Review report and interim financial information for the period ended 31 March 2013

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REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

The Board of Directors Gulf Cement Company P.S.C. Ras Al Khaimah United Arab Emirates

Introduction

We have reviewed the accompanying condensed statement of financial position of **Gulf Cement Company P.S.C.** (a Public Shareholding Company) - Ras Al Khaimah, United Arab Emirates, as at 31 March 2013 and the related condensed statements of income, comprehensive income, changes in equity and cash flows for the three month period then ended. Management is responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standard 34: Interim Financial Reporting. Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with International Accounting Standard 34: Interim Financial Reporting.

Deloitte & Touche (M.E.)

Samir Madbak Registration No. 386

8 May 2013

Condensed statement of financial position at 31 March 2013

ASSETS Non current assets	Notes	31 March 2013 (unaudited) AED	31 December 2012 (audited) AED
Property, plant and equipment	4	668,428,042	547,783,011
Investment property		8,253,725	8,253,725
Trade and other receivables	5	13,000,000	13,000,000
Investments carried at fair value through			15,000,000
other comprehensive income (FVTOCI)	6 (a)	90,224,443	107,635,225
Total non current assets		779,906,210	676,671,961
Current assets			
Inventories	7	223,897,678	238,533,307
Trade and other receivables	5	245,454,243	209,618,048
Investments carried at fair value through			,010,010
profit or loss (FVTPL)	6 (b)	139,710,544	121,767,283
Cash and cash equivalents	8	56,191,752	125,330,953
Total current assets		665,254,217	695,249,591
Total assets		1,445,160,427	1,371,921,552
EQUITY AND LIABILITIES		2011-11-11	
Capital and reserves			
Share capital	9	821,096,820	821,096,820
Reserves	10	471,968,655	471,968,655
Cumulative change in fair value		(107,748,920)	(117,257,133)
Retained earnings		35,654,384	41,927,886
Total equity		1,220,970,939	1,217,736,228
Non-current liabilities			
Provision for employees' end of service			
indemnity		11,149,211	11,527,790
Borrowings	11	107,476,095	28,207,451
Name and the second sec			
Total non-current liabilities		118,625,306	39,735,241
Current liabilities			
Trade and other payables	12	105,564,182	114,450,083
Total liabilities		224,189,488	154,185,324
Total equity and liabilities		1,445,160,427	1,371,921,552

Omar Saqr Al Qasimi Chairman

Condensed statement of income (unaudited) for the period ended 31 March 2013

		Three month period	ended 31 March
	Notes	2013	2012
		AED	AED
Revenue	13	151,954,370	153,365,681
Cost of sales		(152,644,623)	(151,617,026)
Gross (loss)/profit		(690,253)	1,748,655
Other operating income		80,352	313,452
Selling, general and administrative expenses		(10,705,914)	(6,001,932)
Investment income	14	14,207,266	7,716,249
Other loss		(170,599)	(840,663)
Profit for the period		2,720,852	2,935,761
Basic earnings per share	15	0.003	0.004

Condensed statement of comprehensive income (unaudited) for the period ended 31 March 2013

	Three month period ended 31 March	
	2013	2012
	AED	AED
Profit for the period	2,720,852	2,935,761
Other comprehensive income/(loss)		
Loss on disposal of investments carried at FVTOCI	(8,994,354)	(26,266,643)
Increase in fair value of investments carried at FVTOCI	9,508,213	22,450,444
Total other comprehensive income/(loss)	513,859	(3,816,199)
Total comprehensive income/(loss) for the period	3,234,711	(880,438)

Condensed statement of changes in equity for the period ended 31 March 2013

	Share capital AED	Reserves AED	Cumulative change in fair value AED	Retained earnings AED	Total AED
Balance at 31 December 2011 (audited)	821,096,820	471,968,655	(163,884,290)	108,042,944	1,237,224,129
Profit for the period	-	-	-	2,935,761	2,935,761
Other comprehensive loss for the period	-	-	22,450,444	(26,266,643)	(3,816,199)
Total comprehensive loss for the period	-	-	22,450,444	(23,330,882)	(880,438)
Balance at 31 March 2012 (unaudited)	821,096,820	471,968,655	(141,433,846)	84,712,062	1,236,343,691
Balance at 31 December 2012 (audited)	821,096,820	471,968,655	(117,257,133)	41,927,886	1,217,736,228
Profit for the period				2,720,852	2,720,852
Other comprehensive income for the period	-	-	9,508,213	(8,994,354)	513,859
Total comprehensive income for the period		-	9,508,213	(6,273,502)	3,234,711
Balance at 31 March 2013 (unaudited)	821,096,820	471,968,655	(107,748,920)	35,654,384	1,220,970,939

