







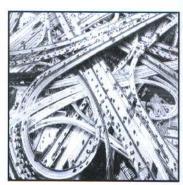
MISR FOR CLEARING, SETTLEMENT AND CENTRAL R

CONTENTS

- 3 Board of Directors.
- 4 Spot on MCSD.
- 6 Chairman's statement.
- 8 Basic activities
- 10 Mcsd Sub Activities
- Services provided by MCS to the investors
- Features of 2004.
- Prospective plans for 2005.
- 18 Statistics of 2004.
- 26 Balance sheet of 2004.









MISR FOR CLEARING, SETTLEMENT AND CENTRAL DEPOSITORY ANNUAL REPORT

Head Office: 70 El-Gomhoria St., Cairo - Egypt

Tel: (202) 5971581 Fax: (202) 5971523

P.O. Box: 1536 Attaba - Cairo - Egypt

Alex Branch: 4 Ebn El-sayegh St., - El-Horia St.,

Tel: (203) 4849902 Fax: (203) 4875838

Web Site: www.mcsd.com.eg

BOARD OF DIRECTORS



Ali Mohamed Negm Chairman and Managing Director (representing Egyptian Export Development Bank)



Mohamed Abdel Salam

Deputy Chairman
and Managing Director
(member with experience)



Nasef Nazmi Gerguis

Board Member
(representing securities
brokerage companies)



Amr Abdel Azim Hosni

Board Member
(representing securities brokerage companies



Mohamed Adel El Sanhouri

Board Member
(representing Suez
Canal Bank)



Board Member. (representing Stock Exchange)



Amr Mohamed Bahaa El Din.

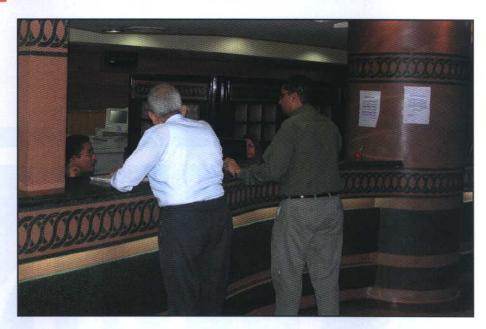
Board Member
(representing Egyptian
Commercial Bank)



OSAMA AMER

Board Member
(representing Cairo
Stock Exchange)

SPOT ON MCSD



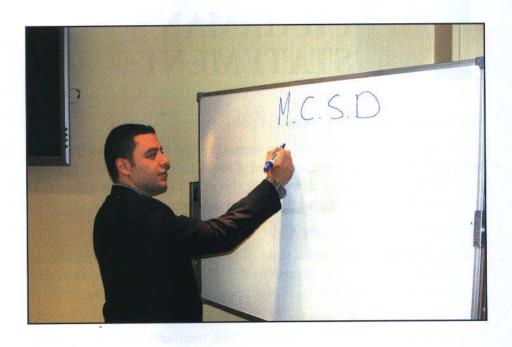
•MCSD is a private joint stock company, that was incorporated under the Capital Market law no.95 for the year 1992 and, currently, its activities are being reorganized by the Depository an~ Registry law no.93 for the year 2000.

•36 members structure MCSD's Ownership: 16 banks (50 percent), Cairo and Alexandria stock exchanges (35 percent) and 18 brokerage firms (15 percent). MCSD will be re-structured according to the regulations of law no.93 for the year 2000 where MCSD's owners will be its members. (Brokers, Custodians, registered owners, Primary dealers, Authorized margin trade parties.

•MCSD is a private, not for-profit joint stock company aiming at providing public services and its fees are set only to cover its expenses.

•Being one of the capital market's back stones, MCSD has a positive impact in developing it as MCSD encourages invest





ment in the Stock Exchange through simplifying procedures taken in issuing securities, trading and settling transactions. Besides, investors could obtain their cash dues and free shares in a record time. In addition, MCSD organizes and facilitates the execution of equity swap operations and merge and acquisition transactions. Thus, it helps in achieving programs of Privatilization and fosters the national economy.

- •MCSD has facilitated multiple registration of securities in several Arab Stock Exchanges by executing buying and selling transactions and transfers through the internet, using an integrated system of computer programs.
- •Moreover, MCSD offers its services for all concerned parties in the Capital Market including brokerage firms, custodian banks, issuers and other financial institutions working in the field.



