

الارشادات الاستثمارية Investment Guidelines

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	■ The company was established under the provisions of a special Legislative Decree	 تأسست الشركة بموجب أحكام المرسوم التشريعي رقم 19 لعام 2015. 	
	No. 19 / 2015. Damascus Cham Holding Company is a	 إن شركة دمشق الشام القابضة هي 	
	Private joint stock company licensed under the provisions of the Syrian Companies effective Law.	شـركة مسـاهمة خاصــة مرخصــة وفق أحكام قانون الشركات النافذ.	
A. Damascus Cham	The entire share capital of the company owned by Damascus Governorate, and its shares are not tradable.	■ تعود ملكية كامل رأس مال الشركة لمحافظة دمشق وتعتبر أسهمها غير قابلة للتداول.	A. التعريف بشركة
Holding Company (DCH)	■ The Holding Company and all its licensed subsidiaries and associates are considered by law private sector legal entities, regardless of the shareholding or contribution portion of Damascus Cham Holding Company in their capital.	■ تعتبر الشركة القابضة وكافة الشركات المرخصة التابعة أو المساهم بها من أشخاص القانون الخاص مهما كانت نسبة ملكية ومساهمة شركة دمشق الشام القابضة في رأسمالها.	دمشق الشام القابضة
	■ The Holding Company and all its licensed subsidiaries and associates shall operate under the in force provisions of the Syrian Companies Law and the Law of Commerce.	 تعمل الشركة القابضة وكافة الشركات المرخصة التابعة أو المساهم بها وفق أحكام قانون الشركات وقانون التجارة النافذين. 	
	The objectives of establishing the holding company are: Managing and investing the properties	هي:	
	of Damascus Governorate in the organizational areas.	- اداره واستنمار املاك معاقطه دمست ضمن المناطق التنظيمية.	
B. Objectives of establishment of Damascus Cham	 Managing and investing the properties of Damascus Governorate outside the organizational areas but within the administrative boundaries of Damascus. 	■ ادارة واسـتثمار أملاك* محافظة دمشـق الأخرى خارج المناطق التنظيمية وضـمن الحدود الادارية للمحافظة.	B. غايات إحداث شركة دمشق الشام القابضة
	(*the properties of Damascus Governorate include tangible assets of real estate and other properties, in addition to intangible assets, such as rendering public services rights owned by the Damascus	(* حيث تشمل أملاك المحافظة الأصول العينية من عقارات وأملاك، بالإضافة إلى الأصول غير الملموسة ولاسيما الخدمات التي تملكها محافظة دمشق أو تملك على الأقل حق استثمارها وتأجيرها).	
	Governorate or having the right to lease or invest).		

	 To manage any of the organizational areas, after being authorized and delegated by Damascus governorate, according to the best standards and to provide all developing services on behalf of Damascus governorate to all citizens aiming to improve the quality of service and raising the level of social welfare. The General Assembly is the highest supervisory authority, represented by 	القيام بتفويض من المحافظة (وبالنيابة عنها) بإدارة أي من المناطق التنظيمية، وفق أفضل المعايير والقيام بالخدمات التنموية التي يفترض بمحافظة دمشق تقديمها للمواطنين والارتقاء بمستوى جودة تقديم هذه الخدمات بما يخدم من رفع مستوى الرفاه الاجتماعي. الهيئة العامة: وهي أعلى سلطة إشرافية وتتمثل بمجلس محافظة دمشق وتعمل	
C. Governance of Damascus Holding Company	the Damascus Governorate Council, and it operates in accordance with the powers specified by the Syrian Companies' Law and the Company's Articles of Association. The Board of Directors: is the highest managerial authority. It is composed of nine members headed by the Governor of Damascus. The Board has extensive experience in the field of business, development and investment. It includes independent experts and is governed by the provisions of the Corporate Governance manual adopted by the	وفق الصلاحيات المحددة لها بقانون الشركات ونظام الشركة الأساسي. مجلس الإدارة: وهو أعلى سلطة ادارية، ويتكون من تسعة أعضاء يرأسهم محافظ دمشق، ويتمتع المجلس بخبرات واسعة في مجال إدارة الاعمال والتطوير والاستثمار، كما أنه يضم في تركيبته خبراء مستقلين، ويمارس المجلس عمله	C. حوكمة شـركة دمشـق الشـام القابضة
	 Executive Management is administrative and investment team specialized in business development and investment headed by an executive director (CEO). 	واستثماري متخصص بتطوير الاعمال	
D. Damascus Cham holding operations and investments	 Selling some of the properties assigned for the Damascus governorate within the organizational areas. Investment activities via participating or establishing private joint companies operating under effective 	دمشق ضمن المناطق التنظيمية. الاستثمار عن طريق المشاركة وتأسيس شركات خاصة تعمل وفق أحكام قانون	D. أعـــمــال واســـتـــــمــارات شـــركــة دمشـــق الشام القابضة:
	companies and trade laws. The main		