Condensed statement of cash flows (unaudited) for the period ended 31 March 2013

•	Three month period	
	2013	2012
~ . ~	AED	AED
Cash flows from operating activities	2 520 052	2.025.761
Profit for the period Adjustments for:	2,720,852	2,935,761
Depreciation of property, plant and equipment	9,310,056	8,897,554
Loss on disposal of property plant and equipment	89,266	1,411,628
Provision for employees' end of service indemnity	362,000	375,000
Unrealised gain on investments at FVTPL	(14,429,566)	(72,175,757)
Loss on sale of investments in securities	948,371	66,097,053
Interest and dividend revenue	(726,071)	(1,637,545)
interest and dividend revenue	(720,071)	(1,037,343)
Operating cash flows before changes in operating assets and liabilities	(1,725,092)	5,903,694
Increase in trade and other receivables	(35,836,195)	(1,575,788)
Decrease/(increase) in inventories	14,635,629	(486,286)
Decrease in due to a related party	-	(145,309)
(Decrease)/increase in trade and other payables	(8,883,681)	6,548,959
Cash (used in)/generated from operations	(31,809,339)	10,245,270
Employees' end of service indemnity paid	(740,579)	(444,537)
Net cash (used in)/generated from operating activities	(32,549,918)	9,800,733
Cash flows from investing activities		
Purchase of property, plant and equipment	(130,044,353)	(7,175,667)
Proceeds from disposal of property, plant and equipment	•	2,772,491
Purchase of investments at FVTPL	(11,398,959)	(9,638,179)
Proceeds on disposal of investments in securities	24,861,534	74,019,434
Dividends received	706,465	1,600,463
Interest received	19,606	37,082
Net cash (used in)/generated from investing activities	(115,855,707)	61,615,624
Cash flows from financing activities		
Net movement in the borrowings	79,268,644	-
Dividends paid	(2,220)	(11,581)
Net cash generated from/(used in) financing activities	79,266,424	(11,581)
Net (decrease)/increase in cash and cash equivalents during		
the period	(69,139,201)	71,404,776
Cash and cash equivalents at the beginning of the period	125,330,953	64,973,119
Cash and cash equivalents at the end of the period	56,191,752	136,377,895
		

Notes to the condensed financial statements for the period ended 31 March 2013

1. General information

Gulf Cement Company P.S.C. (a Public Shareholding Company), Ras Al Khaimah (the "Company") is incorporated as a public shareholding company by Emiri decree number 24/77 issued by His Highness, The Ruler of Ras Al Khaimah, U.A.E., in 1977. The address of the Company's registered office is P. O. Box 5295 Ras Al Khaimah, United Arab Emirates.

The principal activities of the Company are production and marketing of all types of cement.

2. New and revised International Financial Reporting Standards (IFRSs) in issue but not yet effective and not early adopted:

The Company has not early applied the following new standards, amendments and interpretations that have been issued but not yet effective:

New and revised IFRSs

Effective for annual periods beginning on or after

- Amendments to IFRS 7 *Financial Instruments*: Disclosures relating to 1 January 2015 disclosures about the initial application of IFRS.
- Amendments to IAS 32 Financial Instruments: Presentation relating to application guidance on the offsetting of financial assets and financial liabilities.
- Amendments to IFRS 10, IFRS 12 and IAS 27 Guidance on Investment 1 January 2014
 Entities

On 31 October 2012, the IASB published a standard on investment entities, which amends IFRS 10, IFRS 12, and IAS 27 and introduces the concept of an investment entity in IFRSs. The amendments establish an exception to IFRS 10's general consolidation principle for investment entities, requiring them to "measure particular subsidiaries at fair value through profit or loss, rather than consolidate them." In addition, the amendments outline required disclosures for reporting entities that meet the definition of an investment entity.

