

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

**AUDITOR'S REPORT
AND THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED AT 31 DECEMBER 2017**



CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Consolidated financial statements - For the year ended 31 December 2017

Index	Page
Auditor's report	1 - 2
Consolidated statement of financial position	3
Consolidated statement of profit or loss	4
Consolidated statement of comprehensive income	5
Consolidated statement of changes in equity	6
Consolidated statement of cash flows	7
Notes to the consolidated financial statements	8 - 47



Auditor's report

To: The Shareholders of Cleopatra Hospital (S.A.E.) and its subsidiaries

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Cleopatra Hospital (S.A.E.) and its subsidiaries (the "Group"), which comprise the consolidated financial position as at 31 December 2017 and the consolidated statements of income, other comprehensive income, changes in equity and cash flows for the fiscal year then ended, and a summary of significant accounting policies and other notes.

Management's responsibility for the consolidated financial statements

These consolidated financial statements are the responsibility of the Group's management. Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Egyptian Accounting Standards and in light of the prevailing Egyptian laws. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management responsibility also includes selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these consolidated financial statements.



The Shareholders of Cleopatra Hospital (S.A.E.) and its Subsidiaries

Page 2

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cleopatra Hospital (S.A.E.) and its subsidiaries (the "Group"), as at 31 December 2017, its consolidated financial performance, and its consolidated cash flows for the fiscal year then ended in accordance with the Egyptian Accounting Standards and in light of the related Egyptian laws and regulations.

Basma Samra
Member of the Egyptian Society of Accountants & Auditors
Member of the Egyptian Tax Society
R.A.A. 6588
FRARegistration 137
Mansour & Co. PricewaterhouseCoopers



1 March 2018
Cairo

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Consolidated statement of financial position - At 31 December 2017

(All amounts in Egyptian Pounds)

	Note	2017	2016
Assets			
<u>Non-current assets</u>			
Fixed assets	6	472,516,879	396,722,304
Goodwill	7	196,676,034	196,676,034
Intangible assets	7	44,354,000	49,704,005
Payments under long term investments	8	143,550,000	-
Total non-current assets		857,096,913	643,102,343
<u>Current assets</u>			
Inventories	9	30,089,146	46,116,907
Trade receivables	10	185,436,395	125,935,773
Due from related parties	29	5,421,027	148,513
Debtors and other debit balances	11	22,099,915	25,476,586
Cash on hand and at banks	12	1,007,130,631	439,583,047
Total current assets		1,250,177,114	637,260,826
Total assets		2,107,274,027	1,280,363,169
Liabilities			
<u>Equity</u>			
Share capital	17	800,000,000	100,000,000
Reserves	18	270,150,127	298,037,805
Retained earnings		260,349,167	168,655,027
Total equity of the parent company		1,330,499,294	566,692,832
Non-controlling interests	19	55,729,276	43,804,490
Total equity		1,386,228,570	610,497,322
<u>Non-current liabilities</u>			
Non-current portion of borrowings	16	276,303,047	325,977,549
Employee incentive plan	15	24,821,000	-
Deferred tax liabilities	27	64,430,217	59,993,365
Total non-current liabilities		365,554,264	385,970,914
<u>Current liabilities</u>			
Provisions	13	21,580,382	24,924,705
Creditors and other credit balances	14	246,313,285	175,222,518
Current portion of borrowings and bank overdraft	16	75,635,580	52,169,564
Current income tax liabilities	26	11,961,946	31,578,146
Total current liabilities		355,491,193	283,894,933
Total liabilities		721,045,457	669,865,847
Total equity and liabilities		2,107,274,027	1,280,363,169

The accompanying notes on pages 8 - 47 from an integral part of these financial statements.

Mr. Khalid Hassan Ahmed
Group CFO

22 February 2018

Auditor's report is attached

Dr. Ahmed Ezzeddine Mahmoud
CEO & Managing Director

Dr. Mohamed Tarek Zahed
Non-Executive Chairman



CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Consolidated statement of profit or loss - For the year ended 31 December 2017

(All amounts in Egyptian Pounds)

	Note	2017	2016
Operating revenue	20	1,126,768,154	864,449,678
Less:			
Operating costs	21	(788,173,607)	(612,873,224)
Gross profit		338,594,547	251,576,454
Add / (Less):			
General and administrative expenses	22	(161,362,062)	(105,808,227)
Costs of acquisition activities		(5,332,453)	(1,634,585)
Provisions	13	(7,078,777)	(4,141,182)
Other income	24	5,495,284	5,026,341
Finance income	25	59,442,182	25,413,438
Finance expenses	25	(74,402,268)	(50,499,248)
Profit for the year before income tax		155,356,453	119,932,991
Current tax	26	(32,682,010)	(31,068,249)
Deferred tax	27	(4,436,851)	543,394
Profit after income tax		118,237,592	89,408,136
Profit for:			
Owners of the parent company		105,685,716	76,344,453
Non-controlling interests	19	12,551,876	13,063,683
Profit after income tax		118,237,592	89,408,136
Earning per share	28	0.57	0.62

The accompanying notes on pages 8 - 47 from an integral part of these financial statements.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Consolidated statement of comprehensive income For the year ended 31 December 2017

(All amounts in Egyptian Pounds)

	<u>Note</u>	<u>2017</u>	<u>2016</u>
Profit for the period		118,237,592	89,408,136
Other comprehensive income		<u>-</u>	<u>-</u>
Comprehensive income for the period		<u>118,237,592</u>	<u>89,408,136</u>

The accompanying notes on pages 8 - 47 from an integral part of these financial statements.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Consolidated statement of changes in equity - For the year ended 31 December 2017

(All amounts in Egyptian Pounds)

	Share capital	Reserves	Retained earnings	Total Shareholders equity of the parent Company	Non-controlling interest	Total equity
Balance at 1 January 2016	80,000,000	(62,303,508)	108,270,052	125,966,544	33,250,055	159,216,599
Capital increase	20,000,000	-	-	20,000,000	-	20,000,000
Employees dividends	-	-	(12,725,811)	(12,725,811)	(815,889)	(13,541,700)
Reserves	-	360,341,313	(3,233,667)	357,107,646	(1,710,283)	355,397,363
Share of non-controlling interest interests from the acquisition of subsidiaries	-	-	-	-	16,924	16,924
Comprehensive income for the year	-	-	76,344,453	76,344,453	13,063,683	89,408,136
Balance at 31 December 2016	100,000,000	298,037,805	168,655,027	566,692,832	43,804,490	610,497,322
Balance at 1 January 2017	100,000,000	298,037,805	168,655,027	566,692,832	43,804,490	610,497,322
Capital increase	700,000,000	-	-	700,000,000	-	700,000,000
Dividends for employees	-	-	(13,338,392)	(13,338,392)	(1,067,790)	(14,406,182)
Reserves formed (utilized)	-	(27,486,802)	(653,184)	(28,139,986)	653,184	(27,486,802)
Transactions with non-controlling interest	-	(400,876)	-	(400,876)	(212,484)	(613,360)
Comprehensive income for the period	-	-	105,685,716	105,685,716	12,551,876	118,237,592
Balance at 31 December 2017	800,000,000	270,150,127	260,349,167	1,330,499,294	55,729,276	1,386,228,570

The accompanying notes on pages 8 - 47 form an integral part of these financial statements.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Consolidated statement of cash flows - For the year ended 31 December 2017

(All amounts in Egyptian Pounds)

	Note	2017	2016
<u>Cash flows from operating activities</u>			
Profit before tax		155,356,453	119,932,991
Adjustments to reconcile net income to cash flows from operating activities			
Fixed assets depreciation	6	34,556,351	26,728,514
Fixed assets write off	6	3,296,591	-
Profit from sale of fixed assets	24	(686,240)	-
Amortization of intangible assets	7	5,350,005	5,349,995
Impairment of inventories	9	435,336	-
Impairment of trade receivables	10	31,639,307	25,581,599
Impairment of no longer required of trade receivables	10	(33,180,972)	(7,966,502)
Impairment write off of trade receivables	10	(20,810,456)	(6,844,712)
Provisions formed	13	15,352,216	10,865,355
Provisions no longer required	13	(8,273,439)	(6,724,173)
Provisions utilized	13	(10,423,100)	(11,177,398)
Employee incentive plan	15	24,821,000	-
Interests and commissions	25	73,498,043	57,463,194
Interests payable	25	(59,442,182)	(25,413,438)
Income tax paid	26	(52,298,210)	(35,734,890)
Operating profits before changes in assets and liabilities		159,190,703	152,060,535
Changes in assets and liabilities			
Change in inventories	9	15,592,425	(21,886,754)
Change in trade receivables	10	(37,148,502)	(26,432,535)
Change in due from related parties	29	(5,272,514)	-
Change in debtors and other debit balances	11	10,365,131	(50,302,142)
Change in Creditors and other credit balances	14	47,026,579	47,198,136
Net cash flows generated from operating activities		189,753,822	100,637,240
<u>Cash flows from investing activities</u>			
Payments for purchase fixed assets	6	(77,916,708)	(35,167,693)
Payments for projects under construction	6	(37,209,353)	(9,601,252)
Prepayments for purchasing fixed assets		(10,584,782)	(214,540)
Proceeds from sale of fixed assets		2,164,783	128,359
Payments to acquisition of subsidiary, net cash acquired		(613,360)	(235,052,181)
Payments under long term investments	8	(143,550,000)	-
Deposits with a maturity of more than 3 months from the date of placement	12	384,208,630	(332,318,507)
Interests received		63,038,509	25,592,289
Collected from housing bonds		-	38,080
Net cash flows generated from/(used in) investing activities		179,537,719	(586,595,445)
<u>Cash flows from financing activities</u>			
Paid under capital increase		700,000,000	20,000,000
Issuance premium		-	340,000,000
Proceeds from bank overdraft		122,507,426	32,910,196
Payments for bank overdraft		(102,705,304)	(35,248,527)
Receipts from borrowings and bank overdraft		-	208,714,800
Payment of borrowings and bank overdraft		(46,010,638)	(41,598,609)
Dividends paid		(13,906,465)	(8,510,666)
Interests and commissions paid		(77,420,346)	(32,952,318)
Net cash flows generated from financing activities		582,464,673	483,314,876
Change in cash and cash equivalents during the year		951,756,214	(2,643,329)
Cash and cash equivalents at the beginning of the year		44,374,417	47,017,746
Cash and cash equivalents at the end of the year	12	996,130,631	44,374,417

The accompanying notes on pages 8 - 47 from an integral part of these financial statements.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

1. Introduction

Cleopatra Hospital (Lasheen and Partners) was established as a limited partnership on 19 July 1979. The decision of the Chairman of Investment Authority No. 4092 of 2005 was issued on 27 June 2005 authorising the transfer of the legal type of Cleopatra Hospital (Lasheen and Partners) from a "limited partnership" into Cleopatra Hospital "S.A.E." in accordance with the provisions of Law No. (8) of 1997 and Law No. (95) of 1992.