	purpose of these activities is to find the most efficient investment opportunities to the Damascus governorate assets (property, services rightsetc) inside and outside the organizational areas.	أملاك أو خدمات المحافظة داخل وخارج المناطق التنظيمية.	
E. Steps for the direct sell of a property ¹	 Through the productive communications between the investor (potential buyer) and Damascus Cham Holding Company, the investors will be informed about the available for sale properties within organizational areas. The investor (potential buyer) will be furnished with initial required information for the desired properties for purchasing and any other important information. The contractual and financial terms for direct sales (Non-competitive procedures) will be provided and illustrated clearly to The investor (potential buyer). The investor (potential buyer) submits an application to express his/her intention of buying a property or more, in accordance with the adopted procedures and forms². The investor (potential buyer) should submits all supporting documents to better know his worthiness and credibilityetc as per related & approved forms. 	والتواصل مع شركة دمشق الشام المقابضة للتعرف على المقاسم المتاحة للشراء ضمن المناطق التنظيمية. حصول المستثمر على المعلومات الأولية المطلوبة عن المقاسم المرغوب شرائها وأي معلومات مهمة أخرى اطلاع المستثمر على الشروط التعاقدية والمالية لعمليات البيع بالتراضي. تقديم المستثمر طلب أو استمارة لإعلان ليته أو رغبته في شراء مقسم أو أكثر وفق النموذج المعتمد بهذا الخصوص².	E. الـخـطـوات الخاصـة بعملية شـراء مقاسـم بالتراضي !

¹ بدون إجراءات تنافسية.

non-competitive procedures . ¹ non-competitive procedures . ² يستثنى من هذه الخطوة الطلبات أو العروض التي تقدم سنداً لإعلان عام منشور بخصوص بيع مقسم محدد حيث يتم بهذه الحالة تقديم العروض وفق الشروط والمحددات الواردة ضمن الإعلان. ²Requests or offers submitted pursuant to a general bidding or RFP regarding the sale of a specific property shall be exempted from this step, as in such cases the offers shall be submitted in accordance with the conditions and terms included in the RFP