CHAIRMAN'S STATEMENT

Dear shareholders, members and participants:

It is my pleasure to present the annual report that outlines the business outcome of the company and I would sincerely thank you for your continuous support throughout the past years, which effectively contributed to the establishment and development of the company.

Hereinafter – in brief – the main achievements of year 2004:

Year 2004 has witnessed a state of stability resulted in the increase of efficiency in services offered by MCSD despite hard political and economical circumstances overwhelming the world nowadays.

By the end of 2004, number of members and participants in MCSD was 1286 members and participants (186 members and 1100 participants).

The number of settled transactions in year 2004 was 1,735,437 transactions with an increase 42% compared to the previous year and with value 36,427,791,106 Egyptian pounds with an increase 81% compared to the previous year.

One of the most important achievements was the transfer of the former MCSD's bookkeepers balances to the authorized custodians nominated by the CMA, after about three years. This activity was perfectly managed by MCSD for the period between January 12th 2002 till December 14th 2004.

Continuing its pivotal regional role, MCSD along with CASE, CIB {Egypt}, Abou Dahabi and Kuwait stock exchanges all together as a huge Arab cluster signed an agreement entitles CIB Egypt's securities to be traded within these markets. Worth mentioning, the bilateral trade agreement previously signed in year 2002 by Egypt & Kuwait that allows the securities of the Egyptian - Kuwaiti Holding Company to be traded in both markets



No doubt that the multiple registry of the Egyptian securities in several stock exchanges does boost the strength and activeness of these issuing companies and enlarges the number of shareholders as they fine the rank of the Egyptian securities and the whole Egyptian capital market in general.

Depending on MCSD's pioneer role in implementing the Central Registry and Depository system in the region, some Arab stock exchanges sent deputy agents and trainees to observe MCSD's systems.

Delegations from Oman, Qatar, Dubai, Abu-Dahabi, Armenia and many other Arab and foreign countries visited MCSD as a trusted institution among the global capital markets.

MCSD now study the proper vehicles necessary to implement the securities margin trade and lending and borrowing systems in order to execute the short sell.

On the other hand, MCSD contributes in settling the operational rules for the Arab stock exchange, which will start operating in mid year 2005.

Prime minister's decree number 1764 for the year 2004 lit the spark to launch the Egyptian Investors Protection Fund (EIPF) to attract as many capitals as possible in the light of the sincere disclosure and the safe investing environment to the Egyptian market.

Eventually, I would like to thank all my colleagues for their sincere efforts in maintaining MCSD's success and stability.

