 309,771,693        | 172,754,516        |
| Banks Current Accounts     | 121,302,626          | 18,460,416             | 139,763,042        | 83,424,738         |
| Cash on Hand               | 30,094,029           | -                      | 30,094,029         | 17,778,834         |
| Treasury Bills             | 48,780,106           | -                      | 48,780,106         | 48,316,155         |
| **Cheques Under Collection | 3,989,942            | -                      | 3,989,942          | 9,458,765          |
|                            | <u>510,221,597</u>   | <u>22,177,215</u>      | <u>532,398,812</u> | <u>331,733,008</u> |

\*Time deposits established 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:

|                           | 30/9/2013<br>LE    | 30/9/2012<br>LE    |
|---------------------------|--------------------|--------------------|
| Cash on Hand and at Banks | 532,398,812        | 259,218,740        |
| Banks Overdraft           | (47,504,298)       | (106,030,212)      |
| Cash and Cash Equivalents | <u>484,894,514</u> | <u>153,188,528</u> |

**18- CREDITORS AND NOTES PAYABLE**

|                           | 30/9/2013<br>LE      | 31/12/2012<br>LE     |
|---------------------------|----------------------|----------------------|
| Contractors and Suppliers | 516,862,086          | 461,785,961          |
| Notes Payables            | <u>1,362,675,327</u> | <u>2,003,043,013</u> |
|                           | <u>1,879,537,413</u> | <u>2,464,828,974</u> |

**19- CUSTOMERS ADVANCE PAYMENT**

|  | 30/9/2013<br>LE       | 31/12/2012<br>LE      |
|--|-----------------------|-----------------------|
| Customers down payment ( Al Rehab Project )    | 471,351,317           | 253,409,087           |
| Customers down payment ( Al Rehab 2 Project )  | 5,447,821,808         | 4,525,573,763         |
| Customers down payment ( Madinaty Project )    | 10,002,646,067        | 10,494,017,458        |
| Customers down payment ( Al Rabwa Project )    | 448,713,777           | 400,518,449           |
| Customers down payment ( San Stefano Project ) | 53,731,003            | 82,212,313            |
|  | <u>16,424,263,972</u> | <u>15,755,731,070</u> |

**20- DIVIDEND CREDITORS**

|                          | 30/9/2013<br>LE   | 31/12/2012<br>LE  |
|--------------------------|-------------------|-------------------|
| Employees share          | 828,549           | 1,978,698         |
| Board of directors share | 12,288,051        | 11,713,991        |
| Shareholders share       | 635,530           | 635,530           |
|                          | <u>13,752,130</u> | <u>14,328,219</u> |

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**21- ACCRUED EXPENSES AND OTHER CREDIT BALANCES**

|  | <b>30/9/2013</b>            | 31/12/2012           |
|--|-----------------------------|----------------------|
|  | <b>LE</b>                   | LE                   |
| Retention  | <b>632,722,374</b>          | 542,948,469          |
| Other Credit Balances                              | <b>442,767,720</b>          | 242,795,349          |
| Accrued Expenses and Creditors                     | <b>142,097,290</b>          | 105,413,854          |
| Insurance for Other                                | <b>98,945,059</b>           | 93,544,604           |
| Due to Customers                                   | <b>22,347,199</b>           | 13,646,414           |
| Contribution to the establishment - renew the club | <b>25,666,856</b>           | 25,666,856           |
| Club Subscriptions                                 | <b>471,875,156</b>          | 429,933,158          |
| Units Insurance                                    | <b>1,032,853,601</b>        | 812,517,002          |
|  | <b><u>2,869,275,255</u></b> | <u>2,266,465,706</u> |

**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 600000 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 ٢٩,٠٠٠,٠٠٠ 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 dividend to 2,063,562,286 shares, recorded in the commercial register on 24 May 2011.

**23 – LEGAL RESERVE**

Legal reserve amounted to 218,227,661 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

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**25- NET UNREALIZED REVENUE ON AVAILABLE FOR SALE**

The revaluation of available for sale investments resulted to unrealized revenue amounted to 10,760,000 LE as of 30 September 2013.

