Easy Lease Motor Cycle Rental P.S.C

REVIEW REPORT AND UNAUDITED
INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

NINE MONTHS PERIOD ENDED 30 SEPTEMBER 2024

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REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF

EASY LEASE MOTOR CYCLE RENTAL P.S.C

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Easy Lease Motor Cycle Rental P.S.C (the "Company") and its subsidiaries (together referred to as the "Group") as at 30 September 2024, comprising of the interim condensed consolidated statement of comprehensive income for the three months and nine months period then ended, interim condensed consolidated statement of financial position as at 30 September 2024 and the related interim condensed consolidated statements of changes in equity and cash flows for the nine months period then ended and explanatory notes. Management is responsible for the preparation and fair 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.

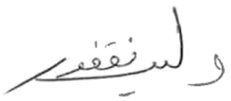
Scope of review

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.

Conclusion

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

For Ernst & Young



Walid J Nakfour
Registration No 5479

23 October 2024
Abu Dhabi, United Arab Emirates

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

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

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2024 (Unaudited) AED	2023 (Unaudited) AED	2024 (Unaudited) AED	2023 (Unaudited) AED
Revenue from contracts with customers	5	**102,313,179**	72,417,027	**292,030,349**	211,785,094
Direct costs		**(73,789,314)**	(52,638,316)	**(203,248,641)**	(155,170,611)
GROSS PROFIT		**28,523,865**	19,778,711	**88,781,708**	56,614,483
General and administrative expenses		**(20,133,857)**	(12,094,289)	**(56,083,489)**	(34,400,738)
PROFIT FROM OPERATIONS		**8,390,008**	7,684,422	**32,698,219**	22,213,745
Share of profit from investment in an associate		**-**	(2,649)	**-**	35,897
Other income		**2,166,957**	3,489,330	**7,329,042**	8,531,746
Finance costs		**(3,082,571)**	(825,589)	**(7,769,138)**	(2,497,992)
Change in fair value of financial assets carried at fair value through profit or loss	9	**3,199,648**	3,610,382	**(1,690,711)**	2,055,865
PROFIT BEFORE TAX FOR THE PERIOD		**10,674,042**	13,955,896	**30,567,412**	30,339,261
Income tax expense	6	**(977,715)**	(3,839,589)	**(2,631,606)**	(3,839,589)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**9,696,327**	10,116,307	**27,935,806**	26,499,672
Attributable to:					
Owners of the Company		**7,624,919**	8,693,320	**20,743,926**	23,128,157
Non-controlling interests		**2,071,408**	1,422,987	**7,191,880**	3,371,515
		9,696,327	10,116,307	**27,935,806**	26,499,672
Basic earnings per share	14	**0.25**	0.29	**0.69**	0.77

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

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	7	**183,599,462**	127,338,766
Intangible assets and goodwill	8	**106,740,834**	95,769,884
Right-of-use assets		**14,628,415**	9,151,738
Deferred tax asset		**429,225**	-
		305,397,936	232,260,388
Current assets			
Inventories		**9,820,153**	6,372,034
Investments carried at fair value through profit or loss	9	**20,464,204**	23,998,311
Trade and other receivables	10	**131,063,203**	82,280,685
Amounts due from related parties	18	**562,575**	373,547
Bank balances and cash	11	**60,344,525**	30,922,352
		222,254,660	143,946,929
TOTAL ASSETS		**527,652,596**	376,207,317
EQUITY AND LIABILITIES			
Equity			
Share capital	12	**30,000,000**	30,000,000
Statutory reserve	13	**12,973,768**	12,973,768
Retained earnings		**134,964,116**	114,220,190
Merger reserve		**1,177,749**	1,177,749
Equity attributable to equity holders of the parent		**179,115,633**	158,371,707
Non-controlling interests		**44,028,693**	35,914,893
Total equity		**223,144,326**	194,286,600
Non-current liabilities			
Employees' end of service benefits		**8,008,570**	5,300,507
Bank loans	15	**67,873,035**	32,972,063
Deferred tax liabilities		**5,595,272**	6,012,951
Loan from a related party	18	**50,000,000**	-
Lease liabilities		**9,331,565**	6,314,974
		140,808,442	50,600,495
Current liabilities			
Trade and other payables	16	**81,177,754**	82,182,356
Amounts due to related parties	18	**7,638,596**	10,451,776
Bank loans	15	**65,125,239**	35,351,919
Lease liabilities		**6,279,729**	-
Income tax payable		**3,478,510**	3,334,171
		163,699,828	131,320,222
Total liabilities		**304,508,270**	181,920,717
TOTAL EQUITY AND LIABILITIES		**527,652,596**	376,207,317

Chairman

CEO and Board Member

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine months period ended 30 September 2024