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

2. New and revised International Financial Reporting Standards (IFRSs) in issue but not yet effective and not early adopted (continued):

Management anticipates that these new standards, interpretations and amendments will be adopted in the Company's financial statements for the period beginning 1 January 2014 or as and when they are applicable and adoption of these new standards, interpretations and amendments may have no material impact on the financial statements of the Company in the period of initial application.

3. Summary of significant accounting policies

3.1. Basis of preparation

These condensed financial statements have been prepared in accordance with International Accounting Standard (IAS) No. 34, "Interim Financial Reporting" and also comply with the applicable requirements of the laws in the U.A.E.

The condensed financial statements are presented in U.A.E. Dirhams (AED) since that is the currency in which the majority of the Company's transactions are denominated.

These condensed financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments and investment property.

The accounting policies, presentation and methods in these condensed financial statements are consistent with those used in the audited financial statements for the year ended 31 December 2012.

These condensed financial statements do not include all the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements as at and for the year ended 31 December 2012. In addition, results for the three month period ended 31 March 2013 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2013.

As required by the Securities and Commodities Authority ("SCA") notification dated 12 October 2008, accounting policies relating to investments in securities, property, plant and equipment and investment property have been disclosed in the condensed financial statements.

3.2 Property, plant and equipment

Property, plant and equipment, except properties under construction, are stated at their cost, less any subsequent accumulated depreciation and any subsequent identified impairment losses.

Properties in the course of construction for production, administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

3. Summary of significant accounting policies (continued)

3.2 Property, plant and equipment (continued)

Depreciation is charged so as to write off the cost of assets, other than properties under construction, over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at each period end, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.3 Investment property

Investment property, which is property held to earn rentals and/or for capital appreciation, is stated at its fair value at the reporting date. Gains or losses arising from changes in the fair value of investment property are included in profit or loss.

Investment property is located in U.A.E.

3.4 Investments in securities

Investments of the Company are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Investments of the Company are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL) and at fair value through other comprehensive income (FVTOCI) financial assets. The classification depends on the nature and purpose of the investment and is determined at the time of initial recognition.

Financial assets at FVTPL

Investments in equity instruments are mandatorily classified as at FVTPL, unless the Company designates an investment that is not held for trading as at fair value through other comprehensive income (FVTOCI) on initial recognition.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss.

Dividend income on investments in equity instruments at FVTPL is recognised in profit or loss when the Company's right to receive the dividends is established in accordance with IAS 18 Revenue.

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

3. Summary of significant accounting policies (continued)

3.4 Investments in securities (continued)

Financial assets at FVTOCI

At initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the cumulative changes in fair value reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the investments.

The Company has designated all investments in equity instruments that are not held for trading as at FVTOCI.

Dividends on these investments in equity instruments are recognised in profit or loss when the Company's right to receive the dividends is established in accordance with IAS 18 Revenue, unless the dividends clearly represent a recovery of part of the cost of the investment.

4. Property, plant and equipment

During the period, additions to property, plant and equipment amounted to AED 130,044,353 (3 months ended 31 March 2012: AED 7,175,667) and depreciation for the 3 months ended 31 March 2013 amounted to AED 9,310,056 (3 months ended 31 March 2012: AED 8,897,554).

At 31 March 2013 the cost of fully depreciated property, plant and equipment that was still in use amounted to AED 252,195,587 (31 December 2012: AED 246,214,252).

The factory and its related buildings are constructed on plots of land leased from the Government of Ras Al Khaimah renewable on annual basis.

All property, plant and equipment are located in U.A.E.

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

5. Trade and other receivables

5. Trade and other receivables	31 March 2013 AED Unaudited	31 December 2012 AED Audited
Trade receivables	173,097,815	174,689,950
Other receivables	69,356,428	31,928,098
Receivable from sale of an associate	16,000,000	16,000,000
	258,454,243	222,618,048
Receivable from sale of an associate due after one year	(13,000,000)	(13,000,000)
	245,454,243	209,618,048

The credit risk associated with the Company's trade receivable is considered limited as the Company holds receivables amounting to AED 146,021,200 (31 December 2012: AED 134,263,633) fully covered by unconditional bank guarantees from the customers to secure the collectibility of these trade receivables.

