

**Concrete Fashion Group for Commercial and Industrial
Investments S.A.E**

Corporate Governance report

For the fiscal year ending January 31, 2024



Hazem Hassan

Public Accountants & Consultants

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Limited Assurance report on The Board of Directors' Report on the Corporate Governance Rules

To the shareholders of Concrete Fashion Group for Commercial and Industrial Investments (An Egyptian Joint stock company - Under Public Free zone) (Al Arafa for Investment and consultancies - Previously)

Introduction

We were engaged to provide a limited assurance report on the preparation and presentation of the Board of Directors' report on the corporate governance rules for Concrete Fashion Group for commercial and industrial Investments (An Egyptian Joint stock company - Under Public Free zone) (Al Arafa for Investment and consultancies - Previously) for the year ended January 31, 2024, prepared as per the illustrative guidance referred to in the Egyptian Stock Exchange commission letter to the Board of Directors.

Management responsibilities

The Board of Directors is responsible for preparation and presentation of its report on their compliance to the corporate governance rules as per the illustrative guidance referred to in the Egyptian Stock exchange commission letter to the Board of Directors. The Board of Directors is also responsible of ensuring compliance to the corporate governance rules as per the illustrative guidance issued by the Financial Regulatory Authority and the Egyptian Guidance for Corporate Governance issued by virtue of the Board of the Financial Regulatory Authority Decree No. 84 dated July 26, 2016, the Board of Directors as well is responsible for determination of the noncompliance areas and reasons for noncompliance.

Our Responsibility

Our responsibility is to report thereon in the form of an independent limited assurance conclusion on the Company's compliance on the preparation and presentation of the Board of Directors report referred to above as per the Board of Directors report's illustrative guidance referred to in the Egyptian Stock Exchange commission letter based on the procedures performed, and the evidence obtained. We conducted our engagement in accordance with Egyptian Standard on Assurance Engagements (3000) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" which requires complying with independence and other ethical requirements.



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That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance through observation and inquiries to the persons in charge of preparation and presentation of the compliance to the corporate governance rules report and obtaining the supporting documentation when relevant. We believe that the evidence obtained is sufficient and appropriate as a basis for our limited assurance conclusion.

As per the requirements of paragraph (49 - D) of the Standard (3000), our procedures were limited to the precise measurable contents and cannot be extended to the qualitative aspects in terms of operating effectiveness, accuracy and completeness, such as management procedures to comply with corporate governance rules, assessing the performance of the Board of Directors, committees, executive management, violations and resolutions. Accordingly, our responsibility, procedures on the report to provide a Limited assurance on the preparation and presentation of the board of directors' report on the corporate governance rules cannot be extended to the assessment of the operating effectiveness of the internal control system, compliance, and operating effectiveness of the corporate governance system.

Our report is solely prepared to fulfil the requirements of article No. 40 of the Egyptian Stock Listing and Delisting rules and should not be used for any other purpose or to be distributed to any other parties.

Conclusion

In our opinion, the Board of Directors report on the compliance of the Company to the corporate governance rules referred to above for the year ended January 31, 2024, includes information and is presented in all material respects as per the illustrative guidance of Board of Directors report referred to in the referred to in the Egyptian Stock Exchange commission.

Alexandria on May 15, 2024

KPMG Hazem Hassan
Public accountants and consultants

KPMG Hazem Hassan

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Public Accountants and consultants

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Governance report on Concrete Fashion Group for Commercial and Industrial Investments S.A. E for the fiscal year ending on 31/01/2024.

1- Information about the company

Company Name		Concrete Fashion Group for Commercial and Industrial Investments S.A. E	
Company's purpose		Carrying out the activity of financial and administrative consultancy, investing in the capital of other Egyptian and foreign companies, contributing to the restructuring of companies, and providing them with technical and administrative support.	
The fixed term of the company	25 Years	Listing day in the Egyptian stock exchange	01/09/2006
The law that governs the company	Law no.8 for the year 97 and its executive regulations	The nominal value of the share	0.07 \$
The last authorized capital	32,917,500 \$	The last issued capital	32,917,500 \$
The last paid-up capital.	32,917,500 \$	Number and date of registration in the commercial register.	17426 in 16/01/2006
Contact person.		Norhan Zaazou	
Head office address		15 St. Near North Area, Nasr City, Public Free Zone, Cairo, Egypt	
Telephone Number	2 02 22731093	Fax Number	2 02 22731124
Website		www.concretefashiongroup.com	
Email		investorrelations@concretefashiongroup.com	