Ali Mohammed Negm Chairman & Managing Director

MCSD MAIN ACTIVITIES

Central Depository Settlement Guarantee fund

Central Registry

Custody

Shareholders Records

Transfer of Ownership **Coupons & Redemption**

Securities Pledge

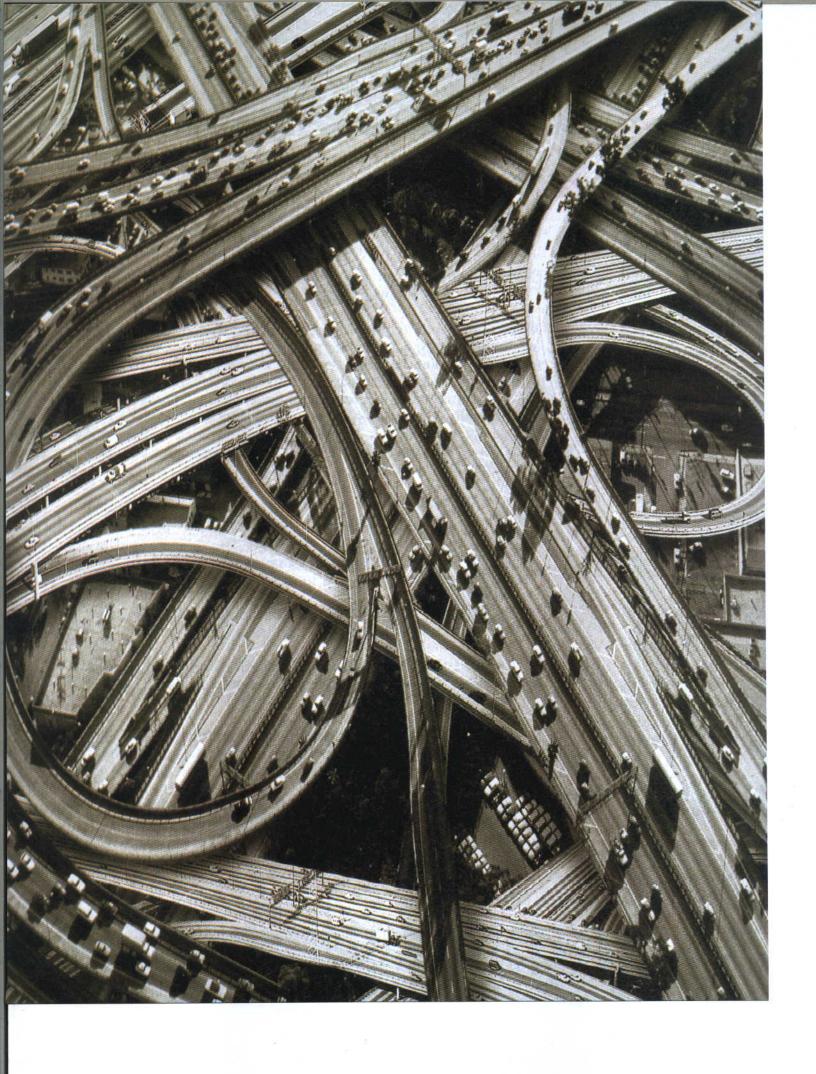
Pulications of Reports

Clearing & Settlement

Sevices Related to Issuers

Securities Inheritance

Restructuring



MCSD SUB ACTIVITIES:

Setting rules and creating appropriate systems required for the Custodians --custodians related systems.

MCSD creates all required systems for the custodians, develops them according to the international standards and provides technical support to these systems. Most recently, MCSD launched a system that automatically links custodians with brokerage finns and the Exchange in order to enable brokers to automatically block the balances and transmit them to the Exchange for trade execution without being exposed to human mistakes in a way to tenninate unsettled transactions (securities suspended movements)

Setting rules and creating appropriate systems needed for the Registered Owner -Registered Owner related systems.

MCSD prepares all required systems for operating the registered owner system in order to:

- Facilitate and simplify the procedures applied by different parties to execute trades for securities investors.
- Reduce cost of executing trades through merging orders of beneficial owners and unifying execution commissions for their interest.
- Apply confidentiality of transactions by hiding the beneficial owners names except in the registered owners' and MCSD records.
- Increase number of attendees of the Issuers general assemblies by allowing registered owners to represent beneficial owners in these assemblies.





MCSD undertakes the SWIFT service in Egypt, and provide it to the brokerage firms willing to use this service

Smart cards

Creating all necessary systems for operating the smart card and digital signature systems. This is being done through establishing encrypted communication that works by documenting trades that are executed through the Internet. For more security and speed, the system is being created in co-operation of a well known companies in this field.

Electronic Voting

Concluding all required automated systems for operating the electronic voting in order to allow shareholder or his agent to vote to issues discussed in the general assemblies without the need of his personal attendance. This increases the credibility and effectuality of the decisions taken in these meetings that actually reflects the shareholders viewpoints.

SWIFT

MCSD undertakes the SWIFT service in Egypt, and provide it to the brokerage firms willing to use this service. Swift enables brokers to execute cash or securities transfers. Also MCSD use SWIFT for:

- All cash Settlements through C.B.E. (Central Bank of Egypt)
- All bank tmnsfers for MCSD.
- All treasury bonds among primary dealers.
- All Settlement guarantee Fund (SGF) Egyptian Investor Protection Fund (EIPF)
- All cross boarder transaction.

SERVICES PROVIDED BY MCSD TO THE INVESTORS OF THE EGYPTIAN CAPITAL MARKET

In complementing the role of MCSD in providing services to all interested parties, MCSD has provided a bunch of new services to the investors. These services aim at increasing the investors trust in the market and encouraging them to place more investments in the securities market since they are now able to obtain data regarded to their balances and securities portfolios instantly at all times and from any where.

