Sawaeed Holding P.J.S.C.

INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

30 SEPTEMBER 2024 (UNAUDITED)

Ernst & Young Middle East
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REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF

SAWAEED HOLDING P.J.S.C.

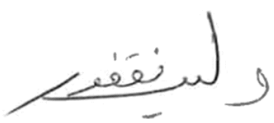
Introduction
We have reviewed the accompanying interim condensed consolidated financial statements of Sawaeed Holding P.J.S.C. (the "Company") and its subsidiaries (collectively referred to as the "Group") as at 30 September 2024 which comprise the interim condensed consolidated statement of financial position as at 30 September 2024, and the related interim condensed consolidated statement of profit or loss and other comprehensive income for the three month and nine month periods then ended and the related interim condensed consolidated statements of changes in equity and cash flows for the nine month period then ended, and explanatory notes. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34"). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements 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.

Other matter
The consolidated financial statements of the Group for the year ended 31 December 2023 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on 23 February 2024. The interim condensed consolidated financial statements of the Group for the nine-month period ended 30 September 2023 were reviewed by another auditor who expressed an unmodified conclusion on those interim condensed consolidated financial statements on 14 November 2023.

Conclusion
Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements of the Group are not prepared, in all material respects, in accordance with IAS 34.

For Ernst & Young



Walid Nakfour
Registration No: 5479

22 October 2024
Abu Dhabi, United Arab Emirates

Sawaeed Holding P.J.S.C.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

	Notes	*(Unaudited) 30 September 2024 AED*	*(Audited) 31 December 2023 AED*
ASSETS			
Non-current assets			
Property and equipment	4	**20,223,334**	17,738,640
Right-of-use-assets		**30,150,476**	30,109,434
Investment property		**55,440,665**	57,923,082
Goodwill and intangible assets	5	**39,157,581**	818,539
Deferred tax asset	14	**3,863,567**	-
Investment securities - FVTOCI	6	**44,602,405**	70,772,190
		193,438,028	177,361,885
Current assets			
Trade receivables and other current assets	7	**165,254,703**	104,483,177
Amounts due from related parties	8	**29,635,397**	21,212,658
Cash and bank balances	9	**138,432,922**	80,044,929
		333,323,022	205,740,764
TOTAL ASSETS		**526,761,050**	383,102,649
EQUITY AND LIABILITIES			
Equity			
Share capital		**51,100,000**	51,100,000
Additional paid up capital		**1,350,000**	1,350,000
Legal reserve		**5,473,975**	5,473,975
Merger reserve	10	**92,140,055**	-
Other reserve		**450,000**	34,527,923
Investment revaluation reserve		**504,816**	17,464,688
Retained earnings		**237,899,325**	203,141,623
Total equity		**388,918,171**	313,058,209
Non-current liabilities			
Lease liabilities		**29,486,467**	29,507,406
Bank borrowings		**144,073**	-
Employees' end of service benefits	11	**25,089,380**	12,910,715
		54,719,920	42,418,121
Current liabilities			
Lease liabilities		**1,963,588**	1,943,614
Trade and other payables	12	**76,822,073**	24,786,298
Amounts due to related parties	8	**183,798**	-
Bank borrowings		**282,348**	-
Customer deposits		**280,082**	896,407
Income tax payable	14	**3,591,070**	-
		83,122,959	27,626,319
Total liabilities		**137,842,879**	70,044,440
TOTAL EQUITY AND LIABILITIES		**526,761,050**	383,102,649

Chairman | Chief Executive Officer | Chief Financial Officer

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the three month and nine month periods ended 30 September 2024

	Notes	*Three months ended 30 September*		*Nine months ended 30 September*	
		2024 ***AED***	*2023* *AED*	***2024*** ***AED***	*2023* *AED*
Revenue	13	**96,480,713**	34,157,225	**186,108,761**	100,981,933
Direct costs		**(70,863,254)**	(28,632,923)	**(145,587,714)**	(83,853,759)
GROSS PROFIT		**25,617,459**	5,524,302	**40,521,047**	17,128,174
General and administrative expenses		**(5,820,903)**	(4,435,397)	**(15,485,638)**	(12,458,042)
Provision for expected credit losses on trade receivables including related parties		**(487,880)**	(768,755)	**(45,513,972)**	(4,882,723)
Finance costs		**(554,826)**	(497,826)	**(1,463,776)**	(1,302,260)
Other income		**2,119,442**	1,935,930	**5,632,859**	5,024,406
(LOSS) / PROFIT BEFORE TAX		**20,873,292**	1,758,254	**(16,309,480)**	3,509,555
Net income tax benefit / (expense)	14	**(1,963,312)**	-	**1,499,142**	-
(LOSS) / PROFIT AFTER TAX FOR THE PERIOD		**18,909,980**	1,758,254	**(14,810,338)**	3,509,555
Other comprehensive income / (loss)					
Items that will not be reclassified subsequently to profit or loss					
Change in the fair value of investment securities - FVTOCI, net of tax		**3,839,166**	3,954,012	**(1,469,755)**	(1,163,442)
TOTAL COMPREHENSIVE (LOSS) / INCOME FOR THE PERIOD		**22,749,146**	5,712,266	**(16,280,093)**	2,346,113
Basic and diluted (loss) / earnings per share (AED)	15	**0.37**	0.034	**(0.29)**	0.069