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General Assembly of Shareholders

Ownership structure according to the company's shareholders structure on 31/03/2024

5% of Holders or more of the company's shares	Ultimate beneficiary	Number of shares at the date of the financial statements	Percentage %
Aristote International	Eng. Rashid Mohamed Rashid	125,159,170	26.6%
Mrs. Samaa Abdel Gawad Mohamed Ragab	Ultimate beneficiary owner	77,436,541	16.47%
Mrs. Shereen Ahmed Abdel Maksoud Arafa	Ultimate beneficiary owner	66,576,321	14.16%
Mr. Ashraf Ahmed Abdel Maksoud Arafa	Ultimate beneficiary owner	55,949,224	11.90%
Ms. Malak Alaa Ahmed Arafa	Ultimate beneficiary owner	44,341,111	9.43%
Ms. Shams Alaa Ahmed Arafa	Ultimate beneficiary owner	44,341,111	9.43%
Dr. Alaa Ahmed Abdel Maksoud Arafa	Ultimate beneficiary owner	100	0.00%
Total		413,803,578	88.00 %

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Board of Directors

Formation of the board of directors

No.	Name	Member (executive / non-executive / independent)	Number of shares owned	Joining Date	Representation
1	Mr. Maria Luisa Cicognani	Independent Chairperson -	0	3/10/2021	None
2	Dr. Alaa Ahmed Abdel Maksoud Arafat	Vice Chairman and CEO Executive	100	16/1/2006	None
3	Mr. Mohamed Talaat Mohamed Khalifa	Managing Director – Executive	0	14/6/2018	None
4	Mr. Mohamed Ahmed Elsayed Morsy	Managing Director for Financial Affairs – Executive	0	14/6/2018	None
5	Mr. Ahmed Mohamed Abdelrahman Abo-Yazid	Non-executive board member	50	11/03/2020	None
6	Eng. Hany Nabih Aziz Berzi	Independent board member	0	9/8/2018	None
7	Mr. Mohamed Ahmed Hassan Dawood	Non-executive board member	1,304,955	23/12/2009	None
8	Mr. Mohamed Hazem Saad Zaghloul	non-executive board member	59,400	11/03/2020	None
9	Mr. Hassan Al khatib	non-executive board member -independent	0	30/04/2024	None

Chairman of Board of Directors

The responsibilities of the Chairman of the Board of Directors according to the powers entrusted to him are as follows:

1. Calling for the meeting of the Board of Directors, setting up the meeting agenda and running its sessions.
2. Calling for the ordinary and extraordinary General Assembly to consider the agenda submitted by the Board of Directors.
3. Ensuring that sufficient, accurate and timely information is provided to Board members and shareholders.
4. Ensuring that decisions made are based on sound judgment and thorough knowledge of the matters involved. Additionally, she should ensure that an appropriate mechanism is in place for the effective and timely implementation of such decisions.

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5. Receiving reports and recommendations from all committees and submitting same to the Board on a periodic basis to take the appropriate action.
6. Ensuring that all Board directors conduct self-assessment, to assess a member's commitment to the duties of her post.
7. Ensure the commitment of the Board to accomplish its duties to the fullest in order to achieve the best interest of the company with the need to avoid conflict of interest.
8. Ensuring the effectiveness of the governance system applied, as well as the effectiveness of the performance of the Board its committees.

Chief Executive Officer

The duties and responsibilities of the Chief Executive Officer, according to the powers granted to him by the Board, are as follows:

- 1) Implementing the company's annual strategy and plan as approved by the Board.
- 2) Presiding the company's management; running its day-to-day business; overseeing the workflow in all organizational units; following up the performance of all activities; taking the necessary decisions within his/her authority to ensure the regularity of work and the achievement of the company's objectives, while working on increasing customers' satisfaction.
- 3) Implementing all the company's policies, regulations, and bylaws, as approved by the Board of Directors.
- 4) Proposing the topics for periodic meetings of the Board, in consultation with the Board Chairperson.
- 5) Overseeing the drafting of financial and non-financial periodic reports on the company's financial statements and performance assessment.
- 6) Actively participating in building and developing the culture of ethical values within the company, and proposing reward and motivation Schemes, and succession planning mechanism as approved by the Board for ensuring the loyalty of employees and maximizing the company's value.
- 7) Specifying the duties and responsibilities of all employees, pursuant to the applicable operating rules and directives of the Board of Directors.