First:

A shareholder can obtain data regarded to his trades whether executed, settled or unsettled, also his due coupons, means and plapes of payments and other information and personal data related to his securities portfolio by one of the following means:

Call Center

After verifying his login credentials, a shareholder can obtain all required data related to his cash or securities portfolio by contacting the Call Center.

Cellular SMS

An SMS is being sent to a shareholder once a transaction has been executed to or from his account by any broker in the Exchange.

Faxes

A fax is being sent to a shareholder containing all date related to his account or portfolio according to the subscription application the shareholder previously filled in with the fax number he wishes to receive faxes on.

Internet

The shareholder can access his portfolio related data, coupons and other data he is interested in through the Internet. Each subscriber is being given a user name and a password through which he can access the Internet.



Email

According to a subscription application being filled by the share-holder, a shareholder can receive emails containing all data related to his portfolio, coupons and other data he is interested in.

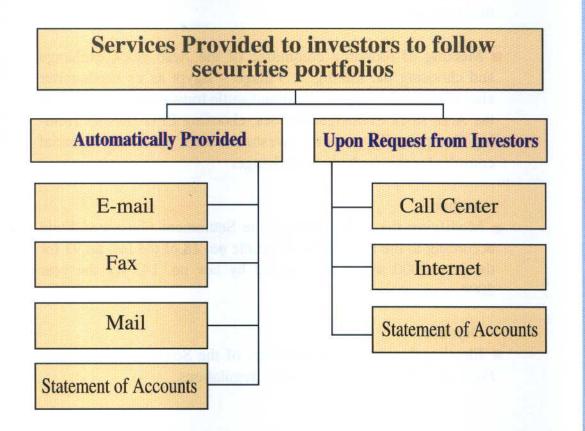
Mail

A shareholder can receive mails containing all data related to his portfolio, coupons and other data he is interested in.

Second:

There is a direct link between MCSD and shareholders through MCSD service which is mainly concerned by providing shareholders, who directly come to MCSD customer service department, with instant and on-line data and information right after verifying the shareholder's personal data

Customers are entitled to use all MCSD 's servies on their command



EVENTS OF 2004



March

■ Taking part in Step by step Exhibition in Alexandria City.

May

■ Taking part in IOSCO conference held in Amman-Jordan.

June

- Applying the new organizational and hierarchical structures of the company.
- Meeting of founding committee of the Arab stock exchange and choosing the Intelligent Village Egypt as its headquarter also assigning MCSD to clear and settle transactions executed in the Arab stock exchange. Besides, choosing EFG-Hermes Holding Company Egypt as an investment bank providing financial consults for the Arab stock exchange.

August

■ Modifying the regulations of the Settlement Guarantee Fund according to the regulations of article no. 18 of the law no.93 for the year 2000 which is amended by law no. 143 for the year 2004.

October

■ Electing the committee members of the Settlement Guarantee Fund according to the fund's new regulations.





■ The resolution issued by the Prime Minister regarding the establishment of the Egyptian Investors Protection Fund (EIPF).

November

- The multiple registry of the CIB Egypt's shares in both Kuwait and Abu-Dahabi capital markets.
- Designing a system for paying and collecting restructuring payments from and to issuers' shareholders through MCSD's windows in banks, This system is the core for executing subscriptions through MCSD.
- Taking part in the EMEA forum Casablanca, Morocco.

December

- Taking part in the Emerging Market Committee of the IOSCO conference held in Egypt and organized by the CMA under the auspices of his Excellency Dr. Ahmed Nazef the PM.
- The transfer of the former MCSD's bookkeepers balances to the authorized custodians nominated by the CMA.
- Designing the necessarily programs needed for the automated linkage between MCSD and the stock exchange and developing the information linkage among all the working parties in the capital market in order to facilitate and control trading as well as adding new finacial instruments such as margin trade and short sell.

PROSPECTIVE PLANS FOR 2005

Launching the automated linkage system among MCSD, CASE, Custodians and brokerage companies. This system allows automatic balance inquiry prior sequrities selling and blocking the balances by the brokers.

In case of sufficient balances, an automatic order will be sent to the stock exchange where the transactions will be executed. Insufficient balances are refused and will not be sent to the stock exchange.

This system prevents all illegal short sell transactions.