	Attributable to equity holders of the parent						
	Share capital AED	*Statutory reserve AED*	*Merger reserve AED*	*Retained earnings AED*	*Total AED*	*Non-controlling interests AED*	*Total equity AED*
Balance at 1 January 2023 (audited)	30,000,000	10,003,741	1,177,749	86,145,948	127,327,438	18,243,836	145,571,274
Total comprehensive income for the period	-	-	-	23,128,157	23,128,157	3,371,515	26,499,672
Capital injection by non-controlling interest	-	-	-	-	-	60,000	60,000
Balance at 30 September 2023 (unaudited)	30,000,000	10,003,741	1,177,749	109,274,105	150,455,595	21,675,351	172,130,946
Balance at 1 January 2024 (audited)	30,000,000	12,973,768	1,177,749	114,220,190	158,371,707	35,914,893	194,286,600
Total comprehensive income for the period	-	-	-	20,743,926	20,743,926	7,191,880	27,935,806
Acquisition of a subsidiary	-	-	-	-	-	1,091,920	1,091,920
Capital injection by non-controlling interest						30,000	30,000
Repayment of contributed capital to non-controlling interest	-	-	-	-	-	(200,000)	(200,000)
Balance at 30 September 2024 (unaudited)	**30,000,000**	**12,973,768**	**1,177,749**	**134,964,116**	**179,115,633**	**44,028,693**	**223,144,326**

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the nine months period ended 30 September 2024

	Notes	Nine months period ended 30 September 2024 (Unaudited) AED	2023 (Unaudited) AED
OPERATING ACTIVITIES			
Profit before tax for the period		**30,567,412**	30,339,261
Adjustments for:			
Depreciation of property and equipment	7	**28,437,002**	22,902,949
Depreciation of right-of-use assets		**3,745,851**	1,486,524
Amortisation of intangible assets	8	**5,410,210**	1,857,872
Provision for employees' end of service benefits		**2,013,490**	1,508,354
Share of profit from investment in an associate		**-**	(35,897)
Gain on disposal of property and equipment		**(1,789,023)**	(2,980,507)
Change in fair value of investments carried at fair value through profit or loss, net	9	**1,690,711**	(2,055,865)
Finance costs		**7,769,138**	2,497,992
Provision for expected credit losses		**2,838,231**	1,126,380
		80,683,022	56,647,063
Working capital changes:			
Trade and other receivables		**(43,155,640)**	(11,930,462)
Trade and other payables		**(8,184,336)**	(3,828,913)
Amounts due from related parties		**(189,028)**	4,573
Amounts due to related parties		**(2,813,180)**	(971,270)
Inventories		**(3,448,119)**	(610,437)
Cash flows from operations		**22,892,719**	39,310,554
Employees' end of service benefits paid		**(500,794)**	(171,325)
Finance costs paid		**(7,453,691)**	(2,371,417)
Net cash flows from operating activities		**14,938,234**	36,767,812
INVESTING ACTIVITIES			
Purchase of property and equipment	7	**(87,662,446)**	(22,461,552)
Purchase of intangible assets	8	**(1,001,443)**	(3,338,375)
Purchase of investments carried at fair value through profit or loss	9	**(3,673,693)**	(14,719,766)
Proceeds from disposal of investments carried at fair value through profit or loss	9	**5,517,089**	10,350,845
Proceeds from disposal of property and equipment		**4,817,586**	4,904,913
Acquisition of a subsidiary, net of cash acquired	4.1	**(14,388,328)**	-
Net cash flows used in investing activities		**(96,391,235)**	(25,263,935)
FINANCING ACTIVITIES			
Repayments of bank loans	15	**(31,187,111)**	(24,786,910)
Proceeds from bank loans	15	**95,861,403**	12,750,345
Proceeds from loan obtained from a related party	18	**50,000,000**	-
Capital contributed by a non-controlling interest		**30,000**	60,000
Repayment of contributed capital to non-controlling interest		**(200,000)**	-
Payment against lease liabilities		**(3,629,118)**	(1,529,026)
Net cash flows from (used in) financing activities		**110,875,174**	(13,505,591)
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS		**29,422,173**	(2,001,714)
Cash and cash equivalents at 1 January		**30,922,352**	19,710,663
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER	11	**60,344,525**	17,708,949

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
At 30 September 2024 (Unaudited)

1 ACTIVITIES

Easy Lease Motor Cycle Rental P.S.C (the "Company") is a private joint stock company incorporated under the UAE Federal Law. The Company's registered address is P.O. Box 333367, Deira, Dubai, United Arab Emirates. International Holding Company PJSC is the Parent and Royal Group Holding LLC is the Ultimate Parent of the Company.