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine month periods ended 30 September 2024

	Attributable to the owners of the Company									
	Share capital AED	*Additional paid up capital AED*	*Legal reserve AED*	*Merger reserve AED*	*Other reserve AED*	*Investments revaluation reserve AED*	*Retained earnings AED*	*Attributable to equity shareholders of the parent company AED*	*Non controlling interests AED*	*Total AED*
At 1 January 2023 (audited)	51,100,000	1,350,000	4,838,115	-	34,602,923	20,769,892	202,434,109	315,095,039	1,773,117	316,868,156
Profit for the period	-	-	-	-	-	-	3,509,555	3,509,555	-	3,509,555
Fair value loss on investments securities - FVTOCI	-	-	-	-	-	(1,163,442)	-	(1,163,442)	-	(1,163,442)
Total comprehensive (loss) / income for the period	-	-	-		-	(1,163,442)	3,509,555	2,346,113	-	2,346,113
Dividend declared and paid	-	-	-	-	-		(5,110,000)	(5,110,000)	-	(5,110,000)
Reclassification adjustment on disposal of investments securities - FVTOCI	-	-	-	-		(19,775)	19,775	-	-	
Impact of distribution of net assets upon liquidation of subsidiaries	-	-	-	-	-	-	-	-	(1,773,117)	(1,773,117)
Balance at 30 September 2023 (unaudited)	51,100,000	1,350,000	4,838,115	-	34,602,923	19,586,675	200,853,439	312,331,152	-	312,331,152
Balance at 1 January 2024 (audited)	51,100,000	1,350,000	5,473,975	-	34,527,923	17,464,688	203,141,623	313,058,209	-	313,058,209
Loss for the period		-	-	-	-	-	(14,810,338)	(14,810,338)	-	(14,810,338)
Other comprehensive loss for the period	-	-	-	-	-	(1,469,755)	-	(1,469,755)	-	(1,469,755)
Total comprehensive loss for the period	-	-	-	-	-	(1,469,755)	(14,810,338)	(16,280,093)	-	(16,280,093)
Business combination of entities under common control (note 10)	-	-		92,140,055	-	-	-	92,140,055	-	92,140,055
Reclassification of subsidiaries' legal reserve to retained earnings on reduction in share capital	-	-	-		(34,077,923)	-	34,077,923	-	-	-
Reclassification adjustment on disposal of investments securities - FVTOCI	-	-	-	-	-	(15,490,117)	15,490,117	-	-	-
Balance at 30 September 2024 (unaudited)	**51,100,000**	**1,350,000**	**5,473,975**	**92,140,055**	**450,000**	**504,816**	**237,899,325**	**388,918,171**	-	**388,918,171**

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the nine month period ended 30 September 2024