Signing the agreement for establishing and managing the Arab stock exchange between the Arab capital markets union and the participants of the Arab stock exchange which are; from Egypt: MCSD and EFG-Hermes Holding Company and from Kuwait Clearing Company, Kuwait Middle East for Financial Investment, and Kuwait National Financial Companies and National Investment Co.

It is been agreed that Omx Company will be a member in the Arab stock exchange as well as its technical consultant.

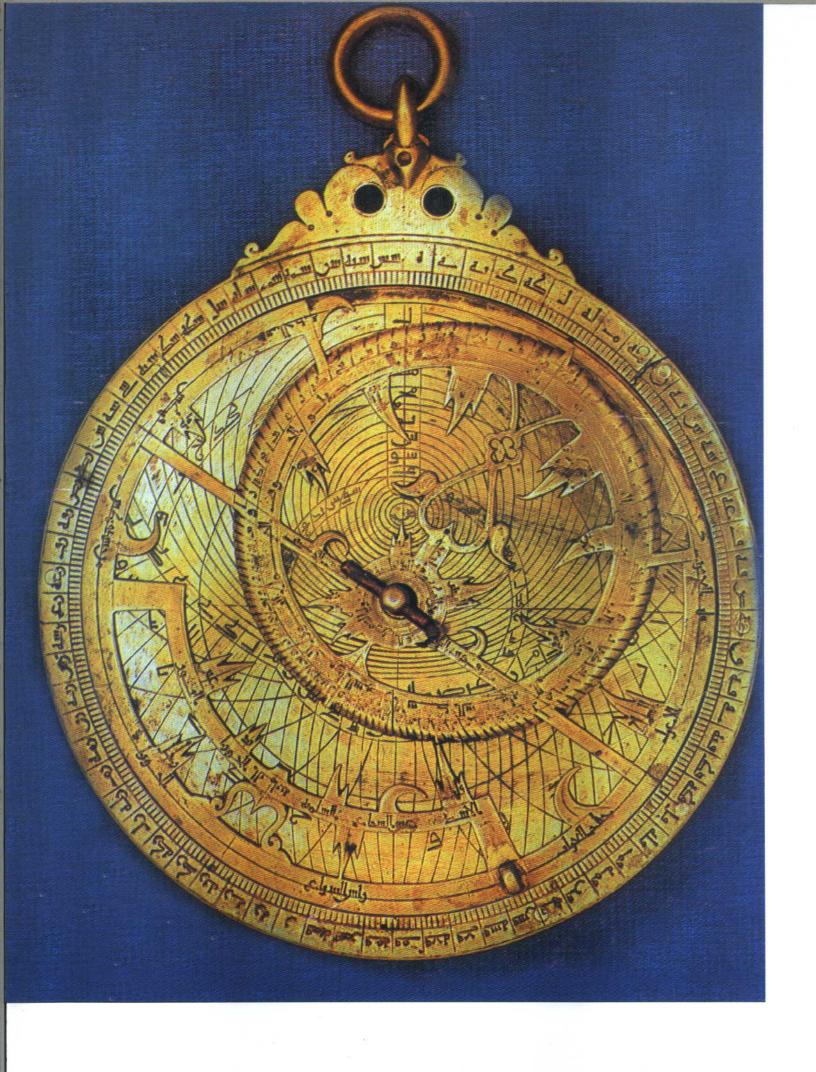
Launching the activity of the Arab stock exchange in mid 2005 which will play an important role in the Arabian economical integration aiming at attracting both Arabian emigrant capitals and foreign investments to the Arab region.

Applying Margin Trade system.

Allowing Short Selling through concluding the leading and borrowing system.

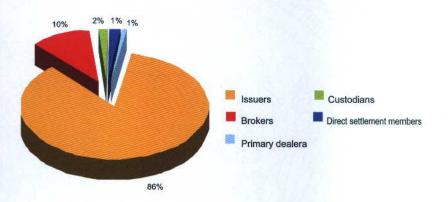
Top notch performance, by using the latest technology for securing the information & Data to protect the client;s investement



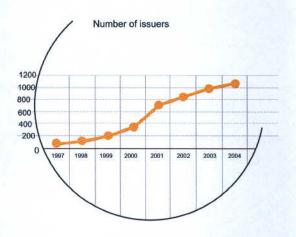


STATISTICS OF 2004

Throughout 2003, MCSD managed to develop its various systems which effectively affected its performance through 2004 as number of beneficiaries was 1286 by an increase 8,4% divided as follows: 1100 issuers, 133 brokerage companies, 22 custodians, 19 financial institutions with direct settlement accounts in MCSD and 12 primary dealers.