These interim condensed consolidated financial statements include the results of operations and financial position of the Company and its subsidiaries (together referred to as the "Group"). Group is engaged in motorcycles trading, motorcycles repairing, motorcycles and car park rental, delivery services, marine sports club and wholesale trading of ships and boats, computer systems and communication equipment software trading, trains and railway construction & fabrication, trains spare parts & security system trading.

The interim condensed consolidated financial statements were approved by the Board of Directors and authorised for issue on 23 October 2024.

2 BASIS OF PREPARATION

2.1 STATEMENT OF COMPLIANCE

The interim condensed consolidated financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB").

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRSs"), and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2023. In addition, results for the nine months period ended 30 September 2024 are not necessarily indicative of the results for the year ending 31 December 2024.

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

The interim condensed consolidated financial statements are prepared under the historical cost convention, except for investments carried at fair value through profit or loss which are stated at fair value.

2 BASIS OF PREPARATION continued

2.2 BASIS OF CONSOLIDATION

The subsidiaries included in the interim condensed consolidated financial statements are as follows:

Name of subsidiary	*Place of incorporation and operation*	*Principal activities*	*Proportion of ownership interest and voting power held**	
			2024	*2023*
Uplift Delivery Services LLC	United Arab Emirates	Delivery services.	**67%**	67%
1885 Delivery Services LLC	United Arab Emirates	Delivery services.	**70%**	70%
Yallow Tenchnologies LLC	United Arab Emirates	Computer systems & communication equipment software trading.	**80%**	80%
The Captain Boats and Ships Trading LLC	United Arab Emirates	Marine sports club and wholesale trading of ships and boats.	**55%**	55%
Qube Car Park Management LLC	United Arab Emirates	Car park rental and management valet parking services	**70%**	70%
Easy Lease Motor Cycle Rental WLL	Bahrain	Motorcycle rental and trading of motor cycle and accessories including motorpeds	**100%**	100%
Easy Lease Vehicle Rental LLC	United Arab Emirates	Rental of vehicles and repairs and maintenance services	**100%**	100%
Easy Lease Limousine Luxury Motor Vehicle Services LLC	United Arab Emirates	Rental of Limousine and luxury vehicles	**100%**	100%
Easy Lease Transport Services One Person Company LLC	Kingdom of Saudia Arabia	Mobility services	**100%**	100%
Ripe Exhibition Organizer Co LLC	United Arab Emirates	Event management	**60%**	60%
Fully Charge Electrical Fitting Contracting	United Arab Emirates	Electrical charging of vehicles	**60%**	60%
Lynx Technology Group Ltd	British Virgin Island	IT services	**49%**	49%
United Trans General Trading LLC**	United Arab Emirates	Trains and railway construction, fabrication, trains spare parts & security system trading	**60%**	-
Mobility Hub FZE***	United Arab Emirates	Spare Parts and Motor Vehicles Trading	**100%**	-
Mobility Spares Trading FZCO***	United Arab Emirates	Spare Parts and Motor Vehicles Trading	**70%**	-
Below are the subsidiaries of The Captain Boats and Ships Trading LLC:				
Delta Marine Equipment LLC	United Arab Emirates	Boats repairing and retail sale of marine equipments and machinery	**70%**	70%
Nautica Marine Services Navy – Soleproprietership LLC	United Arab Emirates	Boats repairing and services to onshore and offshore oil and gas facilities	**100%**	100%
The Captain SPC	Oman	Renting of tourist boats, retail sale in specialized stores of boats and yachts	**100%**	100%