	Notes	Nine months period ended 30 September 2024 AED (Unaudited)	2023 AED (Unaudited)
OPERATING ACTIVITIES			
(Loss) profit before tax for the period		**(16,309,480)**	3,509,555
Adjustments for:			
Depreciation of property and equipment	4	**1,122,165**	1,016,023
Gain on disposal of property and equipment		**(44,950)**	-
Depreciation of investment property		**2,482,417**	2,482,417
Provision for employees' end of service benefits		**4,051,372**	1,627,571
Provision for expected credit loss, trade receivables		**41,298,820**	4,882,723
Provision for expected credit loss, due from related parties		**4,215,152**	-
Finance income, net		**(2,844,680)**	(1,492,268)
Amortisation of intangible assets		**565,367**	92,910
Write-off of intangible assets		**706,450**	-
Depreciations of right-of-use assets		**690,732**	640,934
Finance costs		**1,463,776**	1,206,653
Dividend income	6	**(1,127,612)**	(812,897)
Operating cash flows before movements in working capital		**36,269,529**	13,153,621
Changes in working capital:			
Trade and other receivables		**(26,443,625)**	(7,256,081)
Amounts due from related parties		**(5,473,309)**	-
Trade and other payables		**(289,354)**	(551,986)
Amounts due to related parties		**(2,750,461)**	(43,598)
Cash from operating activities		**1,312,780**	5,301,956
Finance costs paid		**(217,547)**	-
Payment of employees' end of service benefits		**(2,271,865)**	(1,333,424)
Net cash (used in) from operating activities		**(1,176,632)**	3,968,532
INVESTING ACTIVITIES			
Proceeds from sale of property and equipment under liquidation		-	42,024
Purchases of property and equipment	4	**(249,405)**	(538,361)
Purchase of investment in financials assets		-	(2,859,019)
Proceeds from disposal of property and equipment		**111,950**	-
Proceeds from disposal of investment securities - FVTOCI		**24,544,502**	328,622
Cash acquired on business combination of entities under common control	10	**33,553,668**	-
Purchases of intangible assets		**(275,629)**	11,464
Bank deposits with original maturities of more than three months		**(39,955,715)**	15,525,001
Finance income received		**2,844,680**	792,017
Dividend income received		**1,127,612**	812,897
Net cash generated from investing activities		**21,701,663**	14,114,645
FINANCING ACTIVITIES			
Dividends declared and paid		-	(5,110,000)
Payment of cash distribution to non-controlling interest		-	(1,773,117)
Repayment of bank borrowings		**(113,785)**	-
Repayment of principal portion of lease liability		**(1,978,968)**	(1,935,143)
Net cash used in financing activities		**(2,092,753)**	(8,818,260)
NET INCREASE IN CASH AND CASH EQUIVALENT		**18,432,278**	9,264,917
Cash and cash equivalent at the beginning of the period		**19,126,038**	46,920,818
CASH AND CASH EQUIVALENT AT THE END OF THE PERIOD	9	**37,558,316**	56,185,735

The attached notes 1 to 19 form part of these interim condensed consolidated financial statements.

1 ACTIVITIES

Sawaeed Holding P.J.S.C. (the "Company") is registered as a private joint stock company in Abu Dhabi incorporated on 14 January 2018 and operates in the United Arab Emirates ("U.A.E.") under trade a licence issued by the Abu Dhabi Municipality dated 11 March 2018. The Company is registered on the secondary market in Abu Dhabi Stock Exchange.

As at 30th September 2024, ESG Emirates Stallions Group PJSC is the Parent and International Holding Company PJSC is the Ultimate Parent of the Company.

The principal activities of the Group entail manpower recruitment and outsourcing; real estate investment, development and management; labour accommodation management; facilities management services; catering services; and provision of skills training.

The registered office of the Company is located at P.O. Box 70919, Abu Dhabi, U.A.E.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

2.1 BASIS OF PREPARATION

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting.

These interim condensed consolidated financial statements do not contain all information and disclosures required in the annual consolidated financial statements prepared in accordance with International Financial Reporting Standards and should be read in conjunction with the annual consolidated financial statements as at 31 December 2023. In addition, results for the nine-month period ended 30 September 2024 are not necessarily indicative of the results for the financial year ending 31 December 2024.

The interim condensed consolidated financial statements have been prepared under the historical cost convention basis, except for investments securities - FVTOCI which are stated at fair value.

The interim condensed consolidated financial statements are presented in United Arab Emirates Dirhams ("AED"), which is the functional and presentation currency of the Group and functional currency of the Company.

2.2 NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE GROUP

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of new standards effective as of 1 January 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Several amendments apply for the first time in 2024, but do not have an impact on the interim condensed consolidated financial statements of the Group.

- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7;
- Amendments to IFRS 16: Lease Liability in a Sale and Leaseback;
- Amendments to IAS 1: Classification of liabilities as Current or Non-current.

The amendments had no impact on the Group's interim condensed consolidated financial statements.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION continued

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's interim condensed consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- Amendments to IAS 21– Lack of exchangeability
- Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments
- IFRS 18 – Presentation and Disclosure in Financial Statements
- FRS 19 - Subsidiaries without Public Accountability Disclosures

The Group does not expect that the adoption of these new and amended standards and interpretations will have a material impact on its interim condensed consolidated financial statements.

2.4 NEW MATERIAL ACCOUNTING POLICY INFORMATION ADOPTED BY THE GROUP

Impact on the adoption of UAE Corporate Tax Law disclosures
The Group has adopted the Federal corporate tax (CT) regime as implemented by the UAE Ministry of Finance through release of Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses ("Corporate Tax Law" or the "Law") to enact a Corporate Tax ("CT") regime in the UAE. The Cabinet of Ministers Decision No. 116 of 2022 specifies the threshold of income over which the 9% tax rate would apply to taxable income exceeding AED 375,000 and a rate of 0% will apply to taxable income not exceeding AED 375,000 and a rate of 0% on qualifying income of free zone entities.