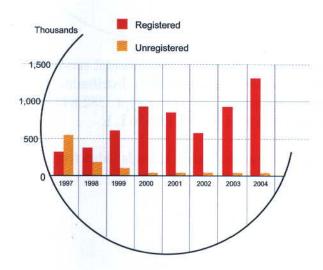
Number of issuers participant in the central depository and registry system increased by 9% compared to previous year including 756 companies listed in the stock exchange plus 344 companies traded over the counter which reflects the consciousness of the market for the advantages of the system.





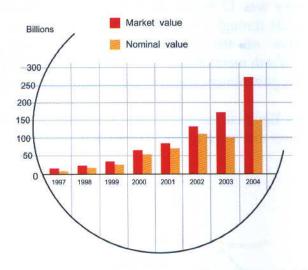
By the end of 2004, number of issued government bonds registered in the central depository was 12 bonds. MCSD facilitates procedures of issuing government bonds through eliminating the physical form. By the end of 2004, the value of the government bonds settled on T+1 was 2.177.479.000. Worth mentioning, April 1st, 2004, marked the starting date of registering the government bonds in the central depository.

Mid 2004, the Egyptian capital market witnessed a crystal leap in total settled transactions that were 1.736.745 transactions .



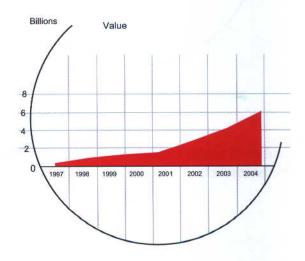
Increased in number of trades cleared on T+2, which reflects an increase of active shares in the market.

The nominal value of deposited securities was 164.767.765.665 L.E by an increase 48.8% and The market value of deposited securities was 291.352.024.532 L.E by an increase 56.7 compared to previous year



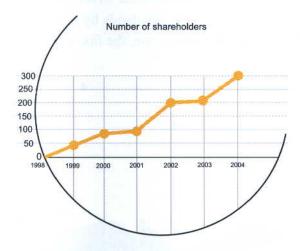
MCSD continues to provide its fundamental services with high efficiency where MCSD concludes cash dividends distribution through its windows in 44 banks' branches spread all over Egypt. 282.843 shareholders had their cash dividends with value 6.743.711.636 L.E.

The development in paid cash dividends value from 1998 till 2004





The development in number of shareholders who had their cash dividends from 1998 till 2004



MCSD executed 581 corporate transactions through 2004 as following:

256 cash dividends.

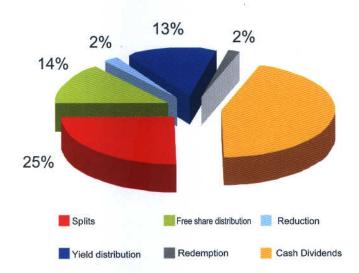
164 splits.

82 free share distributions.

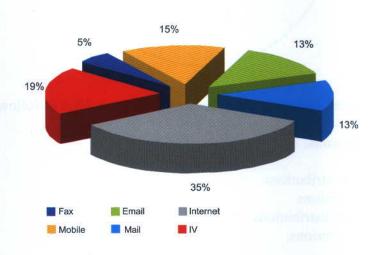
13 capital reductions.

73 bonds yield distributions.

10 bonds redemptions.



In order to increase the scope of its services and to achieve mass quality, MCSD enabled the investors to check their investments portfolio, buying and selling orders and their due cash dividends by developing its query services including the Internet, the cell phone, the fax, IVR and the post





AUDITORS' REPORT TO THE SHAREHOLDERS OF

MISR FOR CLEARING, SETTLEMENT AND CENTRAL DEPOSITORY S.A.E.

We have audited the balance sheet of Misr for Clearing, Settlement and Central Depository S.A.E. as of 31 December 2004, and the related statements of income, changes in equity and cash flows for the year then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Egyptian Standards, as well as, International Standards on Auditing and the requirements of related local laws and regulations. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We have obtained all the information and explanations which we considered necessary for the purpose of our audit. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and the related notes, referred to above, present fairly, in all material respects, the financial position of the company as of 31 December 2004, and the results of its operations and its cash flows for the year then ended in conformity with Egyptian Accounting Standards and the related local laws and regulations.