2 BASIS OF PREPARATION continued

2.2 BASIS OF CONSOLIDATION continued

Name of subsidiary	*Place of incorporation and operation*	*Principal activities*	*Proportion of ownership interest and voting power held**	
			2024	*2023*
Below are the subsidiaries of The Captain Boats and Ships Trading LLC: continued				
Captains Club for Renting and Trading WLL***	Qatar	Renting and trading of boats and ships	**100%**	-
The Captain Yacht Rental Company LLC***	Kingdom of Saudi Arabia	Renting and trading of boats and ships	**100%**	-
The Captains Club Company for Renting Recreational Boats and Canoes***	Kuwait	Renting and trading of boats and ships	**100%**	-
Below is the subsidiary of Qube Car Park Management LLC:				
Al Khaleej Cars Parking Management LLC Soleproprietership	United Arab Emirates	Car park rental and management valet parking services	**100%**	100%
Below is the subsidiary of Easy Lease Vehicle Rental LLC:				
Sheel Vehicle Transport Towing LLC	United Arab Emirates	Recovery services	**100%**	100%
Below is the subsidiary of 1885 Delivery Services LLC:				
Infinity Logistics Transport LLC	United Arab Emirates	Logistic services	**60%**	60%
Below is the subsidiary of Uplift Delivery Services LLC:				
Uplift Transport Services LLC	Kingdom of Saudia Arabia	Delivery Services	**100%**	100%
Below are the subsidiaries of Fully Charged Electrical Fitting Contracting LLC:				
Fully Charged Electric Vehicles Charging Stations Management & Operation LLC***	United Arab Emirates	Electric vehicles charging stations management and operation	**100%**	-
Fully Charged Electrical Fitting Trading and Contracting***	Qatar	Installation of electrical energy transmission, electrical equipment, solar energy systems and electrical fitting contracting	**100%**	-
Below are the subsidiaries of United Trans General Trading LLC				
United Trans General Trading – Sole Proprietorship LLC**	United Arab Emirates	Trading of airport equipment, spare parts & trains, electronic parking management systems installation, maintenance and innovation in transport services, computer systems and software designing and services to onshore and offshore oil and gas fields	**100%**	-
United Transport Solution SPC**	Oman	Trucking of goods and equipments	**100%**	-
United Trans Solution WLL**	Bahrain	Trading activities, other information service activities, management of head offices and office administrative & support activities	**100%**	-

*In case of sub-subsidiaries the shareholding represents proportion of ownership directly held by the sub-subsidiaries not the effective shareholding of the Group.

**Subsidiaries acquired during the period.

***Subsidiaries incorporated during the period.

3 CHANGES IN ACCOUNTING POLICIES

3.1 New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2023, except for the adoption of the following new standards effective as of 1 January 2024. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

- 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

These amendments did not have a material impact on the interim condensed consolidated financial statements of the Group.

UAE corporate income tax
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 expense of AED 2,631,606 in interim consolidated statement of comprehensive income.

3.2 New material accounting policy information adopted by the Group

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 amounts 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 recognized directly in equity is recognized in equity and not in the 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 recognized 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,
- 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.

3 CHANGES IN ACCOUNTING POLICIES continued

3.2 New material accounting policy information adopted by the Group continued

Taxation continued
Deferred tax continued
Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized 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 recognized, 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 recognized 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 recognized.

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 recognized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized 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 recognized 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 recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized 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 recognized 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 recognized 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.

3.3 Significant accounting estimates and judgements

The preparation of the interim condensed consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, 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 BUSINESS COMBINATIONS

4.1 Acquisitions under IFRS 3 Business Combination during the period

During the period, the Group acquired the United Trans General Trading LLC which were accounted for using the acquisition method under IFRS 3 Business Combination:

United Trans General Trading LLC
Effective 1 March 2024, the Group acquired a 60% interest in United Trans General Trading LLC for a consideration of AED 17,017,597. United Trans General Trading LLC is a limited liability company, registered in the Emirate of Dubai and is engaged in trains and railway construction & fabrication, trains spare parts trading & maintenance and security systems & equipment trading. From the date of acquisition, United Trans General Trading LLC contributed revenue and profit to the Group amounting to AED 18,099,340 and AED 8,524,292 respectively. If the acquisition had taken place at the beginning of the year, United Trans General Trading LLC would have contributed revenue and profit to the Group amounting to AED 19,476,598 and AED 8,061,587 respectively.

Assets acquired and liabilities assumed
The fair values of the identifiable assets and liabilities of the acquired entity as at the date of acquisition were as follows:

	United Trans General Trading LLC AED
Assets	
Property and equipment	63,815
Right-of-use assets	2,551,413
Trade and other receivables	8,465,109
Bank balances and cash	611,672
Total assets	**11,692,009**
Liabilities	
Employees' end of service benefit	1,195,368
Trade and other payables	5,162,137
Lease liabilities	2,604,704
Total liabilities	**8,962,209**
Net assets	2,729,800
Total identifiable net assets at fair value	**2,729,800**
Proportionate share of identifiable net assets acquired	1,637,880
Goodwill arising on acquisition	15,379,717
Purchase consideration	17,017,597
Non-controlling interest	1,091,920

The breakup of purchase consideration is as follows:

Purchase consideration paid	15,000,000
Fair value of contingent consideration	2,017,597
Total purchase consideration	**17,017,597**

The net assets recognised are based on a provisional assessment of their fair values as at the acquisition date. The Group will finalise the purchase price allocation exercise of this acquisition within one year from the acquisition date.

4 BUSINESS COMBINATIONS continued

4.1 Acquisitions under IFRS 3 Business Combination during the period continued

Assets acquired and liabilities assumed continued
The fair value measurement is based on significant inputs that are not observable in the market, which IFRS 13 "Fair Value Measurement" refers to as level 3 inputs. The fair value estimate is based on:

- Assumed discount rates of 22.4%.
- A terminal value, calculated based on long-term sustainable growth rates for the industry of 3%, which has been used to determine income for the future years.