The Group has adopted the CT regime from with effect from 1 January 2024, and accordingly, it has recorded a net income tax benefit of AED 1,499,142 in interim consolidated statement of profit or loss.

2.4.1 Taxation

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the interim consolidated statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION continued

2.4 NEW MATERIAL ACCOUNTING POLICY INFORMATION ADOPTED BY THE GROUP continued

2.4.1 Taxation continued

Deferred tax continued
Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.4.2 Acquisition of Entities Under Common Control:

For transactions involving entities under common control, the Group adopts the pooling of interest method. Under the pooling of interest method, the carrying value of assets and liabilities are used to account for these transactions. No goodwill is recognized as a result of the combination. The only goodwill recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid and the business "acquired" is reflected with in equity. The group applied the pooling of interest prospectively and, accordingly, comparative information is not restated in the consolidated financial statements. Please refer to note 10 for the disclosure of business combination involving entity under common control and acquisition of non-controlling interest.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION continued

2.4 NEW MATERIAL ACCOUNTING POLICY INFORMATION ADOPTED BY THE GROUP continued

2.4.2 Acquisition of Entities Under Common Control: continued

Shareholding of the Company's subsidiaries as at 30 September 2024 and 31 December 2023 were as follows:

Name of subsidiary	*Place of incorporation and operation*	*Proportion of ownership interest and voting power held*		*Principal activities*
		2024	***2023***	
Sawaeed Employment – Sole Proprietorship L.L.C	United Arab Emirates	**100%**	100%	Providing upon request employee provision services.
Sawaeed Investment – Sole Proprietorship L.L.C.	United Arab Emirates	**100%**	100%	Real estate enterprises investment, development, institution and management; and camps and labour accommodation management.
Sawaeed Facilities Management – Sole Proprietorship L.L.C.	United Arab Emirates	**100%**	100%	Facilities management services, interior cleaning services for buildings and dwellings, and cleaning the outside (interface) buildings.
Sawaeed Training Centre - Sole Proprietorship L.L.C.	United Arab Emirates	**100%**	100%	Training on construction work.
Takatof Employment Co. L.L.C. (i)	United Arab Emirates	**49%**	49%	Providing employees services upon request (temporary employment) and labor and employment supply
Sawaeed General Projects – Sole Proprietorship L.L.C (ii)	United Arab Emirates	**100%**	100%	Project management services.
United International Group For Manpower Services LLC - SP (iii)	United Arab Emirates	**100%**	-	Domestic workers mediation and temporary employment services, onshore and offshore oil and gas fields and facilities services, and upon request employees provision services
Howdra Employment Services LLC (iv)	United Arab Emirates	**100%**	-	On demand labors supply temporary employment
Career Line For Employment - Sole Proprietorship LLC (iv)	United Arab Emirates	**100%**	-	Upon request employees provision services, and onshore and offshore oil and gas fields and facilities services
Alpha Hub Domestic Workers Services Center LLC – (iv)	United Arab Emirates	**100%**	-	Domestic worker mediation temporary employment and services
Progressive Real Estate Development LLC – S.P.C (iii)	United Arab Emirates	**100%**	-	Real estate enterprise investment construction, lease and management services

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION continued

2.4 NEW MATERIAL ACCOUNTING POLICY INFORMATION ADOPTED BY THE GROUP continued

2.4.2 Acquisition of Entities Under Common Control: continued

(i) As per agreement signed between the shareholders, the other shareholder owning 51% of Takatof Employment LLC has assigned his full rights and obligations over the mentioned entity to Sawaeed Investments L.L.C. and is only entitled to management fee equivalent to 15% share in net profit of Takatof Employment L.L.C.

(ii) Subsidiary incorporated on 10 October 2023 and has not started its commercial operations as at reporting date.

(iii) subsidiaries acquired during the period (refer note 10).

(iv) Subsidiaries of United International Group for Manpower Services LLC – SP LLC.

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the interim condensed consolidated financial statements in conformity with the International Financial Reporting Standards requires management to make judgment, estimates and assumptions that affect the application of accounting policies and reported amounts of financial assets and liabilities and the disclosure of contingent liabilities. These judgments, estimates and assumptions also affect the revenue, expenses and provisions as well as fair value changes. Actual results may differ from these estimates.

These judgments, estimates and assumptions may affect the reported amounts in subsequent financial years. Estimates and judgments are currently evaluated and are based on historical experience and other factors.

In preparing these interim condensed consolidated financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those applied to the consolidated financial statements as at and for the year ended 31 December 2023.