	■ The holding company asks a valuation committee that consists of three experts, in order to estimate the value of the desired property (s), the experts should be listed in the company approved experts lists in addition to the real Estate financing commission lists.	تقوم الشركة القابضة بتكليف لجنة ثلاثية من خبراء التقييم العقاري المعتمدين لدى الشركة ولدى هيئة الاشراف على التمويل العقاري بهدف تحديد القيمة التقديرية للمقسم أو المقاسم المرغوب بشرائها.	
	Later, after being notified about the assessment result, The investor should submit his/her financial offer, including the intended price for payment, the method of payment, his/her terms and conditions.	إعلامه بنتيجة التخمين، بعرضه متضمناً	
	When necessary, negotiations with the investor(s) take place in order to reach a suitable final offer.	يتم (عند الضرورة) التفاوض مع المستثمر/أو المستثمرين الراغبين بالشراء وصولاً للعرض النهائي الأنسب.	
	The received and recommended offers attached to the negotiation and evaluation results would be submitted to DCH's investment committee to discuss and recommend the most suitable offer to the holding company's board to make its final decision and choose the best offer.	يتم رفع العروض المقدمة ونتائج عملية التقييم والتفاوض مع الاقتراح المناسب إلى لجنة الاستثمار لاقتراح ما يلزم ورفع النتائج لمجلس إدارة الشركة القابضة لاتخاذ القرار المناسب.	•
	After getting the board's approval, the procedures of signing a final selling contract for the property (s) are finalized, including payment terms and title deeds transfer procedures.	يتم، في حال الحصول على موافقة المجلس، اتمام اجراءات توقيع عقد بيع قطعي للمقسم أو المقاسم المذكورة وتضمينه شروط التسديد وشروط نقل الملكية.	
F. Steps to invest and develop real estate projects in a partnership	 The investor (Potential Partner) approaches the holding company to check the available investment properties for partnership opportunities. The investor obtains preliminary information and any other useful general information about the available investment properties for partnership opportunities. 	يتواصل المستثمر مع الشركة القابضة للتعرف على المقاسم المتاحة للاستثمار بأسلوب المشاركة. يحصل المستثمر على معلومات أولية عن المقاسم المتاحة للاستثمار بأسلوب المشاركة وأي معلومات عامة مفيدة أخرى.	F. خـطـوات اسـتثماروتطوير مشاريع عقارية بـأسـلـوب الشراكة

The investor will be informed about the contractual and financial conditions for investing process to the properties available for partnership. The investor submits the investment request to the pre-determined properties according to the approved forms and templates. The investor will fill out the investment forms, which give detailed information about the investor's credentials and capacities as a strategic partner. The investor shall submit preliminary feasibility study for the project to be established and to the partnership parameters. The holding company asks a valuation committee that consists of three experts, in order to estimate the value of the predetermined property (6), the experts should be listed in the company approved experts list in addition to the real fistate financing commission lists. The partnership process involves the establishment of a joint stock company between the holding company and the investor. The investor will be informed of the assessment or valuation results, and then the negotiating process would start to reach agreed terms of the partnership and its determinants (type of company-shares and percentage of contribution-management_etc). The investor sproposal investment file, and the assessment and negotiation results are submitted to OCH5 for the property of the property (6) in the				
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and the assessment and negotiation results are submitted to DCH's Investment Committee along with executive management's	assessment or valuation results, and then the negotiating process would start to reach agreed terms of the partnership and its determinants (type of company - shares and percentage of contribution -	التخمين ويتم التفاوض معه على شروط الشراكة ومحدداتها (نوع الشركة – الحصر ونسب المساهمة – الإدارة	•	
	and the assessment and negotiation results are submitted to DCH's Investment Committee along with executive management's	الاستثمارية مع نتيجة عملية التقييم والتفاوض والاقتراح المناسب إلى لجنة الاستثمار للدراسة وابداء الرأي وتقديم	•	

	partnership terms. The committee shall	لاتخاذ القرار المناسب حسب خطة		
	discuss and make its recommendation	الاستثمار والتمويل.		
	regarding the appropriate proposal and			
	send it to DCH's board to take the final			
	decision based on DCH's investment			
	plan.			
	• After getting the board's approval, the	يتم، في حال الحصول على موافقة	•	
	procedures of signing a partnership	المجلس، توقيع العقود النموذجية		
	contract are finalized, including payment	الخاصة بعملية المشاركة.		
	terms and title deeds transfer procedures			
	and the parties other rights and			
	responsibilities .			
	■ The value of the properties invested in	تعتبر قيمة المقاسم المتفق عليها		
	the process of partnership represents the	والمطلوب المشاركة باستثمارها حصة		
	holding company's share in capital of the			
	new established company (capital in	الجديدة (مقدمات عينية)، وتنتقل		
	kind), and the ownership is transferred to			
	the new established company in	بقانون الشركات.		
	accordance with deadlines set by the Companies Law.			
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	The investor shall pay in cash the value of his/her/its share of capital in the	- '	•	
	partnership in accordance with the			
	agreed terms and the provisions	•		
	mentioned in the Companies Law.	الجديدة.		
	■ The investor (Potential Partner)	يتواصل المستثمر مع الشركة القابضة		
	approaches the holding company to	للتعرف على الفرص الاستثمارية الخدمية		
	check the available service partnership	المتاحة.		
	opportunities.			
c c	■ The investor is encouraged to propose	يمكن للمستثمر طرح أفكار استثمارية	٠	G. خطوات استثمار
G. Steps to invest	new investment ideas for the	خدمية جديدة.		
and develop	determined type of services.			وتطوير مشــــاريع خدمية بأســلوب
service projects in	 The investor submits the investment 	يقدم المستثمر طلب الاستثمار والمشاركة	•	
partnership:	request to the pre-determined	على الأصل غير الملموس (الخدمة) وفق		الشراكة
	intangible asset according to the	النموذج المعتمد بهذا الخصوص.		
	approved forms and templates.			
	 The investor will fill out the investment forms, which give detailed 	19 1		
	information about the investor's	الاستثمارية الخاصة بالتعريف عن الشريك الاستراتيجي.		
	mornation about the investors	الشريب الأسرابيي.		