The Company's purpose is to establish a private hospital to provide advanced modern health and medical services, as well as the medical care of inpatients. The Company may have interest or participate in any manner in companies or other firms which carry on similar activities in Egypt or abroad. The Company may acquire, merge or affiliate such entities under the General Authority for Investment.

The Company is located at 39 Cleopatra Street, Heliopolis, Cairo.

The Parent Company is Care HealthCare Ltd., which owns 80% of the Company's share capital at 30 December 2017 Care Health Ltd. Shares has changed to be 69.4%.

On 16 September 2015, Cleopatra Hospital S.A.E. acquired 52.7% of the total shares of Cairo Specialised Hospital. And as of 31 December 2016 Cleopatra Hospital S.A.E share in Cairo Specialised Hospital has changed to reach 53.67% due to the write off of treasury shares.

Related to Cairo specialised Hospital on 28 September 2017, the ownership percentage became 53.88% due to purchasing from the non-controlling interest of Cairo specialised Hospital.

On 22 September 2015, Cleopatra Hospital S.A.E. acquired 99.92% of the total shares of Nile Badrawi Hospital Company.

On 24 January 2016, Cleopatra Hospital S.A.E. acquired 99.99% of the total shares of Al-Shorouk Hospital .

These consolidated financial statements have been approved for issuance by the Board of Directors of the Parent Company on 1 March 2018.

2. Accounting policies

The principal accounting policies used in the preparation of these consolidated financial statements are set out below.

A. Basis of preparation of the consolidated financial statements

The consolidated financial statements have been prepared in accordance with the Egyptian Accounting Standards (EASs) and the relevant laws. The consolidated financial statements have been prepared under the historical cost convention.

The preparation of the consolidated financial statements in conformity with EASs requires the use of certain critical accounting estimates. It also requires the management to exercise its judgement in the process of applying the Group's accounting policies. The areas where the most significant accounting estimates and judgements applied in preparation of the consolidated financial statements are disclosed in Note 4.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Basis of preparation of the consolidated financial statements (continued)

The EAS's require the reference to the most recent issues by other parties with which they are associated, which are responsible for setting accounting standards and use similar scopes and concepts to develop accounting standards and philosophies and other procedures accepted in the industry, to the extent at which these concepts do not conflict with the requirements of the Egyptian Standards on Auditing, which deal with similar related subjects, definitions, basis of recognition, concepts on the measurement of assets, liabilities, revenue and expenses included in the scope of the preparation and presentation of the financial statements when there is no Egyptian standard on accounting or legal requirements that explain the accounting process for certain balances or transactions.

Matters that have not been addressed in the Egyptian Standards are subject to the International Financial Reporting Standards (IFRS) until the Egyptian Standards that address such matters are issued.

B. Basis of consolidation

1. Subsidiaries

Subsidiaries are the companies (including special purpose entities) with which the Group does not deal and shall not have rights in variable returns through its participation in the subsidiary, and shall have the ability to impact such returns through its authority over its subsidiaries. The Group's authority over the a subsidiary arises when the Group has outstanding rights giving the Group the current ability to instruct relevant activities, such as activities that impact the subsidiary's returns. Potential voting rights that may be practiced or transferred are taken into consideration when assessing the existence of authority over the subsidiary.

The acquisition method of accounting is used to account for the acquisition of a subsidiary from outside the group by the Group. The cost of an acquisition is measured at the fair value or consideration of assets given by the Company for acquisition and/ or equity instruments issued and/ or liabilities incurred by the Company, and/or the liabilities accepted on behalf of the acquiree at the date of exchange plus any costs that are directly attributable to the acquisition. Net assets, including the identifiable contingent liabilities acquired at their fair value at the date of acquisition, are measured at fair value at the date of acquisition. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the mentioned net assets, the difference is recognised directly in the statement of profit and loss.

In case the acquisition process is carried out by an entity under joint control, subsidiaries are fully consolidated from the date on which control is transferred to the Group. The historical cost method is used where assets and liabilities are transferred from the consolidated financial statements to the highest joint control entity which consolidated the transferred company. If this is not possible, transfer will be made at the same value stated in the transferred company's books. The difference between the carrying value of the net assets referred to and the cost of acquisition is recognised in equity.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Basis of consolidation (continued)

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. Inter-companies transactions, balances and unrealised gains on transactions between the Group's companies are excluded. Unrealised losses are eliminated, and are considered as an indication of the impairment of the transferred assets.

Accounting policies of subsidiaries are changed where necessary to ensure consistency with the policies adopted at the Group's level.

The consolidated financial statements include the financial statements of the following subsidiaries:

	<u>Country of incorporation</u>	<u>Percentage of ownership</u>
Al-Shorouk Hospital S.A.E.	Egypt	99.99%
Nile Badrawi Hospital S.A.E.	Egypt	99.92%
Cairo Specialised Hospital S.A.E.	Egypt	53.88%

2. Sale, acquisition and non-controlling interests

The Group recognises sales and acquisitions made with the minority, as transactions with parties outside the Group. Gains or losses on disposal of equity to the minority, are recognised in the consolidated equity. Where purchase is made from minority, the difference between the consideration paid and the carrying value of the share purchased in the subsidiary's assets is recognised as a reserve in the consolidated equity.

3. Associates

- Associates are entities over which the Group has significant influence but not control. A shareholding in these entities ranges between 20% and 50% of the voting rights.
- Investments in associates are accounted for by the equity method of accounting. Investments are initially recognised at cost.
- Goodwill arising from shareholding in associates is stated within investment cost net of accumulated impairment.
- The Group's share of its associates' post-acquisition profit and loss is recognised in the profit and loss statement, and its share of post-acquisition movements in associates' reserves is recognised in reserves, in exchange for the adjustment of carrying value of investment against the Group's share in post-acquisition changes in equity after the acquisition date.
- When the Group's share of losses in associates equals or exceeds its interest in the associate, including any other receivables or unsecured borrowings, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.
- Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Company's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies applied in the associates are adjusted when necessary to ensure consistency with the policies adopted by the Group.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

C. Segment reporting

Business segments are reported in line with the reports provided internally to the senior management, which makes decisions related to resources allocation and evaluation of segments' performance in the Group. The senior management is represented in Group's executive management committee. The segment reports are provided to the Group based on each company, as each subsidiary is considered a separate business segment.

D. Foreign currency translation

(1) Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The consolidated financial statements are presented in Egyptian Pounds (EGP), which is the Group's functional and presentation currency.

(2) Transactions and balances

Foreign currency transactions during the year are translated into the measurement currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the revaluation of monetary assets and liabilities denominated in foreign currencies at the consolidated financial position date are recognised in the consolidated statement of profit or loss.

E. Fixed assets

Fixed assets are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the asset and bringing it to a ready-for-use condition.

All expenses attributed to the acquisition and establishment of fixed assets are recognised at the accounts of projects under construction. When the fixed asset is complete and brought to a ready-for-use condition, the asset's amount is transferred to the account of fixed assets.

All repair and maintenance costs are charged to the statement of profit and loss for the fiscal year in which they are incurred. Major renovation costs are capitalised over the asset's cost when they are expected to raise the expected pattern of the Company's future economic benefits over the estimated original benefits of the asset acquisition. These costs will be depreciated at the lower of the asset's remaining useful life or the expected useful life of these renovations, the net carrying amount of the disposed part is eliminated.

The straight line method is used to calculate the depreciation by reducing the asset's value to its salvage value over the estimated useful life except the land that is not considered a depreciable asset. The fixed assets' salvage value and useful life are reviewed annually, and adjusted if appropriate.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Fixed assets (continued)

The depreciation rates by type of asset are as follows:

Buildings	2.5%
Machinery and equipment	10%
Tools and instruments	25%
Furniture and fixtures	15%
Vehicles	20%
Computers	25%

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than the amount estimated to be recovered from operation. Gains and losses on disposals are determined by comparing the realisable value with the net carrying amount, and the difference is recognised in the statement of profit or loss.

F. Intangible assets

1. Goodwill

Goodwill results from the acquisition of subsidiaries and represents the excess of the cost of acquisition of shareholding in subsidiaries over the fair value of the Group's share of the net assets of the acquired associate at the date of acquisition. Goodwill resulting from the acquisition of a subsidiary is included within intangible assets.

The Group's management conducts analysis annually or at shorter intervals, where there is an indication for impairment, to estimate whether the carrying value of goodwill is expected to be fully recovered, and reduce the carrying value of goodwill if it is higher than the expected recoverable amount. Any losses resulting from impairment of goodwill are charged to the statement of profit or loss, and cannot be reversed subsequently.

Profits and losses resulting from the disposal of investments in subsidiaries or associates comprise the carrying value of the goodwill related to the investment.

Goodwill is allocated to cash generating units for the purpose of measurement of impairment.

Allocation is made on cash generating units or a group of cash generating units that are expected to directly benefit from goodwill.

2. Trade name

Trade name is included within intangible assets, and represents the trade name of both Nile Badrawi Hospital S.A.E. and Al-Shorouk Hospital S.A.E., resulting from the acquisition at fair value at the date of acquisition.

3. Non-competition agreement

The fair value of the recognised asset is depreciated in such agreements over the period during which it is expected to be beneficial. The period is specified to be two years long.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

G. Inventories

Inventories are evaluated at the lower of actual cost or net realisable value. Cost is determined using the moving average method and includes purchase cost and other direct costs. The net realisable value comprises the estimated selling price in the ordinary course of business, less realisable expenses. Allowance is made for slow moving inventories based on management's assessment of inventory movements.

H. Financial assets

First – Classification:

The Company classifies its financial assets into the following categories at initial recognition depending on the purpose for which the financial assets were acquired. The management of the Company has classified its financial assets within the group of loans and receivables.

Loans and receivables:

Loans and receivables are non-derivative financial assets with fixed or determinable values that are not quoted in an active market.

They are included in current assets, except for those with maturities greater than 12 months after the financial position date. In this case, they are classified as non-current assets.

Loans and receivables include accounts receivables, cash and bank balances, and due from related parties.

Second: Initial and subsequent measurement:

1. The financial assets are measured on acquisition at fair value plus transaction costs.
2. The financial assets are derecognised when the right to receive cash flows from such assets has expired or has been transferred and the Company has transferred substantially all risks and rewards of ownership.
3. Loans and receivables are subsequently measured at amortised cost using the effective interest method.

Third: Impairment of financial assets:

Assets recognised at amortised cost

The Company assesses, at the end of each financial period, whether there is evidence that a financial asset or a group of financial assets is impaired.