Secretary of the Board of Directors

The company is keen to provide the position of secretary to the board of directors and to carry out its duties to the fullest.

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The conduct of the meetings of the Board of Directors and its committees

The company displays the number of board meetings and its committees, and the names of the members who were absent from the board or committee meetings, through the following form:

Follow-up schedule for Board members' attendance at Board and Committee meetings and General Assembly meetings

Name	Enrollment Date	Board of Directors	General Assembly meetings	Audit Committee	Compensation & Nomination Committee
Mrs. Maria Luisa Cicognani	03/10/2021	9/9	2/2	4/4	-
Dr. Alan Ahmed Abdel Maksoud Arafa	14/11/2006	9/9	2/2	-	-
Mr. Mohamed Talaat Mohamed Khalifa	14/06/2018	9/9	2/2	4/4	-
Mr. Mohamed Ahmed Elsayed Morsy	14/06/2018	9/9	2/2	-	1/1
Mr. Ahmed Mohamed Abdelrahman Abo-Yazeed	11/03/2020	9/9	2/2	4/4	-
Eng. Hany Nabih Aziz Berzi	09/08/2018	9/9	2/2	4/4	1/1
Mr. Mohamed Ahmed Hassan Dawood	21/06/2010	9/9	2/2	-	1/1
Mr. Mohamed Hazem Saad Zaghloul	11/03/2020	9/9	2/2	-	1/1
Mr. Hassan Al khatib	17/03/2024	1/9	-	-	-

- The appointment of Mr. Hassan El Khatib as Independent Board Member as of Board meeting decision held on 17/03/2024.

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Board Committees

Committee Formation

Audit Committee

NO.	Name	Name of the committee	Member status (non-executive/independent)	Status in the committee
1	Eng. Hany Nabih Aziz Berzi	Audit Committee	Independent	Chair of the committee
2	Mrs. Maria Luisa Cicognani	Audit Committee	Independent	Committee member
3	Mr. Ahmed Mohamed Abdelrahman Abo-Yazid	Audit Committee	Non-executive	Committee member
4	Mr. Mohamed Abdelfatah Mohamed	Audit Committee	Non-executive	Committee member
5	Mr. Amr Mohamed Mostafa El-Shaabini	Audit Committee	Non-executive	Committee member

Responsibilities of the Audit Committee:

- Review the company's internal controls and draw up a written report on the committee's opinion and recommendations about such controls.
- Review financial statements before submission to the Board of Directors, and express opinion and make recommendations about such statements.
- Review the adopted accounting policies, and express opinion and make recommendations about such policies.
- Consider the observations and recommendations of the External Auditor on the financial statements as well as the notes and recommendations set forth in the audit management letter received from the External Auditor
- Discuss and approve the annual plan of the internal audit department, and follow up its effectiveness, and ensure that the plan covers all the company's departments and activities.
- Review the internal audit reports and identify the weaknesses in the company and the reasons for such weaknesses and follow up the remedial procedures.
- Invite the company's External Auditor, director of the internal audit department, or any other individual inside or outside the company to attend the committee's meetings, when necessary.

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Compensation and remuneration committee

NO.	Name	Name of the committee	Member status (non-executive/independent)	Status in the committee
1	Eng. Hany Nabih Aziz Berzi	Compensation and remuneration Committee	Independent	Chair of the committee
2	Mr. Mohamed Abdelfatah Mohamed	Compensation and remuneration Committee	Non-executive	Committee member
3	Mr. Mohamed Hazem Saad Zaghloul	Compensation and remuneration Committee	Non-executive	Committee member
4	Mr. Mohamed Ahmed Hassan Dawood	Compensation and remuneration Committee	Non-executive	Committee member

Role of Compensation and remuneration committee.