4 PROPERTY AND EQUIPMENT

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Balance at 1 January	**17,738,640**	18,549,471
Acquired through business combinations (note 10)	**3,424,454**	-
Depreciation charge for the period / year	**(1,122,165)**	(1,335,965)
Additions during the period / year	**249,405**	567,158
Disposals during the period / year	**(67,000)**	(42,024)
At the end of the period / year	**20,223,334**	17,738,640

5 GOODWILL AND INTANGIBLE ASSETS

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Balance at 1 January	**818,539**	937,058
Acquired through business combinations (note 10)	**39,335,230**	-
Amortization charge for the period / year	**(565,367)**	(118,519)
Additions during the period / year	**275,629**	-
Written off during the period / year	**(706,450)**	-
At the end of the period / year	**39,157,581**	818,539

6 INVESTMENT SECURITIES - FVTOCI

Movement in investment securities - FVTOCI carried at fair value through other comprehensive income are as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
At 1 January	**70,772,190**	71,179,433
Purchases	**-**	3,206,808
Change in fair value	**(1,625,283)**	(3,285,429)
Disposals during the period / year	**(24,544,502)**	(328,622)
At the end of the period / year	**44,602,405**	70,772,190

Investment securities - FVTOCI represent investments in quoted shares of UAE Company, out of these investments equity investments in related parties amounted to AED 25,597,281 (31 December 2023: AED 50,002,211).

Dividend income received from investment securities - FVTOCI carried at fair value for the nine month period amounted to AED 1,127,612 (for the nine month period 30 September 2023: AED 812,897).

7 TRADE RECEIVABLES AND OTHER CURRENT ASSETS

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Trade receivables	**256,591,456**	159,134,994
Unbilled receivables	**27,083,238**	-
Less: provision for expected credit losses	**(157,609,424)**	(70,706,874)
	126,065,270	88,428,120
Prepayments	**31,102,585**	9,318,285
Deposits and other receivables	**7,667,437**	6,736,772
Advances to suppliers	**419,411**	-
	165,254,703	104,483,177

The average contractual credit period on rendering of services is 60 days (31 December 2023: 60 days), whereas the actual average collection period is considered as 180 days (31 December 2023: 180). No interest is charged on other receivables.

7 TRADE RECEIVABLES AND OTHER CURRENT ASSETS continued

Movement in the provision for expected credit losses were as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
At 1 January	**70,706,874**	62,849,146
Charge for the period / year	**41,298,820**	7,857,728
Acquired in business combination	**46,643,986**	-
Written off	**(1,040,256)**	-
At the end of the period / year	**157,609,424**	70,706,874

The Group has determined the allowance for credit losses on the basis of past history and analysis of capacity of clients to make future payments. During the period, the Group made net provision for expected credit losses amounted to AED 41,298,820, which includes specific provision amounted to AED 46,154,393 as individually assessed as bad debts against customers which under legal, being netted off with reversal of AED 4,855,573 as collective assessment under IFRS 9 provision matrix (30 September 2023: AED 4,882,723 out of which AED 2,625,730 as individually assessed and AED 2,256,993 as collective assessment under IFRS 9 provision matrix).

8 RELATED PARTY BALANCES AND TRANSACTIONS

The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in the International Accounting Standard (IAS) 24 Related Party Disclosures. These represent transactions with related parties, i.e. shareholders, affiliates, directors and key management personnel of the Group, and entities controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

Amounts due from related parties included in the interim consolidated statement of financial position are as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Amounts due from related parties:		
Entities under common control	**33,108,398**	20,874,764
Other related entities	**742,151**	337,894
	33,850,549	21,212,658
Less: provision for expected credit losses	**(4,215,152)**	-
	29,635,397	21,212,658

Movement in the provision for expected credit losses were as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
At 1 January	-	-
Charge for the period / year	**4,215,152**	-
At the end of the period / year	**4,215,152**	-

8 RELATED PARTY BALANCES AND TRANSACTIONS continued

Other balances included in the interim consolidated statement of financial position are as follows:

Equity investments in related parties are disclosed in note 6 of the interim consolidated statement of financial position.

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Bank balances with a financial institution *(other related party)*	**56,049,412**	20,021,051

Amounts due to related parties included in the interim consolidated statement of financial position are as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Amounts due to related parties:		
Entity under common control	**100,416**	-
Parent entity	**83,382**	-
	183,798	-

The Group entered into the following significant transactions with related parties carried out on terms and conditions agreed between the parties.