Impairment of a financial asset or group of financial assets is recognised if an impairment evidence exists as a result of one or more events that occurred after the initial recognition (a "loss event") and if the loss event (or events) has an impact on the future cash flows of the financial asset or group of financial assets that can be reliably measured.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Financial assets (continued)

Evidence of impairment may include indications that the debtors or a group of debtors are experiencing financial difficulty, default or delinquency in payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a decrease in the estimated future cash flows, such as future changes or economic conditions that correlate with the impairment evidence.

Fixed assets' impairment loss is measured at amortised cost, which is the difference between the asset's carrying amount and the present value of the estimated future cash flows (after eliminating future losses that have not occurred) discounted at the original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the statement of profit or loss.

If, in a subsequent period, the amount of the impairment decreases and the decrease can be related to an event occurring after the initial recognition (such as an improvement in the debtor's credit rating), the reversal of the impairment is recognised in the statement of profit or loss.

I. Impairment of non-financial assets

Intangible assets that have an indefinite useful life, and so are not depreciated, are reviewed for impairment annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment losses are recognised in the statement of income for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal of the asset or the value expected to be recovered its use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are independent cash inflows.

Reversal of impairment losses recognised in prior years is recorded when there is an indication that impairment losses recognised for the asset no longer exist or have decreased. Loss of impairment, which should not exceed the fair value that will be determined (net of depreciation), is reversed. Such reversal is recognised in the statement of profit or loss, excluding goodwill.

J. Share capital

Ordinary shares are classified as equity.

K. Legal reserve

As required by the Company's Articles of Association, 5% of the net profit shall be transferred to constitute the legal reserve, once the financial statements are approved by the Company's ordinary general assembly meeting. Such transfer may be discontinued when the reserve equals 50% of the Company's issued and paid up capital. Whenever this reserve is lower than this percentage, the deduction should be continued. This reserve is not available for distribution.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

L. Provisions

Provisions are recognised when the Company has a (legal or constructive) obligation as a result of past events. It is expected that this settlement will result in an outflow of the Company's resources, which ensures that economic benefits will arise, and it is probable that the resource usage will be required to settle the obligation and a reliable estimate of the amount of this obligation can be made. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

M. Trade payables

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business. Trade payables are initially recognised at fair value of products and services received from others, whether they have been billed or not. Long term liabilities are recognised at their present value, and trade payables are subsequently shown at amortised cost using the effective interest method.

N. Borrowings and advances

Borrowings are initially recorded at received amounts less the cost of obtaining the loan. Borrowings are subsequently stated at amortised cost using the effective interest method; any difference between proceeds (net of borrowing cost) and the redemption value is recognised in the consolidated statement of income over the period of the borrowings using the effective yield method.

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of this asset. The cost of borrowing, which is capitalised, is determined based on actual borrowing costs, which are incurred by the Group during the year due to borrowing process, less any income realised from the temporary investment of funds borrowed.

Borrowings and advances are classified as current liabilities unless the Group has an unconditional right to defer the settlement of such obligations for a period of not less than 12 months after the date of the financial statements.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

O. Employees' benefits

(1) Pension and insurance scheme

The Group pays contributions to the Public Authority for Social Insurance on a mandatory basis in accordance with the rules of Social Security Law. The Group has no further obligations other than the payment of its obligations. The regular contributions are recognised as periodic costs for the year in which they are due and as such are included in staff costs.

(2) Employee incentive plan

Cleopatra Hospital grants units of cash bonus to the selected employees of the Group according to the criteria, basis, and rules established by the Remuneration Committee to activate this plan. To connect the interests of the beneficiaries of the system with the interest of the shareholders and to ensure that the participants with high efficiency obtain the appropriate incentive to support the growth and stability and maintain the high-efficiency workers within the management team.

The remuneration committee of the Company supervises the implementation of the system under the control and supervision of the Company's Board of Directors.

System elements

Each beneficiary shall be given units of monetary reward or a fixed percentage of the amounts allocated to the system in accordance with the award of the remuneration committee.

The remuneration committee shall determine the date of grant.

Amounts due to the plan are determined according to a specific mechanism and include the following:

- A) Payments calculated on the basis of the difference between the market value of the Parent Company's shares on 30 June 2020 and the share price at the date of its public offering on the Stock Exchange on 2 June 2016
 - B) Payments are calculated on the basis of the difference between earnings before interest, tax depreciation and amortization (EBITDA) on the maturity date 30 June 2020 and 30 June 2016.
- The beneficiaries' entitlements from the system shall be paid within one month of the end of the fourth year of the system ("maturity date" or within one month from the date of any entitlement to the system in accordance with its terms and conditions).
 - This system is not a system of remuneration and motivation for the employees of the Company by granting or giving any rights in the shares of the Company as this system is a system of monetary incentives.
 - The Remuneration Committee shall be entitled to amend the mechanism for calculating amounts due in light of any developments related to the Company's activities or achieving its objectives and after the presentation to the Board of Directors for approval and clarification of the justifications for this amendment. The Remuneration Committee is entitled to reallocate units that have not been used or are available in general to existing or new beneficiaries.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Employees' benefits (continued)

- The Group recognizes the cost of incentives related to the services rendered by the employees under the system over the period in which the service is performed. The Group recognizes the liability for the system at the date of each financial position in accordance with the fair value of the consideration expected to be paid to the employees on the grant date. The fair value of these liabilities is estimated at the date of the financial position taking into account all the circumstances relating to the expected discounted cash flows at the effective rate of return applicable.
- The Group recognises the fair value of the employees' services received as expenses in the statement of profit or loss

P. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, including cash balances, trade and notes payable for rendering medical services and sale of medicine throughout the Group's ordinary course of business, and excluding sales taxes, deductions or discounts.

Revenues are recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits related to the sale process will flow to the Group; and when other specific criteria have been met for each of the Group's activities as described below. The revenue amount will not be considered reliably measurable unless all contingent liabilities are settled. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Medical services revenue

The Group renders several medical services, including surgeries, admission, medical supervision, analyses, investigations, x-rays and outpatient services. The medical service income is recognised when the service is rendered to the patient.

Sale of medicine revenue

The Group sells drugs through the hospital's pharmacy or when giving them to inpatients admitted in the hospital. The Group recognises the revenues of medicines when the patient receives the medicine or when the medicine is used for the treatment of inpatients.

Rental income

The Groups rents spaces to others. Such rental is recognised in the statement of income over the period of contract.

Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable generated from the recognition of interest is impaired, the carrying amount will be reduced to its recoverable amount.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Q. Leases

1. Finance Lease

Leases are accounted for in accordance with Law 95 for the year 1995 if the tenant is not obliged to purchase the asset at the end of the lease term; the lease is registered in the register of the Companies' Department; the lease grants the tenant the right to purchase the assets at a definite date and a definite amount; and the contract period represents at least 75% of the expected useful life of the asset, at least, or the present value of the total lease payments represents at least 90% of the value of the asset.

The cost of lease, including the cost of maintenance of the leased assets are recognised as an expense in the consolidated statement of income for the period in which they occurred. If the Group decides to exercise the right to purchase the leased assets, the cost of the right to purchase is capitalised as a fixed asset, which is depreciated over the useful life of the expected remaining life of the asset in the same method followed with similar assets.

2. Operating leases

Leases in which the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Payments made under operating leases net of any discounts received from the lessor are recognised as expense in the statement of income on a straight-line basis over the period of the lease.

R. Current and deferred income tax

The income tax for the year is calculated on the basis of the tax laws enacted at the financial position date. The management periodically evaluates the tax situation through tax returns, taking into account the differences that may arise from some interpretations issued by administrative or regulatory authorities, and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authority.

Deferred income tax is fully recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. The deferred income taxes are not accounted for if it arises from initial recognition of an asset or liability other than those arising from business combination that at the time of the transaction affects neither accounting nor taxable income.

Deferred income tax is determined using tax rates in accordance with the law prevailing at the consolidated financial position date that are expected to apply when the deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

S. Dividends

Dividends are recognised in the consolidated financial statements in the period in which the dividends are approved by the Company's General Assembly of Shareholders.

T. Cash and cash equivalents

For the purpose of preparation of consolidated statement of cash flows, cash and cash equivalents includes cash in hand, bank current accounts, and term deposits with maturities of three months of the date of deposit.

U. Fair value of financial instruments

Fair value is the price that would be obtained for the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurement is based on the assumption that the transaction of selling an asset or transferring a liability occurs either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, the most advantageous market.

The Company must be able to reach the primary market or the most beneficial market.

The fair value of the asset or liability is measured using the assumptions that market participants might use when pricing the asset or liability by assuming that market participants act for their economic benefit.

Fair value measurement for a non-financial asset takes into consideration the market participant's ability to generate economic benefits through the best and ultimate use of the asset, or by selling them to another market participant that would ensure the best and ultimate use of the asset.

The Company uses valuation techniques appropriate in the circumstances for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Fair value of all assets and liabilities in the financial statements are measured and included in the fair value hierarchy below, on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

- Level 1 - Quoted market prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Other valuation techniques where all lowest level inputs that are significant to the fair value measurement are directly or indirectly observable.
- Level 3 - Valuation techniques where all lowest level inputs that are significant to the fair value measurement are not observable.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Fair value of financial instruments (continued)

As for assets and liabilities in the separate financial statements, on a periodic basis, the company determines the level, in the case of transfers between levels within the hierarchy during the revaluation of the classification (based on the lowest input levels that are considered to be significant to the fair value measurement in its entirety) at the end of each reporting period.

The management determines the policies and procedures for measuring the fair value either regularly or irregularly. External valuers are engaged in the valuation of significant assets. The criteria for selecting the valuator include their knowledge of the market, reputation, independence and compliance with the professional standards. The management determines the valuation techniques that should be applied on a case by case basis.

The management in cooperation with the Company's external valuers compare the changes in fair value for each asset and liability with the relative external sources to assess whether these changes are reasonable.

The fair value of non-current investments is determined based on the discounted cash flows, pricing models, net assets of invested companies or prices in counterpart markets.

The analysis of fair value of financial instruments as well as further details on how they are measured are presented in Note 22.

3. Financial risk management

(1) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including the risk of change in foreign currency and risk of change in interest rates), credit risk and liquidity risk. The Group is not exposed to any price risk as it does not have financial assets at fair value through profit and loss. The Group's management aims to minimise potential adverse effects of such risks on the financial performance of the Group by the monitoring process performed by the Finance Department, Company's General Manager, Executive Committee at the level of the Parent Company.

The Group does not use any derivative financial instruments to hedge specific risks.