6. Investments in securities

a) Investments carried at fair value through other comprehensive income (FVTOCI)

	31 March	31 December
	2013	2012
	AED	AED
	Unaudited	Audited
Quoted – at fair value	30,523,378	47,934,160
Unquoted – at fair value	59,701,065	59,701,065
	90,224,443	107,635,225
In U.A.E.	55,623,360	55,623,363
In other GCC countries	34,601,083	52,011,862
	90,224,443	107,635,225

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

6. Investments in securities (continued)

b) Investments carried at fair value through profit or loss (FVTPL)

	31 March 2013	31 December 2012
	AED Unaudited	AED Audited
Quoted	139,710,544	121,767,283
In U.A.E.	65,291,832	55,490,482
In other GCC countries	74,418,712	66,276,801
	139,710,544	121,767,283
7. Inventories		
	31 March	31 December
	2013 AED	2012 AED
	Unaudited	AED
Finished goods	2,692,078	7,331,767
Raw materials	8,859,833	8,140,309
Work in progress	18,153,883	28,917,410
Bags, fuel and lubricants	43,524,398	40,460,965
	73,230,192	84,850,451
Spare parts - maintenance department	146,501,236	149,760,095
Consumable items	22,061,813	21,834,564
Tools	306,258	290,018
	168,869,307	171,884,677
Allowance for slow-moving inventories	(18,201,821)	(18,201,821)
	150,667,486	153,682,856
	223,897,678	238,533,307

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

8. Cash and cash equivalents

	31 March 2013 AED Unaudited	31 December 2012 AED Audited
Cash on hand	418,445	210,521
Bank balances: Current accounts Call deposits Short term deposits	10,577,623 45,195,684	33,718,333 31,053,586 60,348,513
	55,773,307	125,120,432
	56,191,752	125,330,953
Bank balances In U.A.E. In other GCC countries	46,778,618 8,994,689 ————————————————————————————————————	116,420,679 8,699,753 125,120,432
9. Share capital		
	31 March 2013 AED Unaudited	31 December 2012 AED Audited
Issued and fully paid: 821,096,820 ordinary shares of AED 1 each	821,096,820	821,096,820

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

10. Reserves

According to article 42 of the Company's Articles of Association and the requirements of the U.A.E. Federal Commercial Companies Law No 8 of 1984, as amended, 10% of the profit of each year is transferred to the statutory reserve and another 10% to the voluntary reserve. The transfer to statutory reserve may be suspended when it reaches 50% of the paid-up share capital. Statutory reserve is not available for distribution except as stipulated by the Law. The transfer to voluntary reserve may be suspended by the ordinary general assembly at the recommendation of the Board of Directors or when it reaches 20% of the Company's paid-up share capital.

	Statutory reserve AED	Voluntary reserve AED	Total AED
Balance at 31 December 2011 (Audited)	335,332,153	136,636,502	471,968,655
Movement during the period	-	-	-
Balance at 31 March 2012 (Unaudited)	335,332,153	136,636,502	471,968,655
Balance at 31 December 2012 (Audited)	335,332,153	136,636,502	471,968,655
Movement during the period	-	-	-
Balance at 31 March 2013 (Unaudited)	335,332,153	136,636,502	471,968,655
11. Borrowings			

	31 March 2013 AED Unaudited	31 December 2012 AED Audited
Term loan	107,476,095	28,207,451

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

11. **Borrowings** (continued)

The borrowings are repayable as follows:

	31 March 2013 AED Unaudited	31 December 2012 AED Audited
In the second year In the third to fifth year	20,848,986 86,627,109	20,848,986 7,358,465
	107,476,095	28,207,451
Installments due after twelve months from the reporting date (shown as non current liabilities)	107,476,095	28,207,451

During 2012, the Company has entered into finance lease agreement for AED 190 million with leasing company registered in the United Arab Emirates to finance the purchase of property, plant and equipment. The repayment will commence from August 2014. The draw down amount against the lease agreement at the reporting date was AED 107.5 million (31 December 2012: AED 28.2 million).