Analysis of cashflow on acquisition:

	United Trans General Trading LLC AED
Analysis of cashflows on acquisition:	
Cash paid for the acquisition	15,000,000
Cash acquired on business combination	(611,672)
Acquisition of operating business (acquired) (included in cash flows from investing activities)	**14,388,328**

5 REVENUE FROM CONTRACTS WITH CUSTOMERS

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 (Unaudited) AED	*2023 (Unaudited) AED*	***2024 (Unaudited) AED***	*2023 (Unaudited) AED*
Type of revenue				
Rental income	**30,393,758**	22,626,514	**84,724,839**	66,160,382
Delivery services	**45,773,311**	39,875,967	**131,028,628**	118,190,071
Event management services	**2,900,367**	-	**17,249,776**	-
Membership and admission fees	**7,062,671**	7,374,602	**20,194,128**	19,714,292
Service income	**8,138,984**	1,545,035	**18,893,865**	5,175,114
Commission income	**6,690,708**	-	**13,227,609**	-
Sale of goods	**1,353,380**	994,909	**6,711,504**	2,545,235
	102,313,179	72,417,027	**292,030,349**	211,785,094
Geographical markets				
United Arab Emirates	**100,568,909**	72,053,518	**287,880,035**	211,421,585
Outside the United Arab Emirates	**1,744,270**	363,509	**4,150,314**	363,509
	102,313,179	72,417,027	**292,030,349**	211,785,094
Timing of revenue recognition				
Delivery services at a point in time	**45,773,311**	39,875,967	**131,028,628**	118,190,071
Rental income over period of time	**30,393,758**	22,626,514	**84,724,839**	66,160,382
Event management services over period of time	**2,900,367**	-	**17,249,776**	-
Service income at a point in time	**8,138,984**	1,545,035	**18,893,865**	5,175,114
Membership fee over period of time	**6,421,955**	6,317,411	**18,462,227**	16,185,274
Commission income at a point in time	**6,690,708**	-	**13,227,609**	-
Goods transferred at a point in time	**1,353,380**	994,909	**6,711,504**	2,545,235
Admission fee at a point in time	**640,716**	1,057,191	**1,731,901**	3,529,018
	102,313,179	72,417,027	**292,030,349**	211,785,094

6 INCOME TAX

The Group calculates income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the interim consolidated statement of comprehensive income are:

	Three months ended 30 September		*Nine months ended 30 September*	
	2024 (Unaudited) AED	*2023 (Unaudited) AED*	***2024 (Unaudited) AED***	*2023 (Unaudited) AED*
Current tax expense	**885,234**	-	**3,478,510**	-
Deferred tax (income) expense	**92,481**	3,839,589	**(846,904)**	3,839,589
Income tax expense recognized in the interim consolidated statement of comprehensive income	**977,715**	3,839,589	**2,631,606**	3,839,589

7 PROPERTY AND EQUIPMENT

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
At the beginning of the period / year	**127,338,766**	114,228,907
Relating to business combination	**63,815**	1,896,694
Additions during the period / year*	**87,662,446**	47,209,174
Disposals during the period/ year	**(3,028,563)**	(4,387,463)
Depreciation during the period / year	**(28,437,002)**	(31,428,546)
At the end of the period / year	**183,599,462**	127,518,766

*Major additions to property and equipment during the period include motorcycles amounting to AED 33,686,936 (31 December 2023: 31,288,424), motor vehicles amounting to AED 24,221,266 (31 December 2023: 5,690,401), boat engines and improvements amounting to AED 3,055,110 (31 December 2023: 5,258,204). It also includes a plot of land of AED 8,900,000 located at Al Quoz industrial area 3, Dubai (31 December 2023: nil) and advances for purchase of bikes and vehicles amounting to AED 13,699,788 (31 December 2023: 2,340,914).

8 INTANGIBLE ASSETS

	Note	***(Unaudited) 30 September 2024 AED***	*(Audited) 31 December 2023 AED*
At the beginning of the period / year		**95,769,884**	44,276,630
Relating to business combination	4.1	**15,379,717**	51,140,936
Additions during the period / year		**1,001,443**	3,575,373
Amortisation during the period / year		**(5,410,210)**	(3,223,055)
At the end of the period / year		**106,740,834**	95,769,884

9 INVESTMENTS CARRIED AT FAIR VALUE THROUGH PROFIT OR LOSS

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Quoted and inside the UAE*	**20,464,204**	23,998,311

The investments are recorded at fair value using quotes prices at stock exchange. Movement in investments carried at fair value through profit or loss is as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
At the beginning of the period / year	**23,998,311**	20,669,416
Additions during the period / year	**3,673,693**	23,687,999
Disposal during the period / year	**(5,517,089)**	(18,761,281)
Changes in fair value during the period / year, net	**(1,690,711)**	(1,597,823)
At the end of the period / year	**20,464,204**	23,998,311

*This includes investments of AED 19,851,601 (31 December 2023: 20,072,741) held in related party entities.