A) Market risk

i. Risk of change in foreign currency rates

Foreign exchange risk arises from the foreign currency rates that affect the payments and receipts in foreign currency, as well as the valuation of assets and liabilities in foreign currencies. Given the nature of the Group's activities, the Group does not undertake transactions denominated in foreign currencies as it carries out all purchases in the Egyptian Pound. The Group's very limited revenue in foreign currencies are generated from certain foreign embassies. The management considers that foreign currency denominated balances are insignificant.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Financial risk management (continued)

At the end of the period, the net financial assets of foreign currencies before impairment are denominated in Egyptian Pound as follows:

	<u>2017</u>	<u>2016</u>
US Dollars	13,985,889	15,198,332
Euro	47,074	41,944
GBP	53,739	53,019

At 31 December 2017, if the EGP had been more/ less by 10% against foreign currencies, with all other variables held constant, net profit after taxes would have increased / decreased as follows:

	<u>2017</u>	<u>2016</u>
US Dollars	1,398,589	1,519,833
Euro	4,707	4,194
GBP	5,374	5,302

ii. Fair value and cash flows risks resulting from the change in interest rates

The Parent Company obtained long-term loans at interest rates linked to the corridor rate declared by the Central Bank of Egypt, and therefore, it is exposed to cash flow risks.

B) Credit risk

Credit risk arises from cash and deposits with banks as well as credit risks associated with the Group's customers. Risk management is monitored for the Group taken as a whole, through the executive management, the central finance department and the executive committee at the level of the Parent Company.

For banks, only highly credit rating banks with high solvency are dealt with and are subject to the control of the Central Bank of Egypt.

For customers, each Hospital's management analyses the credit risks of each potential new customer before being approved as a credit customer by the Finance Director and the General Manager in accordance with the Group's established policies, including Cleopatra Hospital Company or the subsidiaries. The Parent Company's Executive Committee follows-up the compliance with credit terms, and reviews cases of default and debt ageing report to take the necessary decisions whether to cancel the credit or to refer the defaulted customer to the Legal Department for their necessary actions.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Financial risk management (continued)

The management makes impairment of 100% for customers in default for more than 150 days as of the date of the invoice. After deducting the amounts that expected to be collected after calculating the loss given default rate. The management also establishes the Group-based provision for impairment at historical default rates. The management calculates historical default rates for each customer individually on a monthly basis for defaulted customer balances for more than 150 days until 360 days from the financial position date. Based on those rates, the management calculates a provision on defaulted customers receivables for less than 150 days.

Cash at banks is placed with local banks that are subject to the supervision of the Central Bank of Egypt. Accordingly, management believes that credit risk resulting from the cash at bank is minimal.

Below are the balances that are exposed to the credit risks:

	<u>2017</u>	<u>2016</u>
Cash at banks	1,004,971,339	432,258,309
Trade receivables	205,598,741	168,450,239

C) Liquidity risk

The management makes cash flow projections on monthly basis, which are discussed during the Executive Committee's meeting of the Parent Company, and takes the necessary actions to negotiate with suppliers, follow-up the collection process and manage the inventory balances in order to ensure sufficient cash is maintained to discharge the Company's liabilities.

The table below shows the Company's liabilities by maturity:

	<u>Below 3 months</u>	<u>3 months to 1 year</u>	<u>1 year to 5 years</u>	<u>Above 5 years</u>
Suppliers and notes payable	84,252,936	14,645,915	-	-
Loans and financing interests	2,260	118,634,491	424,306,010	-
Accrued expenses	108,462,957	1,858,540	-	-
Miscellaneous creditors	2,496,172	1,865,571	42,488	-

During November 2016, the borrowing rate (corridor) increased by 3%, and this will affect the company's liabilities regarding due from related parties, borrowings and finance interest. During May 2017 and July 2017, the borrowing rate had increased to be 2% and 2% respectively.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Financial risk management (continued)

(2) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to maximise returns for shareholders and provide benefits to the stakeholders, and to maintain an optimal capital structure to reduce the cost of capital, as is followed by other companies operating in the same industry.

The Group's management monitors capital structure using the gearing ratio, which is calculated as the ratio of net debt to total borrowings, advances, notes payable, and due to related parties, less cash. The total capital represents the total net debt in addition to shareholders' equity as shown in the consolidated financial position.

Net debt to total invested capital as at 31 December 2017 and 31 December 2016 is as follows:

	<u>2017</u>	<u>2016</u>
Creditors and other credit balances	246,313,287	175,222,518
Employee incentive plan	24,821,000	-
Borrowings	351,938,627	378,147,113
Less: Cash on hand and at banks	<u>(1,007,130,631)</u>	<u>(439,583,047)</u>
Net debt	(384,057,717)	113,786,584
Total shareholders' equity	<u>1,386,228,570</u>	<u>610,497,322</u>
Total invested capital	<u>1,002,170,853</u>	<u>724,283,906</u>
Net debts to total invested capital	(38.32%)	15.71%

(3) Estimations of fair values of financial instruments

The fair value of current financial assets and liabilities approximates their carrying amounts after taking into account any impairment. The Company obtained one long-term loan from an Egyptian bank, and the management believes that the fair value of the loan approximates its carrying amount as it was issued at a variable rate linked to the interest rate corridor declared by the Central Bank of Egypt.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

4. Critical accounting estimates, assumptions and judgements

Critical accounting estimates and assumptions

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will seldom equal the actual results.

Provisions

Provisions are recognised when there is a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. The Group reviews the provision at the date of each financial position, and adjusts it to reflect the best current estimate by using the appropriate advisory expertise.

Impairment of goodwill and other intangible assets

The Group's management evaluates goodwill and other intangible assets annually to determine any impairment in goodwill. The carrying amount of goodwill is reduced if it is higher than the expected recoverable amount. Any losses resulting from the impairment of goodwill is charged to the statement of profit or loss, and cannot be reversed subsequently, (Note 7) illustrates more information regarding this.

Impairment of trade receivables and customers

Impairment of receivables and customer balances is estimated by monitoring ageing of receivables. The Group's management examines the credit position and ability of debtors and customers to make payments for their past due debts. Impairment is recognised for amounts due from debtors and customers whose credit position does not allow them to pay their dues as believed by the management. In addition, the Group calculates impairment on the Group basis for customers and balances that suffered impairment but not yet determined, by reference to historical default rates applicable to some of the Group companies.

Employee incentive plan

Cleopatra Hospital Group has an incentive plan for some employees of the parent company. The remuneration committee of the parent company oversees the implementation of the plan under the supervision of the parent company's board of directors. Each beneficiary is granted a cash bonus or a fixed percentage of the amounts allocated to the plan.

This plan is not considered as a plan of remuneration and motivation for employees in the group by granting any rights in the shares of the parent company, As it is a plan of cash incentives based in part on the value of shares. The values of the components of the plan are calculated at current discount rates, either for share-based payments or for payments calculated on the basis of the difference between (EBITDA) and maturity as of 30 June 2020 and 30 June 2016. The discounts rates used in calculating the system values are also reviewed with the market discount rates and reviewing the calculated valued by system elements with the approved five years plans from the management yearly.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Critical accounting estimates, assumptions and judgements (continued)

The plan consists of the following:

- A) Payments calculated on the basis of the difference between the market value of the Parent Company's shares on 30 June 2020 and the share price at the date of its public offering on the Stock Exchange on 2 June 2016.
- B) Payments are calculated on the basis of the difference between earnings before interest, tax depreciation and amortization (EBITDA) on the maturity date 30 June 2020 and 30 June 2016.
- Liabilities are estimated at each financial position date based on the present value of the expected cash flows discounted at market rate of return.
 - These estimates are calculated by an independent expert and include the impact of market conditions using the total shareholders return (TSR) as well as other non-market conditions using earnings before interest, tax, depreciation and amortization (EBITDA).
 - The assumption used, including the discount rates and expected performance are reviewed in accordance with approved management plans annually and assumptions adjusted if necessary.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

5. Segment reporting

Business segments are reported in line with the reports provided internally to the senior management, which makes decisions related to resources allocation and evaluation of segments' performance in the Group. The senior management is represented in Group's executive management committee. The segment reports are provided to the Group based on each company, as each subsidiary is considered a separate business segment.

Below is a summary of each segment, which is presented for the year ended 31 December 2017 for each segment:

Statement of financial position	Cairo				Total
	Cleopatra Hospital Company	Specialised Hospital	Nile Badrawi Hospital	Al Shorouk Hospital	
Non-current assets	472,292,017	64,704,716	205,580,851	114,519,329	857,096,913
Current assets	1,023,348,072	112,708,712	69,215,774	44,904,556	1,250,177,114
Total assets	1,495,640,089	177,413,428	274,796,625	159,423,885	2,107,274,027
Current liabilities	207,141,439	51,878,990	55,431,913	41,038,851	355,491,193
Non-current liabilities	304,822,632	4,909,467	39,560,376	16,261,789	365,554,264
Total Liabilities	511,964,071	56,788,457	94,992,289	57,300,640	721,045,457
<u>Statement of profit or loss:</u>					
Operating revenue	492,447,171	241,377,409	201,731,232	191,212,342	1,126,768,154
Operating costs	(303,337,790)	(174,798,891)	(157,357,703)	(152,679,223)	(788,173,607)
Gross profit	189,109,381	66,578,518	44,373,529	38,533,119	338,594,547
Other expenses and revenues	(105,984,880)	(43,367,708)	(37,901,022)	(33,103,345)	(220,356,955)
Profit for period	83,124,501	23,210,810	6,472,507	5,429,774	118,237,592
<u>Other Items</u>					
Capital expenditure	35,733,890	22,288,010	40,959,464	14,902,697	113,884,061
Fixed assets depreciation	9,018,359	7,982,256	9,785,871	7,769,865	34,556,351

The financial information above represents segment data recorded in the Companies books after excluding inter-segment transactions and the affect of the change in the assets value and the liabilities arising from the acquisition.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Segment reporting (continued)

Below is a summary of each segment, which is presented for the financial year ended 31 December 2016 for each segment:

<u>Statement of financial position</u>	Cleopatra Hospital Company	Cairo Specialised Hospital	Nile Badrawi Hospital	Al Shorouk Hospital	Total
Non-current assets	305,468,181	51,524,659	176,938,641	109,170,862	643,102,343
Current assets	429,985,690	92,498,534	72,575,305	42,201,297	637,260,826
Total assets	735,453,871	144,023,193	249,513,946	151,372,159	1,280,363,169
Current liabilities	151,351,225	48,106,997	43,524,146	40,912,565	283,894,933
Non-current liabilities	326,539,644	3,074,788	40,006,117	16,350,365	385,970,914
Total Liabilities	477,890,869	51,181,785	83,530,263	57,262,930	669,865,847
<u>Statement of profit or loss</u>					
Operating revenue	379,787,945	185,486,151	155,736,936	143,438,646	864,449,678
Operating costs	(240,404,431)	(138,953,973)	(122,268,886)	(112,400,463)	(614,027,753)
Gross profit	139,383,514	46,532,178	33,468,050	31,038,183	250,421,925
Other expenses and revenues	(95,595,925)	(18,197,206)	(25,407,835)	(21,812,823)	(161,013,789)
Profit for the year	43,787,589	28,334,972	8,060,215	9,225,360	89,408,136
<u>Other Items</u>					
Capital expenditure	6,816,630	30,399,835	4,049,589	3,500,386	44,766,440
Fixed assets depreciation	6,731,320	4,429,609	6,678,448	6,089,803	23,929,180

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

6. Fixed assets

	Lands	Machinery, equipment & devices	Furniture	Buildings	Vehicles	Computers	Projects under construction	Total
At 1 January 2016								
Cost	69,264,635	180,712,569	19,502,453	175,024,544	4,596,488	4,330,024	1,599,921	455,030,634
Accumulated depreciation	-	(130,731,926)	(14,141,456)	(36,823,505)	(2,983,795)	(3,300,000)	-	(187,980,682)
Net book Amount	69,264,635	49,980,643	5,360,997	138,201,039	1,612,693	1,030,024	1,599,921	267,049,952
Year ended 31 December 2016								
Opening net book amount	69,264,635	49,980,643	5,360,997	138,201,039	1,612,693	1,030,024	1,599,921	267,049,952
Additions	-	27,971,594	2,792,296	922,553	1,662,190	1,819,060	9,601,252	44,768,945
Disposals	-	(1,762,681)	(23,772)	-	-	(2,150)	-	(1,788,603)
Depreciation for the year	-	(12,973,547)	(1,987,446)	(10,558,255)	(273,933)	(935,333)	-	(26,728,514)
Acquired assets	36,064,627	47,878,476	8,991,488	67,911,188	1,066,195	2,324,416	1,015,196	165,251,586
Transfers from projects under construction	-	1,080,000	-	-	-	-	(1,080,000)	-
Acquired assets accumulated depreciation	-	(27,955,272)	(7,249,991)	(15,845,427)	(466,195)	(1,974,415)	-	(53,491,300)
Disposal depreciation	-	1,657,286	2,952	-	-	-	-	1,660,238
Closing net book amount	105,329,262	85,876,499	7,886,524	180,631,098	3,600,950	2,261,602	11,136,369	396,722,304
At 31 December 2016								
Cost	105,329,262	255,879,958	31,262,465	243,858,285	7,324,873	8,471,350	11,136,369	663,262,562
Accumulated depreciation	-	(170,003,459)	(23,375,941)	(63,227,187)	(3,723,923)	(6,209,748)	-	(266,540,258)
Net book Amount	105,329,262	85,876,499	7,886,524	180,631,098	3,600,950	2,261,602	11,136,369	396,722,304
Year ended 31 December 2017								
Opening net book amount	105,329,262	85,876,499	7,886,524	180,631,098	3,600,950	2,261,602	11,136,369	396,722,304
Additions	-	63,997,645	4,600,686	1,731,833	-	6,344,544	37,209,353	43,553,897
Disposals	-	(3,457,396)	(223,631)	-	(239,000)	(7,105)	-	(3,927,132)
Fixed assets write-off	-	-	-	-	-	-	(3,296,591)	(3,296,591)
Transfers from projects under construction	-	3,131,843	87,721	1,489,565	-	14,904,336	(19,613,465)	-
Depreciation for the year	-	(18,155,869)	(2,490,172)	(10,473,093)	(1,131,197)	(2,306,020)	-	(34,556,351)
Disposal depreciation	-	3,295,823	226,232	-	161,431	7,102	-	3,690,588
Balance at 31 December 2017	105,329,262	134,688,545	10,087,360	173,379,403	2,392,184	21,204,459	25,435,666	472,516,879
Cost	105,329,262	319,552,050	35,727,241	247,079,683	7,085,873	29,713,125	25,435,666	769,922,900
Accumulated depreciation	-	(184,863,505)	(25,639,881)	(73,700,280)	(4,693,689)	(8,508,666)	-	(297,406,021)
Net book Amount at the end of the year	105,329,262	134,688,545	10,087,360	173,379,403	2,392,184	21,204,459	25,435,666	472,516,879

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Fixed assets (continued)

	Lands	Buildings	Machinery, equipment & devices	Furniture	Vehicles	Computers	Projects under construction	Total 2016
Cost at 1 January 2016	69,264,635	175,024,544	180,712,569	19,502,453	4,596,488	4,330,024	1,599,921	455,030,634
Acquired assets	36,064,627	67,911,188	47,878,476	8,991,488	1,066,195	2,324,416	1,015,196	165,251,586
Additions	-	922,553	27,971,594	2,792,296	1,662,190	1,819,060	9,601,252	44,768,945
Disposals	-	-	(1,762,681)	(23,772)	-	(2,150)	-	(1,788,603)
Transfers	-	-	1,080,000	-	-	-	(1,080,000)	-
Cost at 31 December 2016	105,329,262	243,858,285	255,879,958	31,262,465	7,324,873	8,471,350	11,136,369	663,262,562
Accumulated depreciation at 1 January 2016	-	36,823,505	130,731,926	14,141,456	2,983,795	3,300,000	-	187,980,682
Acquired assets	-	15,845,427	27,955,272	7,249,991	466,195	1,974,415	-	53,491,300
Depreciation	-	10,558,255	12,973,547	1,987,446	273,933	935,333	-	26,728,514
Accumulated depreciation of disposals	-	-	(1,657,286)	(2,952)	-	-	-	(1,660,238)
Accumulated depreciation at 31 December 2016	-	63,227,187	170,003,459	23,375,941	3,723,923	6,209,748	-	266,540,258
Net book value at 31 December 2016	105,329,262	180,631,098	85,876,499	7,886,524	3,600,950	2,261,602	11,136,369	396,722,304

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

7. Business combination and intangible assets

<u>Cost</u>	<u>Trade name</u>	<u>Non-competition agreement</u>	<u>2017 Total</u>	<u>Goodwill</u>
Balance at 1 January 2016	21,342,000	-	21,342,000	75,853,020
Additions during the year	23,012,000	10,700,000	33,712,000	120,823,014
Amortisation for the year	-	(5,349,995)	(5,349,995)	-
Balance at 31 December 2016	44,354,000	5,350,005	49,704,005	196,676,034
Balance at 1 January 2017	44,354,000	5,350,005	49,704,005	196,676,034
Amortisation for the year	-	(5,350,005)	(5,350,005)	-
Balance at 31 December 2017	44,354,000	-	44,354,000	196,676,034

The good will is as follows:

	<u>Balance at 1 January 2017</u>	<u>Acquisition of a subsidiary</u>	<u>Balance at 31 December 2017</u>
Nile Badrawi Hospital	75,853,020	-	75,853,020
Al Shorouk Hospital S.A.E.	120,823,014	-	120,823,014
Total	196,676,034	-	196,676,034

Goodwill

To calculate goodwill, Nile Badrawi Hospital Company S.A.E. and Al-Shorouk Hospital S.A.E. were considered as a cash generating unit, and goodwill resulting from acquisition was allocated.

Recoverable amount of cash-generating unit is estimated by calculating the value in use, using pre-tax cash flows based on financial budgets approved by the management, which cover a period of five years maximum. The management determines the specific assumptions of cash flow forecasts based on past experience and expectations of the market.

Estimates have been made in terms of sales growth, operating costs and expected gross profit. Future capital expenditures for future replenishment plans have been taken into account for the same outstanding assets. A discount rate and a long-term growth rate have been used to reflect the specific risks associated with the activity and economy sector.

Trade name

The fair value of the trade name is estimated using relief from royalty method. This method determines the value by referring to the nominal royalty payments, which are provided when acquiring the asset compared with the license of the asset and trade name by a third party.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

8. Payments under long term investments

	<u>2017</u>	<u>2016</u>
Payments under long term investments	143,550,000	-
	<u>143,550,000</u>	<u>-</u>

9. Inventories

	<u>2017</u>	<u>2016</u>
Medical supply inventory	16,372,040	19,870,897
Medicine inventory	11,031,641	22,285,738
Hospitality supplies inventory	1,669,134	410,555
Stationary inventory	757,419	1,748,016
Maintenance and spare parts inventory	605,258	1,494,892
Food and beverage inventory	88,990	306,809
	<u>30,524,482</u>	<u>46,116,907</u>
Less:		
Impairment of inventory	(435,336)	-
	<u>30,089,146</u>	<u>46,116,907</u>

10. Trade receivables

	<u>2017</u>	<u>2016</u>
Due from customers	200,935,193	163,957,688
Income from inpatients	4,663,548	4,492,551
	<u>205,598,741</u>	<u>168,450,239</u>
Less:		
Impairment of customers' balances	(20,162,346)	(42,514,466)
Net trade receivables	<u>185,436,395</u>	<u>125,935,773</u>

The income from inpatients comprises the revenues that have not been billed at the financial position date for their stay while the procedures of the medical services have not been completed. Such income is calculated net of the amounts collected in advance during the period of their stay.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Trade receivables (continued)

Movement in the provision for impairment is as follows:

	<u>2017</u>	<u>2016</u>
Balance at 1 January	42,514,466	24,676,776
Provisions formed during the period / year	31,639,307	25,581,599
Provisions no longer required during the period/ year	(33,180,972)	(7,966,502)
Write-offs during the period/ year	(20,810,456)	(6,844,712)
Effect of acquisition	-	7,067,305
Balance at the end of the period/ year	<u>20,162,345</u>	<u>42,514,466</u>

Trade receivable balances, which have not been due till the financial position date and have no impairment indicators, amounted to EGP 66,308,345 (31 December 2016: EGP 60,372,774).

At the financial position date, the balances that were past due but not impaired amounted to EGP 103,078,824 (31 December 2016: EGP 66,929,491) regarding customers and transactions with no history of default. The ageing analysis of these balances is as follows:

	<u>2017</u>	<u>2016</u>
Less than 1 month	41,031,783	40,009,048
1 to 5 months	62,047,041	26,920,443

The management creates a 100% impairment of customers who are overdue for more than 150 days from the claim date. After deducting the amounts that expected to be collected after calculating the loss given default rate. It also creates a group-based provision based on historical failure rates. The management calculates historical failure rates for each customer per month on the accounts of customers whose debts exceed 150 days to 360 days from the date of the financial position. Based on these rates, the management calculates a provision for debts of customers whose debts are not more than five months old.