**26- LOANS AND FACILITIES**

|                  | Short Term<br>LE     | Long Term<br>LE      | 30/9/2013<br>LE             | 31/12/2012<br>LE     |
|------------------|----------------------|----------------------|-----------------------------|----------------------|
| Banks Facilities | 899,895,545          | -                    | <b>899,895,545</b>          | 880,733,180          |
| Loans *          | <u>565,821,250</u>   | <u>2,404,969,163</u> | <u><b>2,970,790,413</b></u> | <u>2,685,676,808</u> |
|                  | <u>1,465,716,795</u> | <u>2,404,969,163</u> | <u><b>3,870,685,958</b></u> | <u>3,566,409,988</u> |

\* The instalments due within the following period is recorded in the current liabilities and the loans are granted with commercial papers and financial securities as disclosed in fixed assets and bonds held to maturity discloser.

**27- NON -CURRENT LIABILITIES**

|   | 30/9/2013<br>LE             | 31/12/2012<br>LE     |
|---|-----------------------------|----------------------|
| New Urban Communities Authority           | <b>4,270,280,064</b>        | 4,270,280,064        |
| General authority for tourism development | <u><b>11,362,627</b></u>    | <u>9,934,183</u>     |
|   | <u><b>4,281,642,691</b></u> | <u>4,280,214,247</u> |

**28- INCOME TAX AND DEFERRED TAX LIABILITY**

The income tax was calculated as follows:

|  | 30/9/2013<br>LE           | 30/9/2012<br>LE     |
|--|---------------------------|---------------------|
| Net book profit before tax                                     | <b>522,452,080</b>        | 533,107,843         |
| Adjustments to the net book profit to reach the net tax profit | <u><b>69,898,492</b></u>  | <u>(40,107,502)</u> |
| Net taxable profit   | <u><b>592,350,572</b></u> | <u>493,000,341</u>  |
| Income Tax with rate 20%                                       | -                         | 18,549,231          |
| Income Tax with rate 25%                                       | <u><b>148,087,643</b></u> | <u>104,321,481</u>  |
| Income tax for the period                                      | <u><b>148,087,643</b></u> | <u>122,870,712</u>  |

Accrued income tax movement during the period:

|  | 30/9/2013<br>LE             | 30/9/2012<br>LE     |
|--|-----------------------------|---------------------|
| Balance at the beginning of the period | <b>173,715,416</b>          | 132,579,804         |
| Additions during the period            | <b>148,087,643</b>          | 122,870,712         |
| Paid amounts                           | <u><b>(179,087,570)</b></u> | <u>(95,899,210)</u> |
| Balance at the end of the period       | <u><b>142,715,489</b></u>   | <u>159,551,306</u>  |



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The balance of deferred tax liabilities in 30 September 2013 is LE 22,866,556 which represents the different between accounting basis and tax basis and it's calculation as follow:

|  | <b>30/9/2013</b>           | 31/12/2012          |
|--|----------------------------|---------------------|
|  | <b>LE</b>                  | LE                  |
| Balance at the beginning of the period | <b>(26,659,452)</b>        | 2,782,602           |
| Adjustments                            | <b>(207,891)</b>           | -                   |
| Differed tax current                   | <b>4,000,787</b>           | (29,442,054)        |
| Balance at the end of the period/year  | <b><u>(22,866,556)</u></b> | <u>(26,659,452)</u> |

**29- REVENUE AND COST OF REVENUE**

|                                 | <b>30/9/2013</b>            | 30/9/2012            |
|---------------------------------|-----------------------------|----------------------|
|                                 | <b>LE</b>                   | LE                   |
| -Revenue from Sold Units        | <b>2,816,433,792</b>        | 2,806,915,273        |
| - Revenue from Hotels Operation | <b>277,072,436</b>          | 291,460,855          |
| - Services Revenues             | <b>162,723,767</b>          | 111,184,851          |
| Total Revenues *                | <b><u>3,256,229,995</u></b> | <u>3,209,560,979</u> |
| -Cost of Sold Units             | <b>1,945,877,840</b>        | 1,977,463,502        |
| -Cost of Hotels Operation       | <b>224,228,155</b>          | 224,826,428          |
| -Cost of Sold Services          | <b>125,882,001</b>          | 72,009,924           |
| Total Cost **                   | <b><u>2,295,987,996</u></b> | <u>2,274,299,854</u> |