	T	
credentials and capacities as a strategic partner.		
The investor shall submit preliminary	■ يقدم المستثمر دراسة جدوى اقتصادية	
feasibility study for the project to be		
	اولية للمشروع المزمع تأسيسه.	
established and to the partnership		
parameters.		
The holding company asks a valuation	 يتم اجراء تخمين للأصل غير الملموس من 	
committee that consists of three	لجنة ثلاثية للتخمين مكونة من مختصين	
experts, in order to estimate the value	هذا المجال بهدف تحديد قيمة الأصل	
of the pre-determined intangible asset	غير الملموس.	
(s), the experts should be listed in the		
company approved experts lists.		
The partnership process involves the	■ تتضمن عملية المشاركة بتأسيس شركة	
establishment of a joint stock	خاصة بين الشركة القابضة والمستثمر.	
company between the holding		
company and the investor.		
The investor will be informed of the	 یتم إعلام المستثمر بنتیجة عملیة 	
assessment or valuation results, and	, , , , , , , , , , , , , , , , , , , ,	
then the negotiating process would	· · ·	
start to reach agreed terms of the		
, and the second		
partnership and its determinants (type	الخ).	
of company - shares and percentage of		
contribution - management etc).		
The investor's proposal, investment		
file, and the assessment and	الاستثمارية مع نتيجة عملية التقييم	
negotiation results are submitted to	والتفاوض والاقتراح المناسب إلى لجنة	
DCH's Investment Committee along	الاستثمار للدراسة وابداء الرأي وتقديم	
with executive management's	التوصية الملائمة ورفعها لمجلس الإدارة	
recommendations to the appropriate	لاتخاذ القرار المناسب حسب خطة	
partnership terms.	الاستثمار والتمويل.	
The committee shall discuss and make		
its recommendation regarding the		
appropriate proposal and send it to		
DCH's Board to take the final decision		
based on DCH's investment plan.		
 After getting DCH's board's approval, 	■ يتم، في حال الحصول على موافقة	
the procedures of signing a		
partnership contract are finalized,	الخاصة بعملية المشاركة.	
including payment terms and title		
deeds transfer procedures and the		
procedures and the		

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nvestment Guidelines			
	parties other rights and responsibilities .		
	The value of the agreed intangible assets (Service's rights) invested in the process of partnership represent the holding company's share in capital of the new established company (capital in kind), and the ownership is transferred to the new established company in accordance with deadlines set by the Companies Law.	تعتبر قيمة الأصول غير الملموسة المتفق علها والمطلوب المشارك باستثمارها حصة الشركة القابضة (مقدمات عينية) برأسمال الشركة الجديدة، وتنتقل ملكيتها (حق استثمارها) للشركة وفق المهل المحددة بقانون الشركات.	
	The investor shall pay in cash the value of his/her/its share of capital in the partnership in accordance with the agreed terms and the provisions mentioned in the Companies Law.	يقدم المستثمر القيمة المقابلة لحصته بالشراكة نقداً وفق الشروط المتفق علها وبما لا يخالف الضوابط المحددة بقانون الشركات وتعتبر رأسمال نقدي للشركة الجديدة.	