11. Debtors and other debit balances

	<u>2017</u>	<u>2016</u>
Advances to suppliers	14,229,591	7,710,643
Prepaid expenses	2,951,292	2,992,632
Withholding taxes	1,864,062	9,376,365
Employees custodies	1,761,372	653,301
Deposits with others	1,158,804	649,833
Other debtors	574,691	1,866,757
Accrued interest income	471,343	3,340,421
	<u>23,011,155</u>	<u>26,589,952</u>
Less: Impairment in other debit balances	(911,240)	(1,113,366)
	<u>22,099,915</u>	<u>25,476,586</u>

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Debtors and other debit balances (continued)

The movement of the provision for impairment is as follows:

	<u>2017</u>	<u>2016</u>
Balance at 1 January	1,113,366	854,860
Provisions formed during the period/ year	-	313,575
Effect of acquisition of subsidiary	-	210,734
No longer required during the period/ year	(202,126)	(265,803)
	<u>911,240</u>	<u>1,113,366</u>

12. Cash on hand and at banks

	<u>2017</u>	<u>2016</u>
Time deposit	41,750,235	395,208,630
Current accounts	963,221,104	37,049,679
Cash on hand	2,159,292	7,324,738
	<u>1,007,130,631</u>	<u>439,583,047</u>

Deposits are held with local banks in the EGP and have maturity of six months from the date of placements with fixed interest rate ranging from 14% to 16% (2016: from 10.75% to 12%).

Current account are held with local bank in EGP with fixed interest rate ranging from 14% to 15% (2016: from 10.75% to 12%).

	<u>2017</u>	<u>2016</u>
Cash on hand and at banks	1,007,130,631	439,583,047
Deposits with a maturity of more than 3 months from the date of placement	(11,000,000)	(395,208,630)
Cash and cash equivalents	<u>996,130,631</u>	<u>44,374,417</u>

13. Provisions

	<u>2017</u>	<u>2016</u>
Provision for claims	14,306,471	16,470,824
Provision for human resources	7,273,911	8,453,881
	<u>21,580,382</u>	<u>24,924,705</u>

Movement in the provision during the period/ year is as follows:

	<u>2017</u>				
	<u>Balance at the beginning of the period</u>	<u>Formed during the period</u>	<u>Utilised during the period</u>	<u>Provisions no longer required</u>	<u>Balance at the end of the period</u>
Provision for claims	16,470,824	200,000	(2,364,353)	-	14,306,471
Provision for human resources	8,453,881	15,152,216	(8,058,747)	(8,273,439)	7,273,911
Total	<u>24,924,705</u>	<u>15,352,216</u>	<u>(10,423,100)</u>	<u>(8,273,439)</u>	<u>21,580,382</u>

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Provisions (continued)

	2016					Balance at the end of the year
	Balance at the beginning of the year	Effect of acquisition of subsidiaries	Formed during the year	Utilised during the year	Provisions no longer required	
Provisions for claims	15,638,201	11,870,000	1,043,800	(7,737,936)	(4,343,241)	16,470,824
Provision for human resources	4,252,596	124,200	9,821,555	(3,439,462)	(2,380,932)	8,453,881
Total	19,890,797	12,070,124	10,865,355	(11,177,398)	(6,724,173)	24,924,705

Provision for claims

Other provisions represent provisions for contingent liabilities on potential claims from certain authorities and parties regarding the Group's activity. The Group did not disclose the usual information on the provisions in accordance to the accounting standards as management believes that doing so may severely affect the outcome of the negotiations with those bodies and authorities. The management reviews these provisions on a yearly basis, and the allocated amount is adjusted according to the latest developments, discussions and agreements with such parties.

Provision for human resources

Other provisions for human resources comprise provisions for the restructure of the Company's employees, the employees leave provision and the provision for the benefits of the employees over 60 years old in accordance with the law.

14. Creditors payable and other credit balances

	2017	2016
Accrued expenses	137,489,897	81,238,810
Suppliers and notes payable	98,897,890	85,846,933
Social insurance	1,678,957	1,464,254
Dividends payable	1,075,849	576,132
Other creditors	7,170,692	6,096,389
	246,313,285	175,222,518

15. Employee incentive plan

	2017	2016
Employee incentive plan based on parent company's market value of shares	20,402,000	-
Employee incentive plan based on earning performance before interest, tax, depreciation and amortization	4,419,000	-
	24,821,000	-

Starting from March 2017, the Cleopatra Hospital Group managed to activate the cash-based payment system for some employees of the parent company and some of the other group companies in order to link the interests of the beneficiaries with the shareholders' interest and to ensure that the highly qualified participants receive the appropriate incentive to support the growth and stability of the group. Maintain the highly qualified staff within the management team. The remuneration committee of the parent company oversees the application of the system under the supervision and supervision of the parent company's board of directors.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Employee incentive plan (continued)

Each beneficiary is granted a cash bonus or a fixed percentage of the amounts allocated to the system in accordance with the remuneration committee's decision. This system is not a system of remuneration and motivation for employees in the group by granting or granting any rights in the shares of the parent company, which is a system of cash incentives based in part on the value of shares.

The advantages of the system are as follows:

- a- Payments calculated based on the difference between the market value of the Parent Company's shares on 30 June 2020 and the share price at the date of its offering in the Egyptian Stock Exchange on 2 June 2016.
- b- Payments calculated based on the difference between the profit performance before interest, income taxes, depreciation and amortisation (EBITDA) at the maturity date of 30 September 2020 and 30 June 2016.

16. Borrowings and bank overdraft

	2017		
	Current portion	Non-current portion	Total
Bank overdraft	25,961,078	-	25,961,078
Borrowings	49,674,502	276,303,047	325,977,549
Total	75,635,580	276,303,047	351,938,627

	2016		
	Current portion	Non-current portion	Total
Bank overdraft	6,158,926	-	6,158,926
Borrowings	46,010,638	325,977,549	371,988,187
Total	52,169,564	325,977,549	378,147,113

Term loans and overdrafts above include an amount of EGP 325,977,549 with interest rate of 2.4% in addition to the corridor rate declared by the Central Bank of Egypt, starting from September 2017 the interest rate changed to be 1.9% in addition to the corridor rate declared by the Central Bank of Egypt and secured by:

- Pledge of Cleopatra Hospital Company S.A.E. shares in Cairo Specialised Hospital Company S.A.E.
- Pledge of Care Healthcare limited shares in Cleopatra Hospital Company S.A.E.
- Pledge of 51% of Cleopatra Hospital Company S.A.E. Share in Nile Badrawi Hospital Company S.A.E.
- Pledge of Cleopatra Hospital Company S.A.E. shares in Alshrouk Hospital Company S.A.E.

Loans covenants

Under the terms of the borrowing facilities, the Group is required to comply with the following:

- Debt/EBITDA: Less than or equal 3.5 for 2017 (2016: less than or equal 4.3).
- Debt service coverage ratio (DSCR): Greater than or equal 1 for 2016 and 2015.
- Current ratio: Greater than or equal 1 for 2016 and 2015.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

17. Share capital

On 31 December 2016, the company issued share capital was paid through 200 million shares with nominal value EGP 5 with total amount EGP 100 million .

On 2 June 2016, 40 million share issued as a secondary issuance where Care Healthcare (Ltd) sold it's shares in prirat offering and Public of fering.

On 6 April 2016, pursuant to the resolution of the Extraordinary General Assembly meeting held on 6 April 2016, the Company's issued share capital was approved to be increased within the limits of Company's authorised share capital, provided that such increase shall be implemented after completion of the secondary offering and be capped at the same number of shares allocated for public and private offerings at the final offering price. The increase shall be funded from the proceeds of the secondary offering after liquidating the share stability account, without applying senior shareholders' priority subscription rights to the increase. Such increase shall be entirely allocated to Care Healthcare Ltd, - the majority shareholder, against the shares offered for the public and private offerings in accordance with the terms set out in the prospectus. Also, the Extraordinary General Assembly decided to authorise the BOD to implement this increase and amend Article 6 and Article 7 of the Company's Memorandum of Association depending on the results of the secondary offering and the related increase. The subscribers in the public and private offerings may not subscribe to this increase. Consequently, and in accordance with the minutes of the Board's meeting dated 17 July 2016 and approved by the GAFI on 21 July 2016 and the amending contract approved on 3 August 2016 registered under No, 1598 of 2016, the Company's share capital has been increased to EGP 100,000,000 fully paid and divided into 200,000,000 shares of EGP 0,5 each.

And based on the above, Care Healthcare Ltd. subscribed in capital increase with 40,000,000 shares with a total value of EGP 360,000,000 with the nominal value of EGP 20,000,000 and the increase was reflected in the commercial register dated 7 August 2016. Therefore, the Company's structure of share capital changed as follows:

<u>Name</u>	<u>Number of shares</u>	<u>Nominal value</u>
Care Healthcare Ltd.	159,999,960	79,999,980
Other shareholders	40,000,040	20,000,020
Total	200,000,000	100,000,000

On September 30, 2017, the Extraordinary General Meeting of the Company approved an increase in the authorized capital from LE 800,000,000 to LE 2,000,000,000 and an increase in issued capital from LE 100,000,000 to LE 800,000,000 with an increase of EGP 700,000,000 by inviting shareholders to subscribe In the shares of the increase through the issuance of 1.400.000.000 shares subscribed to the nominal value of the share of 0.5 Egyptian pounds per share, the full value of the value of the subscription, note that the shareholders of the company may subscribe to the increase each by its share in the capital or the sale of all or Part of the right to subscribe separately from the original share knowing that it will be completed The right of subscription rights and the shares of the increase in favor of small shareholders from the smallest to the largest until the amount of fractures. The subscription will be open from November 6, 2017 and end on 5 December 2017 and may be closed in case of covering the entire subscription value.

According to above share capital for the Company became EGP 800,000,000 paid share capital distributed across 1,600,000,000 shares.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Share capital (continued)

And based on the above, shareholders structure will be as follows:

Name	Percentage of ownership	Number of shares	Nominal value
Care Healthcare Ltd.	69.4%	1,109,969,377	554,984,689
Other shareholders	30.6%	490,030,623	245,015,311
Total	100%	1,600,000,000	800,000,000

18. Reserves

Below is the movement on reserves during the year:

	2017		
	Balance at the beginning of the year	Provision made during the year	Balance at the end of the year
Legal reserve	50,000,000	-	50,000,000
Special reserve	49,090,006	-	49,090,006
Acquisition reserve	(76,131,168)	(400,876)	(76,532,044)
Other reserves	275,078,967	(27,486,802)	247,592,165
Total	298,037,805	(27,887,678)	270,150,127

During the year, the Group acquired 5576 shares from Cairo Specialised Hospital from the non-controlling interest shares for an amount exceeding the minority interest with EGP 400,876. Accordingly, this amount was added to the acquisition reserve, excluding the book value of these shares amounted to EGP 212,484 from the non controlling interest.