The company maintains proper books of accounts which comply with the requirements of the law and the company's Articles of Association, and the financial statements are in agreement therewith. The physical count of shares admitted into the Central Depository was carried out by the company's management in accordance with the applied procedures.

The financial information included in the Board of Director's report, which has been prepared in accordance with the requirements of Law 159 of 1981 and its Executive Regulations are in agreement with the company's books, where applicable.

Taha M. Khaled Chartered Accountant R.A.A. 5136 Cairo, 31 March 2005



BALANCE SHEET

31 December 2004

	Note	2004 L.E.	2003 L.E.
ASSETS			
Nou-current Assets			
property, plant and equipment	4	18.970.834	19,028,809
CURRENT ASSETS			
Trade and other receivable	5	17.335.615	12,117,701
Trading investment	8	1.997.780	
Cash and cash equivalent	9	20.212.161	13,841,369
Dividends' coupons - at bank	9	1.245.758.815	252,613,315
Total current assets		12.285.304.371	278,572,385
CURRENT LIABILITIES			
Trade and other payable	10	22.888.871	15,371,947
Dividends' coupons payable	11	1.245.758.815	252,613,315
Dividends payable		3.322.658	2,270,256
Provision for claims	12	12.209.751	7,192,277
Total current liabilities		1.284.180.095	277,447,795
NET CURRENT ASSETS		1.124.276	1,124,590
Total investment		20.095.110	20,153,399
Financed as follows:			
SHAREHOLDERS' EQUITY			
Share capital	13	18.750.000	18,750,000
Legal reserve	14	1.317.788	1,154,570
Retained earnings		27.322	248,829
		20.095.110	20,153,399
CONTRA ACCOUNTS			
Auditors' report attached.	21	242.904.861.878	148,007,902,25



STATEMENT OF INCOME

For the year ended 31 December 2004

	Note	2004 L.E.	2003 L.E.
REVENUE			
Services revenue	15	33.255.892	24,314,293
Cost of services	16	(30.783.215)	(23,634,304)
Gross profit		2.472.677	679,989
Other income	17	19.635.916	14,908,688
		22.108.593	15,588,677
EXPENSES			
General and administration	18	(11.923.895)	(8,119,316)
Provisions	19	(6.920.329)	(4,826,085)
		(18.844.224)	(12,945,401)
NET PROFIT FOR THE YEAR		3.264.369	2,643,276

STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2003

	Share Capital L.E.	Legal Reserve L.E.	Retained Earnings L.E.	Total L.E.
Balance at 1 January 2003	18,750,000	1.022.406	7.973	19.780.379
Net profit for the year		-	2.643.276	2.643.276
Transfer to legal reserve		132.164	(132.164)	-
Cash dividends		*	(2.270.256)	(2.270.256)
Balance at 31/12/2003	18,750,000	1.154.570	248.829	20.153.399
Net profit for the year			3.264.369	3.264.369
Transfer to legal reserve		163.218	(163.218)	-
dividends	-	-	(3.322.658)	(3.322.658)
Balance at 31/12/2004	18,750,000	1.317.788	27.322	20.095.110



STATEMENT OF CASH FLOWS

For the year ended 31 December 2004

	Note	2004 L.E.
OPERATING ACTIVITIES		
Net profit for the year		3.264.369
Adjustments for:		
Depreciation of property, plant and equipment		4.064.276
Provisions used		(141.064)
Provisions other than depreciation	19	6.920.329
Operating profit before working capital changes		14.107.910
Frad and other payables		7.516.924
Dividends coupons payables		993.145.500
Trad and other receivable		(6.887.220)
Гах paid		(92.485)
Net cash from operating activities		1.007.790.629
NVESTING ACTIVITIES		
Purchases of property, plant and equipment		(4.006.301)
Net cash used in investing activities		(4.006.301)
FINANCING ACTIVITIES		
Dividends paid		(2.270.256)
Net cash used in financing activities		(2.270.256)
NCREASE IN CASH		1.001.514.072
Cash at beginning of the year		266.454.684
Cash at end of the year	9	1.267.968.756