	Three months ended 30 September		*Nine months ended 30 September*	
	2024 AED (Unaudited)	*2023 AED (Unaudited)*	*2024 AED (Unaudited)*	*2023 AED (Unaudited)*
Revenue	**15,916,717**	7,696,534	**29,478,843**	24,986,240
Board of Directors' remuneration	-	250,000	-	750,000
Interest income on deposits with financial institution	**475,434**	116,277	**835,527**	386,312
Key management compensation:				
Salaries and other short-term employees' benefits	**165,000**	285,000	**1,310,488**	855,000
Post-employment benefits	-	57,000	**114,000**	171,000
	165,000	342,000	**1,424,488**	1,026,000

9 CASH AND BANK BALANCES

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Cash in hand	**95,209**	72,075
Cash at banks	**37,164,137**	19,053,963
Term deposits	**100,874,606**	60,918,891
Margin deposits	**298,970**	-
Cash and bank balances	**138,432,922**	80,044,929
Less: term deposits with original maturities of more than three months*	**(100,874,606)**	(60,918,891)
Cash and cash equivalents	**37,558,316**	19,126,038

Term deposits have maturities of three to twelve months from the date of placement and carry fixed interest rates ranging from 3.25% to 6% (31 December 2023: 4.6% to 5.2%).

* Fixed deposits amounted to AED 32,478,523 are mortgaged against labour guarantees included bank guarantees and performance bonds as disclosed in note 17.

Cash and cash equivalents as at 30 September 2023 (unaudited) amounted to AED 56,185,735.

10 BUSINESS COMBINATION UNDER COMMON CONTROL

During the period, the Group acquired the following entities under common control. These acquisitions are excluded from the scope of International Financial Reporting Standard 3 (IFRS 3) "Business Combinations" given that the Company and the acquired entities are ultimately controlled by the same party before and after the acquisition. These acquisitions have been accounted for in the interim condensed consolidated financial statements using the pooling of interest method, which reflects the economic substance of the transaction. The Group has elected to consolidate the income, expenses, assets and liabilities of the acquired entities from the date of business combination.

United International Group For Manpower Services LLC – SP ("UIG")
Effective 1st July 2024, Sawaeed Holding PJSC acquired 100% shares of United International Group for Manpower Services LLC – SP (UIG) and its subsidiaries for nil consideration. UIG is based in Abu Dhabi, United Arab Emirates and is involved in Domestic workers mediation and temporary employment services, onshore and offshore oil & gas fields & facilities services and upon request employee provision services. From the date of business combination, UIG contributed revenue and profit to the Group amounting to AED 42,139,736 and AED 8,551,646 respectively. If the business combination had taken place at the beginning of period, UIG would have contributed revenue and profit to the Group amounting to AED 111,051,200 and AED 1,781,000 respectively.

Progressive Real Estate Development LLC – SP ("PRED")
Effective 1st July 2024, Sawaeed Holding PJSC acquired 100% shares of Progressive Real Estate Development LLC - SP for nil consideration. Progressive Real Estate LLC - SP is based in Abu Dhabi and is a Real Estate Development Company involved in construction, lease and management services. From the date of business combination PRED contributed revenue and loss to the Group amounting to AED nil and AED 7,003 respectively. If the business combination had taken place at the beginning of the period PRED would have contributed revenue and loss to the Group amounting to AED 52,333 and AED 55,924 respectively.

10 BUSINESS COMBINATION UNDER COMMON CONTROL continued

Progressive Real Estate Development LLC – SP ("PRED") continued
The amounts recognized in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	2024 UIG AED	*2024 PRED AED*	*Total AED*
ASSET			
Property and equipment	1,517,669	1,906,785	3,424,454
Goodwill*	33,843,963	-	33,843,963
Intangible assets**	5,491,267	-	5,491,267
Trade and other receivables	75,286,874	339,847	75,626,721
Amounts due from related parties	7,137,588	26,994	7,164,582
Cash and bank balances	28,108,441	5,445,227	33,553,668
	151,385,802	**7,718,853**	**159,104,655**
LIABILITIES			
Employees' end of service benefits	10,396,579	2,579	10,399,158
Deferred tax liabilities	494,214	-	494,214
Bank borrowings	540,206	-	540,206
Amounts due to related parties	2,909,186	25,073	2,934,259
Income tax payable	887,959	-	887,959
Trade and other payables	51,134,269	574,535	51,708,804
	66,362,413	**602,187**	**66,964,600**
Total identifiable net assets	**85,023,389**	**7,116,666**	**92,140,055**
Merger reserve	**85,023,389**	**7,116,666**	**92,140,055**

* Goodwill primarily comprises sales growth, new customers, and expected synergies arising on acquisition of UIG by Parent Company of the Group in prior year.

**Intangibles assets represent long term non-contractual relationships which were recognised by Parent Company of the Group on acquisition of UIG in prior year and are being amortised over 3.25 years.