12. Trade and other payables

	31 March 2013 AED Unaudited	31 December 2012 AED Audited
Trade payables Dividend payable Accrued expenses Other payables	58,133,203 17,240,805 26,591,987 3,598,187	67,120,022 17,243,025 28,980,415 1,106,621
	105,564,182	114,450,083

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

13. Revenue

An analysis of the Company's revenue is as follows:

	Three month period ended 31 March	
	2013	2012
	Unaudited	Unaudited
	AED	AED
Local sales	55,566,772	67,174,949
Export sales	96,387,598	86,190,732
	151,954,370	153,365,681

14. Investment income

	Three month period ended 31 March	
	2013	
	Unaudited	Unaudited
	AED	AED
Unrealised gain on investments carried at FVTPL	14,429,566	72,175,757
Loss on disposal of investment in securities	(948,371)	(66,097,053)
Dividend income	706,465	1,600,463
Interest income	19,606	37,082
	14,207,266	7,716,249

15. Basic earnings per share

	Three month period ended 31 March	
	2013 20	
	Unaudited	Unaudited
Profit for the period (in AED)	2,720,852	2,935,761
Number of shares	821,096,820	821,096,820
Basic earnings per share (in AED)	0.003	0.004

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

16. Dividends

At the annual general meeting held on 3 April 2013 the shareholders approved cash dividend at 5% of the Share capital amounting to AED 41 million for 2012 (2012: Nil for the year 2011)

The above dividend for 2012 was not reflected as a liability in these condensed financial statements.

17. Related party transactions

During the period, the Company entered into the following transactions with related parties:

	Three month period ended 31 March	
	2013 20	
	Unaudited	Unaudited
	AED	AED
Board of Directors' fees and allowances	347,400	191,400
Rent expenses	44,853	88,000
Purchase of water	-	394,324

18. Contingent liabilities and commitments

	31 March 2013 AED Unaudited	31 December 2012 AED Audited
Letters of credit	2,484,625	104,832,798
Letters of guarantee	200,000	200,000
Commitments for the acquisition of property, plant and equipment	34,062,000	41,142,643

19. Segment information

The Company is organised into two main business segments:

Manufacturing of all types of cement and investments incorporating investments in marketable equity securities, deposits with banks and investment properties.

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

19. Segment information (continued)

	Three mont	h period ended 31	March 2013	Three month	period ended 31 M	1arch 2012
	Manufacturing	Investments	Total	Manufacturing	Investments	Total
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	AED	AED	AED	AED	AED	AED
Segment revenue	151,954,370		151,954,370	153,365,681	_	153,365,681
Segment result	(11,486,414)	14,207,266	2,720,852	(4,780,488)	7,716,249	2,935,761
		31 March 2013		3	1 December 2012	
	Manufacturing	Investments	Total	Manufacturing	Investments	Total
	Unaudited	Unaudited	Unaudited	Audited	Audited	Audited
	AED	AED	AED	AED	AED	AED
Segment assets Unallocated assets	1,137,779,963	296,384,396	1,434,164,359 10,996,068	995,934,366	342,058,332	1,337,992,698 33,928,854
Total assets	1,137,779,963	296,384,396	1,445,160,427	995,934,366	342,058,332	1,371,921,552
Segment liabilities	224,189,488		224,189,488	154,185,324	-	154,185,324

There are no transactions between the business segments.

Notes to the condensed financial statements for the period ended 31 March 2013 (continued)

20. Comparative amounts

The following balances in the condensed statement of income for the three month period ended 31 March 2012 have been reclassified to conform to the period ended 31 March 2013 presentation:

	As previously reported for the three month period ended 31 March 2012 AED	Reclassification AED	As restated for the three month period ended 31 March 2013 AED
Cost of sales	153,935,808	(2,318,782)	151,617,026
Selling, general and administrative expenses	3,683,150	2,318,782	6,001,932

There was no impact on the cash flows or reported profit for the comparative period due to the above reclassification.

21. Approval of condensed financial statements

The condensed financial statements were approved by the Chairman of the Board of Directors and authorised for issue on 8 May 2013.