	2016		
	Balance at the beginning of the year	Formed during the year	Balance at the end of the year
Legal reserve	13,827,660	36,172,340	50,000,000
Special reserve	-	49,090,006	49,090,006
Acquisition reserve	(76,131,168)	-	(76,131,168)
Other reserves	-	275,078,967	275,078,967
Total	(62,303,508)	360,341,313	298,037,805

a) Legal reserve

In accordance with the Law No. 159 of 1981 and the Company's Articles of Association, 5% of the net profit for the year shall be transferred to the legal reserve. Based on a proposal by the Board of Directors, this transfer may be partially discontinued if the legal reserve reaches 50% of the issued capital. The legal reserve is not available for distribution to shareholders.

b) Acquisition reserve

This reserve represents the difference between the value of the acquisition by Cleopatra Hospital Company S.A.E. and the carrying value of net assets and liabilities of Cairo Specialised Hospital Company S.A.E. at the acquisition date, as the two companies are under common control. The reason for the acquisition is the reorganisation of the group companies. Therefore, the assets and liabilities of the subsidiary were transferred at historical cost.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Reserves (continued)

c) Special reserve

The special reserve represents the amount that was due to Care Healthcare Ltd. (Parent Company). Under the letter issued by the Company on 12 April 2016, both parties have agreed that this amount shall be claimed only in the case of dissolution or liquidation of the Company, either voluntary or for any other legal reason. In that case, the due amount shall be divided between recent shareholders of the Company upon liquidation or dissolution at the same proportion of their shares in the Company's share capital to the total number of shares issued. Accordingly, this amount has been recognised as special reserve in equity. In addition to the resulting reconciliation from treasury shares related to Cairo Specialised Hospital (Subsidiary Company).

d) Other reserves

The amount represents the amount transferred from share premium according to the requirements of Law No.159 of 1981, and there is no movement in this reserve during the period.

Below is the movement in the reserves:

	31 December 2017				
	Payment	Number of shares	Nominal value	Share capital	Share premium
Private offering and share capital increase	306,000,000	34,000,000	EGP 0.5	17,000,000	289,000,000
Public offering	54,000,000	6,000,000	EGP 0.5	3,000,000	51,000,000
Expenses of 2016 shares issued*	-	-	-	-	(31,982,360)
Expenses of 2017 shares issued*	-	-	-	-	(27,486,802)
Transfer to legal reserve**	-	-	-	-	(32,938,673)
Total	360,000,000	40,000,000		20,000,000	247,592,165

	31 December 2016				
	Payment	Number of shares	Nominal value	Share capital	Share premium
Private offering and share capital increase	306,000,000	34,000,000	EGP 0.5	17,000,000	289,000,000
Public offering	54,000,000	6,000,000	EGP 0.5	3,000,000	51,000,000
Expenses of 2016 shares issued*	-	-	-	-	(31,982,360)
Transfer to legal reserve**	-	-	-	-	(32,938,673)
Total	360,000,000	40,000,000		20,000,000	275,078,967

* The expenses of share issuance amounting to EGP 31,982,360 comprise the expenses amount of IPO of shares of increasing the Company's capital (public and private subscription), representing the expenses of registration, promotion and other legal and professional expenses.

** Based on Article 94 of the executive regulations of the Law of Companies No. 159 of 1981, an amount of EGP 32,938,673 from the proceeds of public and private subscriptions was used to increase the legal reserve to reach 50% of the issued share capital.

*** The expenses of share issuance amounting to EGP 27,486,802 comprise the expenses amount of IPO of shares of increasing the Company's capital, representing the expenses of registrations promotion and other legal and professional expenses.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

19. Non-Controlling interests

	Share capital	Legal reserve	Retained earnings	Share of minority interest on settlement of acquisition	Total
Balance at 1 January 2016	12,787,080	8,098,271	12,261,444	103,260	33,250,055
Share of minority interests in the acquisition of subsidiaries	-	-	-	16,924	16,924
Employees dividends	-	-	(815,889)	-	(815,889)
Legal reserve	-	(1,710,055)	(228)	-	(1,710,283)
Profit for the year	-	-	13,063,683	-	13,063,683
Balance at 31 December 2016	12,787,080	6,388,216	24,509,010	120,184	43,804,490
Balance at 1 January 2017	12,787,080	6,388,216	24,509,010	120,184	٤٣,٨٠٤,٤٩٠
Employee Dividends	-	-	(1,067,790)	-	(1,067,790)
Legal Reserve	-	653,184	-	-	653,184
Transaction with non-controlling interest	(55,760)	(32,349)	(124,375)	-	(212,484)
Comprehensive income for the year	-	-	12,551,876	-	12,551,876
Balance at 31 December 2017	١٢,٧٣١,٣٢٠	7,009,051	35,868,721	120,184	55,729,276

20. Operating revenues

	2017	2016
Accommodation and medical supervision revenue	284,794,190	219,071,341
Surgeries revenue	230,425,388	179,585,705
Outpatient clinics revenue	152,453,195	130,202,781
Laboratories revenue	97,835,632	71,359,720
Cardiac catheterization revenue	78,932,900	68,746,131
Service charge revenue	75,230,123	45,847,097
Radiology revenue	52,825,331	38,721,240
Emergency revenue	50,465,274	39,756,540
Revenues of oncology centre	31,652,138	15,599,812
Pharmacy revenue	28,369,651	20,784,850
Dentistry revenue	11,517,148	10,663,064
Physiotherapy revenue	9,130,476	7,461,908
Endoscopy revenue	8,332,111	7,580,122
Cardiac tests revenue	6,652,704	6,061,185
Other departments revenues	8,151,893	3,008,182
	1,126,768,154	864,449,678

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

21. Operating cost

	<u>2017</u>	<u>2016</u>
Medical and pharmaceutical supplies	259,532,053	206,014,986
Doctors' fees	217,469,382	170,629,841
Salaries, wages and benefits	187,331,182	147,451,209
Maintenance, spare parts and energy expenses	36,365,515	29,409,703
Food, beverage and consumables costs	35,277,121	21,019,857
Fixed assets depreciation	30,344,363	25,443,325
Rents	5,594,484	4,867,066
Other expenses	16,259,507	8,037,237
	<u>788,173,607</u>	<u>612,873,224</u>

22. General and administrative expenses

	<u>2017</u>	<u>2016</u>
Salaries, wages and benefits	91,710,939	53,958,163
Professional and consulting fees	18,443,496	10,893,077
Impairment of trade receivables	10,828,848	17,662,833
Fixed assets depreciation	7,508,578	1,409,142
Amortization of intangible assets	5,350,005	5,350,000
Maintenance, spare parts and energy expenses	3,795,923	3,174,960
Food, beverage and consumables costs	2,347,916	2,274,944
Rent	1,727,079	1,500,716
Other expenses	19,649,278	9,584,392
	<u>161,362,062</u>	<u>105,808,227</u>

23. Expenses by nature

	<u>2017</u>	<u>2016</u>
Salaries, wages and benefits*	279,042,121	201,409,372
Medical and pharmaceutical supplies	259,532,053	206,014,986
Doctors' fees	217,469,382	170,629,841
Maintenance, spare parts and energy expenses	40,161,438	32,584,663
Fixed assets depreciation and write-off	37,852,941	26,852,467
Food, beverage and consumables costs	37,625,037	23,294,801
Impairment of trade receivables	10,828,848	17,662,833
Amortization of intangible assets	5,350,005	5,350,000
Other expenses	61,673,844	34,882,488
	<u>949,535,669</u>	<u>718,681,451</u>

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Expenses by nature (continued)

* Employees' costs

	<u>2017</u>	<u>2016</u>
Salaries and wages	195,285,392	163,061,115
Bonuses and incentives	58,374,948	27,274,463
Employees' benefits	14,119,833	2,198,856
Social insurance	11,261,948	8,874,938
	<u>279,042,121</u>	<u>201,409,372</u>

The rewards and incentives item includes an amount of EGP 20,402,000 (EGP nil as at 31 December 2016) which represents the amount of the payments calculated on the basis of the difference between the market value of the Parent Company's shares at 30 June 2020 and the share price at the date of offering its shares in the Egyptian Stock Exchange on 2 June 2016. And an amount of EGP 4,419,000 (EGP nil at 31 December 2016) which represents the value of payments calculated on the basis of the difference between profit before interest and (EBITDA) at the maturity date of 30 June 2020 and 30 June 2016.

24. Other income

	<u>2017</u>	<u>2016</u>
Rent	1,937,319	1,531,487
Buffet income and cafeteria concession	1,647,709	1,719,286
Capital gains	686,240	-
Miscellaneous income	1,224,016	1,775,568
	<u>5,495,284</u>	<u>5,026,341</u>

25. Finance income/ (expenses)

	<u>2017</u>	<u>2016</u>
Finance income		
Interest payable	59,442,182	25,413,438
Total finance income	<u>59,442,182</u>	<u>25,413,438</u>
Finance costs		
Interest receivable	(67,431,475)	(53,552,366)
Quick-payment discount	(2,897,793)	-
Bank commissions	(3,168,780)	(3,910,823)
Currency valuation differences	(904,220)	6,963,941
Total finance expenses	<u>(74,402,268)</u>	<u>(50,499,248)</u>
Net finance (expenses)/ income	<u>(14,960,086)</u>	<u>(25,085,810)</u>

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

26. Income taxes

Income tax expense as stated in the statement of income includes:

	<u>2017</u>	<u>2016</u>
Current income tax for the year	32,682,010	31,068,249
Deferred tax (Note 27)	4,436,851	(543,394)
	<u>37,118,861</u>	<u>30,524,855</u>

The tax on profit before tax theoretically differs from the amount expected to be earned by applying the average tax rate applicable to the Company's profits as follows:

	<u>2017</u>	<u>2016</u>
Net profit before tax	155,356,455	119,932,991
Income tax calculated based on the applicable local tax rate	34,955,203	26,984,923
Add/ (less):		
Non-taxable expenses	6,418,302	11,724,540
Income not subject to tax	(4,682,354)	(9,096,226)
Prior years adjustments	427,710	911,618
Income taxes	<u>37,118,861</u>	<u>30,524,855</u>
Effective tax rate	<u>23.89%</u>	<u>25.45%</u>

<u>Current income tax liabilities</u>	<u>2017</u>	<u>2016</u>
Balance at 1 January	31,578,146	32,136,609
Payments during the year	(30,594,847)	(35,734,890)
Current year tax	32,682,010	31,068,249
Advance payments to tax authorities	(21,703,363)	-
Effect of acquisition or subsidiaries	-	4,108,178
	<u>11,961,946</u>	<u>31,578,146</u>