10 TRADE AND OTHER RECEIVABLES

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Trade receivable	**92,472,770**	62,838,366
Less: allowance for expected credit losses	**(14,741,251)**	(12,027,042)
	77,731,519	50,811,324
Deposits and prepayments	**18,427,426**	12,373,240
Staff receivables	**16,365,452**	10,793,166
Advances to suppliers	**5,715,931**	2,099,266
Other receivables	**12,822,875**	6,203,689
	131,063,203	82,280,685

Movements in the allowance for expected credit losses were as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
At the beginning of the period / year	**12,027,042**	10,238,235
Acquired in business combination	**472,990**	189,829
Charge for the period / year	**2,365,241**	1,983,748
Written off	**(124,022)**	(384,770)
At the end of the period / year	**14,741,251**	12,027,042

11 BANK BALANCES AND CASH

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Cash on hand	**540,928**	429,575
Bank balances	**59,803,597**	30,492,777
Cash and cash equivalents	**60,344,525**	30,922,352

Cash and cash equivalents as at 30 September 2023 (unaudited) amounted to AED 17,708,949.

12 SHARE CAPITAL

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Authorised, issued and fully paid		
30,000,000 of AED 1 each (2023: 30,000,000 of AED 1 each)	**30,000,000**	30,000,000

13 STATUTORY RESERVE

As required by the UAE Federal Law No (32) of 2021 and the Company's Articles of Association, 10% of the profit for the year has been transferred to statutory reserve. The Company may resolve to discontinue such annual transfers when the reserve totals 50% of paid up share capital.

14 BASIC EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit for the period attributable to the owners of the Company by the weighted average number of shares in issue throughout the period as follows:

	(Unaudited) Three months ended 30 September		*(Unaudited) Nine months ended 30 September*	
	2024	*2023*	***2024***	*2023*
Profit attributable to the owners of the Group (AED)	**7,624,919**	8,693,320	**20,743,926**	23,128,157
Weighted average number of shares (shares)	**30,000,000**	30,000,000	**30,000,000**	30,000,000
Basic earnings per share for the period (AED)	**0.25**	0.29	**0.69**	0.77

15 BANK LOANS

Movement in bank loans during the period / year is as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
At the beginning of the period / year	**68,323,982**	67,724,502
Acquired in business combinations	**-**	110,585
Additions during the period/year*	**38,736,000**	-
Drawdowns during the period / year	**57,125,403**	32,629,835
Repayments during the period / year	**(31,187,111)**	(32,140,940)
	132,998,274	68,323,982

* The Group has obtained loan facility to finance acquisitions and meet general business requirements with an interest rate of 3 months EIBOR+1.5% spread. The facility is repayable in 18 equal quarterly instalments commencing nine months from the date of first drawdown. The facility is secured by the pledge of moveable assets and corporate guarantee of the group companies.

At 30 September 2024, undrawn loan facility amounted to AED 91,351,726 (31 December 2023: 51,165,549).

Disclosed in the interim condensed consolidated statement of financial position as follows:

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Current portion	**65,125,239**	35,351,919
Non-current portion	**67,873,035**	32,972,063
	132,998,274	68,323,982

16 TRADE AND OTHER PAYABLES

	Note	*(Unaudited) 30 September 2024 AED*	*(Audited) 31 December 2023 AED*
Trade payables		**34,132,703**	14,826,485
Deferred revenue		**13,103,370**	13,234,386
Advances from customers		**2,634,430**	2,603,780
Accruals and other payables		**29,219,038**	18,097,705
Contingent consideration*	4.1	**2,088,213**	33,420,000
		81,177,754	82,182,356

*This is consideration payable for acquisition of United Trans General Trading LLC conditional upon meeting targeted cumulative net operating profit.

17 CONTINGENT LIABILITIES

	(Unaudited) 30 September 2024 AED	*(Audited) 31 December 2023 AED*
Letters of guarantee	**5,528,279**	2,422,423

The above bank guarantees have been issued from a local bank in the ordinary course of business.

18 RELATED PARTY TRANSACTIONS AND BALANCES

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*.