- Propose clear policies of remuneration and compensation of the directors of the Board, committee members and senior executives in the company; adopt performance-based criteria in determining such compensation; and regularly review such policies every year, after conducting the necessary studies and survey on remuneration packages.
- Pare a detailed annual report on all remuneration, benefits, and advantages received by the members of the Board and top management.
- Proposing clear policies for the remuneration and entitlements of the Board of Directors, committee members and executives of the company, and using performance-related criteria in determining those entitlements and reviewing these policies annually after conducting the necessary studies and surveys regarding remuneration packages.
- Prepare a detailed annual report on all rewards, benefits and benefits obtained by the Board members and the top management to be presented to the general assembly.

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Investment Committee

NO.	Name	Name of the committee	Member status (non-executive/independent)	Status in the committee
1	Mrs. Maria Luisa Cicognani	Investment Committee	Independent	Chair of the committee
2	Dr. Alaa Ahmed Abdel Maksoud Arafa	Investment Committee	Executive	Committee member
3	Mr. Mohamed Talaat Mohamed Khalifa	Investment Committee	Executive	Committee member
4	Mr. Mohamed Ahmed Elsayed Morsy	Investment Committee	Executive	Committee member
5	Mr. Ahmed Mohamed Abdelrahman Abo-Yazid	Investment Committee	Non-executive	Committee member

Risk Committee

N/A

Governance Committee

N/A

Regulatory Environment

Internal control system

The company has an internal control system to reduce risks and establish accountability rules for the company.

The goals of the internal control system include the following:

- Achieve complete segregation between the responsibilities and authorities of all staff at the company.
- Ensure the accuracy and quality of information so that correct and accurate information is provided about the company whether to the company itself or to others.
- Protect the company's physical assets from the risks that they may be exposed to; and record and register such assets in the company's records.
- Increase the company's production efficiency and achieve its targets with the least expenses but with the same quality standards.

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Internal Audit Department

The company's internal audit is an independent department that works to add value and improve the performance of the company's operations to help it achieve its goals by adopting a systematic and organized approach aimed at evaluating the means and internal control systems.

The Internal Audit Department works on:

- Ensure that audit procedures are in place within the company and verify their effectiveness
- Verify the company's compliance with the rules of governance
- Reviewing the internal control systems and procedures applied in the company and working to develop them with the development of business.

Auditor

The renewal of appointment Mr. Mohamed Tarek Mostafa the corporate partner- KPMG- Hazem Hassan office for legal accountants and consultants as auditor for the company financials as per the Board meeting held on 18/12/2023 due to the death of Mr. Ehab Mohamed Abo El Magd, and this until the approval of appointment in next the general assembly meeting.

Disclosure and Transparency

Material information and financial and non-financial disclosure

The company abides by the disclosure requirements established by the Egyptian Financial Supervisory Authority and the Egyptian Stock Exchange, and the company seeks to achieve the goal of transparency by disclosing the company's financial and non-financial information by disclosing its annual and periodic financial statements and the annual and periodic auditor's reports, as well as the Board of Directors' report and Accounting policies, material information, board members' information, shareholders' structure and dividends distribution, through the company's website, and handing it over to the Disclosure Department of the Egyptian Stock Exchange, as well as publishing in daily newspapers regarding the annual financial statements and the executive management report.

The company also discloses, through periodic and annual financial reports, the Egyptian Stock Exchange, and the company's website, for the following information:

- Internal information that includes the company's goals, vision, nature of its activities, and the company's plans and future strategy.
- Ownership structures for the subsidiaries of the company.
- All related party's transactions.

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- Disclosure to its shareholders and to the regulatory authorities of the treasury shares.
- Providing the Authority and the Stock Exchange with the decisions of the Ordinary and Extraordinary General Assembly immediately upon its conclusion and no later than before the start of the first trading session following the end of the meeting. The company is also obligated to provide the Stock Exchange within a week at most from the date of the General Assembly meeting with the minutes, provided that they are approved by the Chairman of the Board of Directors.
- Providing the Stock Exchange with the minutes of the general assembly meetings approved by the competent administrative authority, within a period not exceeding three working days from the date of receiving them.
- Providing the Authority and the Stock Exchange with a summary of the decisions that contain material events issued by its Board of Directors immediately after its conclusion and no later than before the start of the first trading session following the end of the meeting.
- Providing the Authority and the Stock Exchange with a statement approved by the company's board of directors with the most important results of its business compared to the corresponding period in accordance with the form prepared for this by the Stock Exchange, as soon as the Board of Directors finishes approving the annual or quarterly (periodic) financial statements in preparation for referring them to the auditor to issue his report on them. Provided that such disclosure shall be made after the end of the meeting and no later than before the beginning of the trading session following the end of the meeting.
- Announcing the decision of the competent authority on cash dividends or free stock dividends.
- Disclosure when the holdings of a shareholder and its related parties exceed or decrease 5% and its multiples of the number of securities representing the capital of the company listed in the Stock Exchange or its voting rights, including the shares that have been subscribed for by purchasing its subscription rights.
- Disclosure of the future investment plan and the shareholder's directions regarding the company's management if the purchased percentage and the parties associated with it amount to 25% or more of the company's capital or voting rights.
- Disclosure when any arbitration rulings or judicial rulings are issued at any stage of litigation with those rulings that affect its financial position or the rights of its securities holders or have an impact on trading prices or the investment decision of the dealers.