11 EMPLOYEES' END OF SERVICE BENEFITS

Movement in employees' end of service benefits is as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
At I January	**12,910,715**	13,020,788
Charge during the period / year	**4,051,372**	2,074,667
Payments during the period / year	**(2,271,865)**	(2,184,740)
Acquired in business combinations (note 10)	**10,399,158**	-
At the end of the period / year	**25,089,380**	12,910,715

12 TRADE AND OTHER PAYABLES

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Salaries and staff benefit payables	**30,451,230**	15,938,749
Trade payables	**23,088,368**	3,457,501
Accruals and other payables	**18,302,109**	2,526,023
Advances from customers	**3,040,503**	2,327,965
Retentions payables	**1,939,863**	536,060
	76,822,073	24,786,298

13 REVENUE

	Three months ended 30 September		*Nine months ended 30 September*	
	2024 AED (Unaudited)	*2023 AED (Unaudited)*	*2024 AED (Unaudited)*	*2023 AED (Unaudited)*
Revenues				
Manpower services	**93,440,146**	30,909,074	**177,996,313**	92,054,029
Facilities management services	**187,312**	252,457	**389,357**	623,424
Food and catering services revenue	**-**	65,588	**-**	137,198
	93,627,458	31,227,119	**178,385,670**	92,814,651
Rental income				
Leasing income	**2,853,255**	2,930,106	**7,723,091**	8,167,282
	96,480,713	34,157,225	**186,108,761**	100,981,933

All revenue are generated in United Arab Emirates

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	Three months ended 30 September		*Nine months ended 30 September*	
	2024 AED (Unaudited)	*2023 AED (Unaudited)*	*2024 AED (Unaudited)*	*2023 AED (Unaudited)*
Timing of revenue recognition				
Goods and services transferred at a point in time	**-**	65,588	**-**	137,198
Goods and services transferred over time	**96,480,713**	34,091,637	**186,108,761**	100,844,735
	96,480,713	34,157,225	**186,108,761**	100,981,933

14 INCOME TAX

The major components of taxation disclosed in the interim consolidated statement of profit or loss are:

	Three months ended 30 September		*Nine months ended 30 September*	
	2024 AED (Unaudited)	*2023 AED (Unaudited)*	***2024 AED (Unaudited)***	*2023 AED (Unaudited)*
Interim consolidated statement of profit or loss				
Income tax				
Charge for the period	2,060,158	-	2,703,111	-
Deferred tax				
Relating to deductible temporary differences	(96,846)	-	(4,202,253)	-
Net income tax (benefit) expense reported in the interim consolidated statement of profit and loss	1,963,312	-	(1,499,142)	-

	Three months ended 30 September		*Nine months ended 30 September*	
	2024 AED (Unaudited)	*2023 AED (Unaudited)*	***2024 AED (Unaudited)***	*2023 AED (Unaudited)*
Interim consolidated statement of other comprehensive income				
Deferred tax related to items recognized in OCI during the period:				
Relating to fair value loss on investments in investment securities - FVTOCI	369,530	-	(155,528)	-

Deferred tax assets recorded in interim consolidated statement of financial position relate to the following:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Deductible / (taxable) temporary differences		
Provisions and others	**4,060,156**	-
Losses available for offsetting against future taxable income	**248,204**	-
Relating to intangible assets acquired in business combinations (note 10)	(444,793)	-
Total	3,863,567	-

14 INCOME TAX continued

Current income tax
The movement in the current taxation account is as follows:

	(Unaudited) 30 September 2024 AED'000	*(Audited) 31 December 2023 AED'000*
Balance at the beginning of the period / year	-	-
Acquired in business combination (note 10)	**887,959**	
Tax expense	**2,703,111**	-
At end of the period / year	**3,591,070**	-

15 BASIC AND DILUTED EARNINGS / (LOSS) PER SHARE

Earnings per share amounts are calculated by dividing the profit attributable to shareholders of the Group by the weighted average number of share outstanding during the period.

	Three months ended 30 September		*Nine months ended 30 September*	
	2024 AED (Unaudited)	*2023 AED (Unaudited)*	***2024 AED (Unaudited)***	*2023 AED (Unaudited)*
(Loss) / profit for the period	**18,909,980**	1,758,254	**(14,810,338)**	3,509,555
Weighted average number of shares	**51,100,000**	51,100,000	**51,100,000**	51,100,000
(Loss) / earnings per share	**0.37**	0.034	**(0.29)**	0.069

There were no potentially dilutive securities as at 30 September 2024 and 2023, and accordingly, diluted earnings per share are the same as basic earnings per share.

16 SEGMENTAL REPORTING

The Group has three reportable segments, as described below, which are aligned with the Group's strategic business units. The strategic business units offer different products and services and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Board of Directors review internal management reports on at least a quarterly basis.