\* The supervision revenue has been eliminated in amount LE 190,112,758

\*\* The supervision cost has been eliminated in amount LE 190,112,758

Herein under the sectors analysis:

|                         | <b>Real Estate &amp;<br/>Services</b> | <b>Tourism</b>       | <b>General</b>        | <b>30/9/2013</b>             | 31/12/2012            |
|-------------------------|---------------------------------------|----------------------|-----------------------|------------------------------|-----------------------|
| Revenue                 | 2,972,568,153                         | 283,661,842          | -                     | <b>3,256,229,995</b>         | 4,636,256,957         |
| Cost of good sold       | <u>2,064,525,510</u>                  | <u>231,462,486</u>   | -                     | <b><u>2,295,987,996</u></b>  | <u>3,408,429,024</u>  |
| Gross Profit            | <u>908,042,643</u>                    | <u>52,199,356</u>    | -                     | <b><u>960,241,999</u></b>    | <u>1,227,827,933</u>  |
| Depreciation            | 25,816,738                            | 66,795,616           | 246,954               | <b>92,859,308</b>            | 131,094,345           |
| Credit Interest         | -                                     | -                    | 12,963,059            | <b>12,963,059</b>            | 18,632,068            |
| Investments Revenue     | -                                     | -                    | 35,747,937            | <b>35,747,937</b>            | 69,187,323            |
| Other Revenue           | -                                     | -                    | 44,353,011            | <b>44,353,011</b>            | 54,822,518            |
| Income Tax              | -                                     | -                    | 144,086,857           | <b>144,086,856</b>           | 180,954,354           |
| Total Profits           | <u>475,098,917</u>                    | <u>(14,596,259)</u>  | <u>(42,733,609)</u>   | <b><u>417,769,049</u></b>    | <u>545,938,201</u>    |
| Assets                  | 35,570,093,623                        | 4,218,727,665        | -                     | <b>39,788,821,288</b>        | 36,773,704,772        |
| Financial Investment    | -                                     | -                    | 1,056,465,720         | <b>1,056,465,720</b>         | 1,084,333,063         |
| Unallocated Assets      | -                                     | -                    | 15,439,019,998        | <b>15,439,019,998</b>        | 17,106,171,131        |
| Total Assets            | <u>35,570,093,623</u>                 | <u>4,218,727,665</u> | <u>16,495,485,718</u> | <b><u>56,284,307,006</u></b> | <u>54,964,208,966</u> |
| Liabilities             | 27,335,416,738                        | 2,166,268,071        | 48,170,164            | <b>29,549,854,973</b>        | 28,591,459,534        |
| Unallocated Liabilities | -                                     | -                    | 2,388,788             | <b>2,388,788</b>             | 25,403,816            |
| Total Liabilities       | <u>27,335,416,738</u>                 | <u>2,166,268,071</u> | <u>50,558,952</u>     | <b><u>29,552,243,761</u></b> | <u>28,616,863,350</u> |

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**31- DIVIDENDS REVNUUE**

|                                    | <b>30/9/2013</b>        | 30/9/2012        |
|------------------------------------|-------------------------|------------------|
|                                    | <b>LE</b>               | LE               |
| Dividends from CIB                 | <b>203,952</b>          | 219,326          |
| Dividends from Telecom Egypt Co.   | <b>164,897</b>          | 258,538          |
| Dividends from Sidi Krir Co.       | <b>121,982</b>          |                  |
| Dividends from Orascom for Media   | <b>239,094</b>          | 1,444,119        |
| Dividends from Arab African Bank   | <b>82,133</b>           | 578,222          |
| Alexandria for Projects Management | <b>1,007,500</b>        | 1,056,200        |
| Shara North Marine Company         | <b>1,733,333</b>        |                  |
| Other companies                    | <b>338,460</b>          | 422,365          |
|                                    | <b><u>3,891,351</u></b> | <u>3,978,770</u> |

**31- REVENUE FROM SALE FINANCIAL INVESTMENTS**

|  | <b>30/9/2013</b>        | 30/9/2012         |
|--|-------------------------|-------------------|
|  | <b>LE</b>               | LE                |
| Sale price of financial investments      | <b>98,110,581</b>       | 123,278,139       |
| Book value of sold financial investments | <b>(95,337,002)</b>     | (109,340,278)     |
|  | <b><u>2,773,579</u></b> | <u>13,937,861</u> |