Related parties represent partners, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

18.1 Transactions

Transactions with related parties included in the interim condensed consolidated statement of comprehensive income are as follows:

	(Unaudited) Three months ended 30 September		*(Unaudited) Nine months ended 30 September*	
	2024 AED	*2023 AED*	*2024 AED*	*2023 AED*
Transactions with other related parties				
Interest expense on loan from a related party	**638,889**	-	**1,881,944**	-
Interest expense on bank loans	**899**	17,091	**14,083**	95,482
Service income	**119,523**	-	**321,298**	9,000
Rental income	**173,832**	-	**230,232**	-
Commission and margin interest	**93,249**	-	**399,486**	-

Transactions with related parties were entered into on terms agreed with the management.

18 RELATED PARTY TRANSACTIONS AND BALANCES continued

18.2 Balances

Balances with related parties included in the interim condensed consolidated statement of financial position are as follows:

	Nature of relationship	***(Unaudited) 30 September 2024 AED***	*(Audited) 31 December 2023 AED*
Amounts due from related parties:			
International Securities LLC	Entity under common control	**4,869**	-
Affiliates	Other related parties	**557,706**	373,547
		562,575	373,547
Amounts due to related parties			
Citadel Properties	Entity under common control	**191,995**	209,269
International Holdings Company PJSC	Parent entity	**53,867**	512,377
International Securities LLC *	Entity under common control	**4,101,598**	7,077,883
Sampi Holding FZ LLC	Other related party	**2,652,247**	2,652,247
Augmen Enterprise RSC LTD	Other related party	**638,889**	-
		7,638,596	10,451,776
Balances with a financial institution	Other related party	**1,035,831**	4,021,565
Loans from a financial institution	Other related party	**152,420**	1,069,234

In November 2023, the Group signed a loan agreement with IHC Capital Holding LLC amounting to AED 50,000,000 to finance future investments and other business operations having a maturity of November 2028. On 1 January 2024, the loan agreement was transferred and novated to Augmen Enterprises RSC LTD from IHC Capital Holding LLC. The loan is unsecured and repayable in full on or before maturity. The loan carries interest rate at 5% per annum.

*Margin account maintained with International Securities LLC carries an interest rate of 9% (31 December 2023: 9%) per annum.

Terms and conditions of transactions with related parties
Outstanding balances at the period end arise in the normal course of business, these are unsecured, interest free and settlement occurs in cash.

Compensation of key management personnel
The remuneration of the members of key management during the period was as follows:

	Three months ended 30 September		***Nine months ended 30 September***	
	2024 (Unaudited) AED	*2023 (Unaudited) AED*	***2024 (Unaudited) AED***	*2023 (Unaudited) AED*
Salaries and employee benefits	**1,360,963**	724,422	**4,834,839**	2,073,441

19 FAIR VALUES OF FINANCIAL INSTRUMENTS

The Group measures financial instruments at fair value at each interim condensed consolidated financial statement of financial position. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible to by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the interim condensed consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table gives information about how the fair value of the Group's assets are determined.

Financial assets	*Fair value as at (Unaudited) 30 September 2024 AED*	*(Audited) 31 December 2023 AED*	*Fair value hierarchy*	*Valuation techniques and key inputs*	*Significant unobservable input*	*Relationship of unobservable inputs to fair value*
Quoted equity investments – investment in financial assets	**20,464,204**	23,998,311	Level 1	Quoted bid prices in an active market.	None	Not applicable

20 SEASONALITY OF RESULTS

The nature of Group's business is such that the income and expenditure are incurred in a manner, which is not impacted by any forms of seasonality other than Ripe Exhibition Organizer Co LLC. Ripe market is an events management business and the revenue is not recognised evenly over the year as activities are heightened in the first and last quarter of the year. These interim condensed consolidated financial statements were prepared based upon accrual concept, which requires income and expenses to be recorded as earned or incurred and not as received or paid throughout the period.

21 SEGMENT REPORTING

For management purposes, the Group is organised into business units based on its products and services and has five reportable segments, as follows:

Motorcycle business segment, which represents motorcycle leasing solutions offered to customers and sale of related items, including delivery boxes.

Delivery services segment, the group provides turnkey logistic solutions through bike messengers and delivery squads.

Marine sports club, the group manages marine sports club and wholesale trading of ships and boats.

Event management, the group organizes exhibitions, fashion shows, conferences & seminar, auctions and ripe market events.

Mobility and others, the group provides limousine services, bus on demand, vehicle rental, recovery services, charging of electric vehicles, car parking, IT services, railway infrastructure, trains spare parts and security system trading.

No operating segments have been aggregated to form the above reportable operating segments.