The following summary describes the operations in each of the Group's reportable segment:

- Manpower outsourcing segment, which involves provision of manpower services;
- Workers' accommodation, which involves in real estate enterprises investment, development, training institution and management; and camps and labour accommodation management; and
- Other segments include the Group's business operations on catering and facilities management.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit, as included in the internal management reports data reviewed by the Group's executive management. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

16 SEGMENTAL REPORTING continued

For the period ended 30 September 2024 (unaudited):

	Manpower outsourcing AED	*Workers' accomm-odation AED*	*Others AED*	*Eliminations AED*	*Total AED*
Description					
Revenue	**201,384,219**	**14,213,335**	**4,096,047**	**(33,584,840)**	**186,108,761**
Direct costs	**(167,176,847)**	**(9,282,874)**	**(1,303,105)**	**32,175,112**	**(145,587,714)**
Gross profit	**34,207,372**	**4,930,461**	**2,792,942**	**(1,409,728)**	**40,521,047**
General and administrative expenses	**(14,585,481)**	**(2,042,166)**	**(601,040)**	**1,743,049**	**(15,485,638)**
Provision for expected credit losses of trade receivables including related parties	**(45,513,972)**	**-**	**-**	**-**	**(45,513,972)**
Finance costs	**(244,964)**	**(956,028)**	**(262,784)**	**-**	**(1,463,776)**
Other income	**2,146,923**	**736,865**	**3,082,392**	**(333,321)**	**5,632,859**
(Loss) / profit for the period	**(23,990,122)**	**2,669,132**	**5,011,510**	**-**	**(16,309,480)**

For the period ended 30 September 2023 (unaudited):

	Manpower outsourcing AED	*Workers' accomm-odation AED*	*Others AED*	*Inter segment eliminations AED*	*Total AED*
Description					
Revenue	93,418,295	15,951,707	12,327,506	(20,715,575)	100,981,933
Direct costs	(82,275,715)	(10,610,892)	(3,243,508)	12,276,356	(83,853,759)
Gross profit	11,142,580	5,340,815	9,083,998	(8,439,219)	17,128,174
General and administrative expenses	(10,613,433)	(1,351,946)	(9,393,033)	8,900,370	(12,458,042)
Provision for expected credit losses of trade receivables	(4,882,723)	-		-	(4,882,723)
Finance costs	(88,396)	(961,738)	(252,126)	-	(1,302,260)
Other income	2,637,349	1,993,933	854,275	(461,151)	5,024,406
(Loss) / profit for the period	(1,804,623)	5,021,064	293,114	-	3,509,555

16 SEGMENT REPORTING (continued)

As at 30 September 2024 (unaudited):

	Manpower outsourcing AED	*Workers' accomm-odation AED*	*Others AED*	*Eliminations AED*	*Total AED*
Total current assets	**334,765,441**	**46,557,640**	**88,544,901**	**(136,544,960)**	**333,323,022**
Total non-current assets	**51,770,414**	**118,164,454**	**23,503,160**	**-**	**193,438,028**
Total assets	**386,535,855**	**164,722,094**	**112,048,061**	**(136,544,960)**	**526,761,050**
Total liabilities	**125,505,512**	**29,827,066**	**118,902,261**	**(136,391,960)**	**137,842,879**

As at 31 December 2023 (audited):

	Manpower outsourcing AED	*Workers' accomm-odation AED*	*Others AED*	*Eliminations AED*	*Total AED*
Total current assets	157,599,035	41,498,534	61,563,575	(54,920,380)	205,740,764
Total non-current assets	106,728,524	81,454,251	24,130,815	(34,951,705)	177,361,885
Total assets	264,327,559	122,952,785	85,694,390	(89,872,085)	383,102,649
Total liabilities	50,669,342	29,146,382	79,947,801	(89,719,085)	70,044,440

17 COMMITMENTS AND CONTINGENCIES

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Bank guarantees and performance bonds	**32,478,523**	3,815,543

18 FAIR VALUES

Fair value of the Group's assets that are measured at fair value on recurring basis
Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable and gives information about how the fair value of these financial assets are determined.

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

18 FAIR VALUES continued

Fair value of the Group's assets that are measured at fair value on recurring basis continued
The Group held the following financial instrument measured at fair value:

	Level 1 *AED*	*Level 2* *AED*	*Level 3* *AED*	*Total* *AED*
30 September 2024				
Investment securities - FVTOCI	**44,602,405**	-	-	**44,602,405**
31 December 2023				
Investment securities - FVTOCI	70,772,190	-	-	70,772,190

There were no transfers between each of the levels during the period. There are no financial liabilities which should be measured at fair value and accordingly no disclosure is made in the above table.

19 COMPARATIVE FIGURES

Certain comparative figures have been reclassified, wherever necessary, to confirm to the presentation adopted in the current period's interim condensed consolidated financial statements. Related party balances which are now presented separately from trade receivables and other current assets in the interim consolidated statement of financial position.