**32- OTHER INCOME**

|  | <b>30/9/2013</b>         | 30/9/2012         |
|--|--------------------------|-------------------|
|  | <b>LE</b>                | LE                |
| Net revenue from El Rehab Club operation | <b>8,206,869</b>         | 4,383,353         |
| Rents from rental units and usufruct     | <b>23,122,430</b>        | 15,284,780        |
| British school – El Rehab                | <b>1,603,800</b>         | 1,485,000         |
| Other                                    | <b>4,263,828</b>         | 6,748,314         |
|  | <b><u>37,196,927</u></b> | <u>27,901,447</u> |

**33-CREDIT INTEREST, BONDS, T-BILL REVENUES**

|  | <b>30/9/2013</b>         | 30/9/2012         |
|--|--------------------------|-------------------|
|  | <b>LE</b>                | LE                |
| Credit interest                                  | <b>12,963,059</b>        | 18,033,659        |
| Investments in Financial Assets Held to Maturity | <b>21,962,534</b>        | 19,778,339        |
| Treasury Bills                                   | <b>403,203</b>           | 174,256           |
|  | <b><u>35,328,796</u></b> | <u>37,986,254</u> |
| Change in accrued revenues (note 16)             | <b>(1,888,459)</b>       | (7,584,105)       |
|  | <b><u>33,512,472</u></b> | <u>30,402,149</u> |

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**34-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,

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**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,

**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,

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**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 -exists.

**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,

**Nova Park –Cairo Company**

**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,

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**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.

**Port Venice for tourism development**

**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.

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**35- 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

|                             | <b>30/9/ 2013</b>         | 31/12/2012         |                     |
|-----------------------------|---------------------------|--------------------|---------------------|
|                             | <b>Transaction volume</b> | Transaction volume | Type of Transaction |
|                             | <b>LE</b>                 | LE                 |                     |
| Virginia Owners Union       | <b>360,888</b>            | 1,100,000          | Management          |
| El basateen company         | <b>3,176,210</b>          | 20,740,171         | Service             |
| Alexandria for Construction | <b>2,587,487,559</b>      | 4,110,099,681      | Contractor          |

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

|                                      | <b>30/9/2013</b>     | 31/12/2012    |
|--------------------------------------|----------------------|---------------|
|                                      | <b>Notes payable</b> | Notes payable |
| Alexandria for Constructions Company | -                    | 16,650,568    |
|                                      | <b>Debit balance</b> | Debit balance |
| Alexandria for Constructions Company | <b>5,440,269</b>     | 4,534,436     |

**36- Contingent and other obligation contracted**

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

**37-Financial instruments and risk management**

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.

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**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,

**38-Legal Status**

According to the legal consultant opinion, the following suites that rose from others are properly won:

- Appeal #6913 for the law year 58 from Arab company for projects and urban development in the case # 5087,15777/65 Administration Cairo rose regarding the validate of madinaty land contract dated 8/11/2011 and the reprise the unused part of the land , and the postdated to September 2013.
- Appeal # 41817/66 administrative Cairo rose from Mr. Ahmed Abdel baseir against Arab company for projects and urban development and transferred to the commissioners and their report not yet issued.
- Case # 50932/64 administrative Cairo raised from Mr. Essam Abdel halim against Arab company for projects and urban development to cancel the resolution the prime minister regarding the land of madinaty and transferred to the commissioners and their report not yet issued
- Case # 314/2011 from the governor of south sainai against the egyptain company for development and real estate projects.
- Appeal # 838/83 rose from Soliman salman salim against the egyptain company for development and real estate projects.
- Case #38/2013 rose from mostafa kamal Abdel rehim against government of south Sinai at the court of sharm el sheikh.
- Two appeals # 90,91/22 rose from Alexandria Saudi Company for tourism projects against the government of south Sinai at the court of el tour.
- Appeals # 92/22 rose from and against the Egyptian company for development and real estate projects.
- Case #2615/17 raised from mostafa kamal Abdel rehim at the Court of administrative justice

**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 led 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.