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

27. Deferred tax

Change in tax assets and liabilities during the year is as follows:

	Balance at 1 Jan 2017 (Liability)	Effect of acquisition of subsidiaries Asset/ (liability)	(Expense)/ income charged to the statement of income during the year	Balance at 2017 (Liability)
Liabilities				
Fixed assets	(2,823,503)	-	(6,656,747)	(9,480,250)
Fixed assets - Effect of fair value	(49,780,264)	-	2,512,804	(47,267,460)
Intangible assets - Effect of fair value	(9,979,650)	-	-	(9,979,650)
Total Liabilities	(62,583,417)	-	(4,143,943)	(66,727,360)
Assets				
Provisions (excluding claims provision)	2,590,052	-	(292,909)	2,297,143
Net deferred tax - Liability	(59,993,365)	-	(4,436,852)	(64,430,217)

	Balance at 1 Jan 2016 (Liability)	Effect of acquisition of subsidiaries Asset/ (liability)	(Expense)/ income charged to the statement of income during the year	Balance at 2016 (Liability)
Liabilities				
Fixed assets	(2,129,493)	2,163,446	(2,857,456)	(2,823,503)
Fixed assets - Effect of fair value	(38,579,741)	(13,719,925)	2,519,402	(49,780,264)
Intangible assets - Effect of fair value	(4,801,950)	(5,177,700)	-	(9,979,650)
Total Liabilities	(45,511,184)	(16,734,179)	(338,054)	(62,583,417)
Assets				
Provisions (excluding claims provision)	1,708,604	-	881,448	2,590,052
Net deferred tax - Liability	(43,802,580)	(16,734,179)	543,394	(59,993,365)

28. Earning per share

The basic earnings per share for the year is calculated by dividing the net profit of the year by the number of shares outstanding during the financial year ended 31 December 2017, and as there is no proposed dividends, the net distributable profits were determined on the basis of the net profit for the year without deducting the employees' share and the remuneration of directors in dividends. The earnings per share is EGP 0.57 (2016: EGP 0.62).

	2017	2016
Distributable profit	118,237,592	89,408,136
Number of shares issued	207,671,233	145,333,333
	0.57	0.62

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

29. Related parties transactions

The Group during the year deals with certain related parties. The Balances with related parties at the financial statements date as well as the transactions during the year were as follows:

Balances of financial position

<u>(Related parties)</u>	<u>Nature of transaction</u>	<u>Transaction value</u>	<u>Balance due from / (to) related parties</u>
Care HealthCare (Parent Company)			
Debtors and other debit balances	Expenses paid on behalf of the parent Company	1,663,580	1,663,580
	Expenses paid on behalf of the Company	3,757,447	3,757,447
Specialized clinics (Under constructing subsidiary)		-	-
			<u>5,421,027</u>

30. Tax position

Cleopatra Hospital S.A.E.

(1) Corporate tax

- Inspection was made up to 31 December 2014, and a clearance certificate was obtained from the Tax Authority.
- Tax returns were filed regularly in the legal deadlines.
- Inspection was not made for 2015 and 2016.
- Inspection was not made for 2017.

(2) Salaries tax

- Inspection was made up to 31 December 2013, and all tax payables were settled, and a clearance certificate was obtained from the Tax Authority.
- Tax on earnings was inspected for 2014, and an internal committee is being formed.
- Inspection was not made for 2015 and 2016.
- Inspection was not made for 2017.

(3) Stamp duty tax

- Inspection was made up to 31 July 2006 and tax was paid.
- Inspection was made from 1 August 2006 to 31 December 2013. The Company was notified of stamp duty on form 19 dated 23 April 2015. Tax assessment was issued for an amount of EGP 72.966 on 3 May 2015. An appointment is being made to study the objection in the internal committee.
- Years from 2014 to 2016 were not inspected.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIARIES

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Tax position (continued)

(4) VAT

- Inspection was made up to 31 December 2004.
- Inspection was made for sales tax from 2005 to 2015 and differences was settled.
- Tax returns were filed regularly in the legal deadline.

Cairo Specialised Hospital "S.A.E."

(1) Corporate tax

- The company was inspected from inception till 2008, and all entitlements were paid.
- Years from 2009 till 2014, the inspection has been finalized and the differences has been calculated amounted with EGP 594,616 and the Company paid EGP 700,000 as an advance payment.
- The Company was not inspected for the year 2015, 2016 and 2017 tax returns were annually submitted in the legal deadlines.

(2) Tax on salaries and wages

- The Company was inspected since the inception of activity to 2009, and all tax dues were paid.
- An internal committee was formed for the years from 2010 to 2013, and the result of the committee was transferred to the tax appeal committee.
- Years 2014, 2015 and 2016 are under inspection.
- Year 2017 was not inspected.

(3) Stamp duty

- The Company was inspected since the inception to 31 July 2006, and all entitlements were paid.
- The Company was assessed on presumptive basis from August 2006 to 2013, and appeal was filed in the legal due date, No inspection took place for the year 2015.
- The Company for the years 2014, 2015, 2016 and 2017 were not inspected.

(4) VAT

- The Company registered in April 2017.
- Tax returns were annually submitted in the legal deadline.

Nile Badrawi Hospital

(1) Corporate tax

- Years up to 2012 were settled, and all dues were paid.
- Years from 2013 to 2014 are currently being inspected.
- 2015 and 2016 have not been inspected yet.

(2) Salaries tax

- Years up to 2011 were inspected, settled, and paid. No tax is due for the years up to 2011.
- Tax settlement is in progress for the years from 2012 to 2015.
- 2016 has not been inspected yet.

(3) Stamp duty

- Years up to 30 July 2006 were inspected and paid.
- Years from 1 August 2006 up to 2014 are currently being inspected. There is a claim of EGP 220.960, for which an objection was filed on 31 October 2016.
- 2015, 2016 and 2017 have not been inspected yet.

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

Tax position (continued)

(4) VAT

- The Company registered in April 2017.
- Tax returns were annually submitted in the legal deadline.

Al Shorouk Hospital S.A.E.

(1) Industrial and commercial profits tax

- Years up to 2014 have been inspected, payment was made, tax differences were settled, and a certificate of clearance and full payment was issued.
- Tax returns for the years 2015 and 2016 have been submitted and no inspection was performed to date.
- 2017, no inspection made.

(2) Tax on earning

- The Company was inspected and settled up to 31 December 2004 and settled.
- Internal committees were formed for 2005 to 2014.
- No inspection was made for 2015 and 2016.

(3) Stamp duty tax

- The Company was inspected up to 31 July 2006, and settlement was made.
- The Company was inspected on a presumptive basis from 1 August 2006 to 2014.
- The Company was not inspected for the years 2015 and 2016.
- The Company regularly submits the tax returns on the legal deadlines.

(4) VAT

- The Company was registered since May 2017.
- Tax returns annually submitted in it's legal deadline.

31. Commitments

a) Capital commitments:

Capital commitments related to fixed assets at financial year end, which are not yet due, amounted to EGP 4,362,175 (31 December 2016: EGP 45,929,445).

b) Rental liabilities:

Rental liabilities at financial year end, which are not yet due, are as follows:

	<u>2017</u>	<u>2016</u>
Less than one year	1,229,510	1,275,046
1 to 3 years	-	1,823,173

CLEOPATRA HOSPITAL (S.A.E.) AND ITS SUBSIDIAREIS

Notes to the consolidated financial statements - For the year ended 31 December 2017

(All amounts in the notes are shown in Egyptian Pounds unless otherwise stated)

32. Other matters

A. With reference to the disclosures issued by the Company on 20 October 2016, 2 November 2016, 18 January 2017 and 31 January 2017 to the Egyptian Stock Exchange regarding the dispute concerning the plot of land of the Nile Badrawi Hospital (the "Company") to which a request has been submitted to the Committee for the Resolution of Investment Disputes, in accordance with what was referred to in the offering of the shares of Cleopatra Hospital in the Egyptian Stock Exchange, please be informed that - as indicated in the disclosures above - the Nile Badrawi Hospital has filed a lawsuit to discharge the company against the General Authority for River Transportation and the invalidity of any seizure order in this regard. In addition, the General Authority for River Transportation filed a sub-suit in the case of the clearance requesting the Nile Badrawi Hospital Company to pay the amount of EGP 36 million; the value of the disputed land, EGP 7 million; the value of the right to use this land and the legal benefits, in addition to the amount of EGP 20 million as a compensation and nullification of any contract between the Nile Badrawi and Abraaj Capital or any other entity to sell the disputed land, given that the Nile Badrawi Hospital Company provided its defense in this regard, taking into account the following:

- 1- That the Ministerial Committee for the Resolution of Investment Disputes issued a resolution on 18 February 2003, approving the non-objection of the General Authority for River Transportation to approve the disposal of land in return for an appropriate compensation. The Committee also approved the proposal that the compensation should be the value of what was paid to Cairo Governorate when the land was purchased.
- 2- As stated in the Disclosure dated 2 November 2016 - the Technical Secretariat of the Ministerial Committee for Dispute Resolution has notified the Nile Badrawi Hospital Company in its meeting held on 1 November 2016 that it had issued a letter to the General Authority for River Transportation on 27 October 2016 - upon a request from the Company - confirming that the Nile Badrawi Hospital is a company subject to the law of guarantees and incentives for investment and that article 9 stipulates that: "The administrative way may not impose security on companies and entities or seize, takeover, retain, freeze or confiscate their funds." I have asked the General Authority for River Transportation to take the necessary measures to stop any action against Nile Badrawi Hospital Company until the dispute is resolved and presented to the Ministerial Committee for Resolution of Investment Dispute to take its decision in this regard. This dispute is also being handled by the State Land Recovery Commission.
- 3- That there is no sale of the disputed land between the Nile Badrawi Hospital and any other party.
- 4- Cleopatra Hospital is entitled to refer to the former owners of the Nile Badrawi Hospital "S.A.E" - in accordance with the contract for the sale of the shares of the Nile Badrawi Hospital - and to claim any losses and / or damages and / or obligations that may be incurred by the Company and / or Nile Badrawi "S.A.E" resulting from any dispute concerning the ownership of land of the Nile Badrawi Hospital.

In light of the above, the financial liabilities of this dispute are subject to conflict between the parties concerned and shall be definitively determined in accordance with the provisions and resolutions to be issued in the above-mentioned cases or any settlement that may be agreed by the parties. At this stage, and until the final settlement of this dispute, it is difficult to determine the financial liabilities that may result from this dispute.

B. The Company is in the process of acquiring an existing hospital in the Arab Republic of Egypt, enabling Cleopatra Hospital S.A.E to expand its operations across the country.