The management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

21 SEGMENT REPORTING continued

	Motorcycle business AED	*Delivery services AED*	*Marine Sports Club AED*	*Event management AED*	*Mobility and others AED*	*Total segments AED*	*Eliminations AED*	*Consolidated AED*
Period ended 30 September 2024 (unaudited)								
Revenue from contracts with customers								
External customers	**92,576,612**	**130,114,736**	**20,921,375**	**17,249,776**	**31,167,850**	**292,030,349**	**-**	**292,030,349**
Inter-segment	**14,679,995**	**1,531,384**	**-**	**-**	**1,302,967**	**17,514,346**	**(17,514,346)**	**-**
Total	**107,256,607**	**131,646,120**	**20,921,375**	**17,249,776**	**32,470,817**	**309,544,695**	**(17,514,346)**	**292,030,349**
Expense								
Direct costs	**(66,008,942)**	**(115,994,672)**	**(12,250,395)**	**(10,026,175)**	**(16,684,971)**	**(220,965,155)**	**17,716,514**	**(203,248,641)**
General and administrative expenses	**(25,431,828)**	**(9,554,017)**	**(5,634,522)**	**(2,296,527)**	**(9,739,586)**	**(52,656,480)**	**(3,427,009)**	**(56,083,489)**
Other income	**6,024,092**	**2,431,406**	**49,674**	**-**	**435,951**	**8,941,123**	**(1,612,081)**	**7,329,042**
Finance costs	**(6,853,033)**	**(217,259)**	**(42,796)**	**(183,836)**	**(663,464)**	**(7,960,388)**	**191,250**	**(7,769,138)**
Change in fair value of investments carried at fair value through profit or loss	**-**	**-**	**-**	**-**	**(1,690,711)**	**(1,690,711)**	**-**	**(1,690,711)**
Profit before tax	**14,986,896**	**8,311,578**	**3,043,336**	**4,743,238**	**4,128,036**	**35,213,084**	**(4,645,672)**	**30,567,412**
Total assets	**385,089,915**	**77,144,286**	**41,042,448**	**18,722,515**	**83,148,017**	**605,147,181**	**(77,494,585)**	**527,652,596**
Total liabilities	**227,385,893**	**43,179,818**	**19,476,990**	**10,478,108**	**70,594,664**	**371,115,473**	**(66,607,203)**	**304,508,270**

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
At 30 September 2024 (Unaudited)

21 SEGMENT REPORTING continued

	Motorcycle business AED	*Delivery services AED*	*Marine Sports Club AED*	*Event management AED*	*Mobility and others AED*	*Total segments AED*	*Eliminations AED*	*Consolidated AED*
Period ended 30 September 2023 (unaudited)								
Revenue from contracts with customers								
External customers	70,338,558	118,902,921	19,714,292	-	2,829,323	211,785,094		211,785,094
Inter-segment	17,310,076	-	-	-	1,114,845	18,424,921	(18,424,921)	-
Total	87,648,634	118,902,921	19,714,292	-	3,944,168	230,210,015	(18,424,921)	211,785,094
Expense								
Direct costs	(54,144,169)	(106,527,763)	(11,977,961)	-	(1,757,057)	(174,406,950)	19,236,339	(155,170,611)
General and administrative expenses	(22,341,513)	(6,104,645)	(4,804,715)	-	(1,098,534)	(34,349,407)	(51,331)	(34,400,738)
Share of profit from investment in an associate	-	-	-	-	35,897	35,897	-	35,897
Other income	9,714,195	767,224	16,029	-	34,135	10,531,583	(1,999,837)	8,531,746
Finance cost	(2,357,769)	(23,333)	(89,477)	-	(27,413)	(2,497,992)	-	(2,497,992)
Change in fair value of investments carried at fair value through profit or loss	-	-	-	-	2,055,865	2,055,865	-	2,055,865
Profit before tax	18,519,378	7,014,404	2,858,168	-	3,187,061	31,579,011	(1,239,750)	30,339,261
As at 31 December 2023 (audited)								
Total assets	287,911,925	57,165,073	34,927,780	15,798,831	23,557,807	419,361,416	(43,154,069)	376,207,347
Total liabilities	142,851,567	30,825,090	16,157,262	11,704,522	18,714,839	220,253,280	(38,332,563)	181,920,717

22 SUBSEQUENT EVENTS

The Group entered into a Shares Purchase Agreement to acquire 51% shareholding in Gallega Group Holdings DMCC effective in October 2024 as the legal transfer of the shareholding has been completed in October 2024. Gallega is an integrated logistics service provider that draws on years of experience in creating seamless supply chains for automotive, industrial, FMCG, healthcare and retail businesses. This acquisition will allow the Group to increase their presence in the mobility industry. The acquisition will be accounted for in the year-end consolidated financial statements based on the effective date of acquisition.

23 COMPARATIVE FIGURES

Certain comparative figures have been reclassified, wherever necessary, to confirm to the presentation adopted in the current period financial statements. Such reclassification has no impact on previously reported profit or equity of the Group.