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Investor Relations

The company's investor relations department is working to improve the quality of its services and relations between investors by working on the company's connection with the investment market, opening channels of communication with investors and conveying market views and investors' concerns to the board of directors on an ongoing basis, through continuous communications from portfolio managers, financial analysts, brokers and other market actors with activating and consolidating the relationship with current and prospective investors through the following:

- Develop a strategy for the investor relations program through understanding the market and the company's requirements. The head of Investor Relations shall determine the priorities of the required activities and set up the strategy required to implement these activities in collaboration with the Board of Directors.
- Participate in setting up the disclosure policy applied in the company and obtain the Board of Directors approval of it.
- putting a plan for retaining the existing investors and attracting new investors by raising awareness in the market about the company's activities and opportunities for its future growth and identifying the factors that affect the company's profitability.
- Communicate with analysts, investors, and media representatives; and provide information to curb rumors and shocks that lead to fluctuations of the trading volumes and prices.
- Organize the information released by the company in accordance with the applicable disclosure rules.
- Establish and monitor the investors' database in terms of either the type of investor or the investor's geographical location.
- Introduce the new members of the Board of Directors and /or members of the top management to the market.
- Organize investors' road shows, analyst meetings and events for the company according to a prepared plan; and facilitate investors' visits to the company's various sites.
- Communicate with investors through various communication channels such as the company's website, social networking sites and press reports; and participate in the preparation of the annual report which existing and potential investors take interest in.
- Prepare the disclosure report required by the company; and create the content related to investor relations on the company's website and update it regularly.

Disclosure Tools

Board of Directors Report

The company issues an annual report in accordance with Companies Law No. 159 of 1981 and its executive regulations, to be presented to the general assembly of shareholders and regulatory authorities.

Disclosure Report

The company issues a quarterly disclosure report prepared by the company's management with the assistance of its investor relations department.

Website

The company's website is www.concretefashiongroup.com in Arabic and English

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Charters and Policies

Code of Ethics and Professional Conduct

The company has an internal charter on ethics and professional conduct, which includes a set of values that work to control and regulate the rules of job conduct and professional ethics within the company. It contains the standards of behavior that all company employees must follow and observe in all transactions and in every location in which they perform their work in a way that positively affects the reputation and credibility of the company and the integrity of its employees, in a way that guarantees the rights of its shareholders and all those who deal with it.

Succession Planning

Succession planning policy aims to develop procedures, and evaluate the processes of selection, recruitment, and promotion within the framework of securing the best qualified candidates for the right positions in tandem with encouraging professional development and raising the skills of existing employees. Additionally, the policy targets to develop a succession plan for executive management in emergencies, or in the short and long terms, while placing special emphasis on succession planning for key executives, through the company's human resources procedures manual, and through a list of candidates for key positions to be prepared on a regular and effective basis, this is bound to achieve a value added potential for the company and guarantee its sustainability.

Whistleblowing Policy

The aim of the whistleblowing policy is to encourage employees and stakeholders of the company to report any misconduct, in violation of the code of ethics, or any illegal acts, and to have in place effective measures of liability and accountability, thereby fostering honesty and integrity principles across the various activities of the company. Equally crucial is that whistleblowing policy provides protection for those who make such reporting, to encourage persons inside and outside the company to early detect any misconducts/illegal acts and come forward and report them at once. Confidentiality should be warranted to whistleblowers. However, such reporting should be based on objective documents or information.

Internal, Related Parties and Associated Parties Dealing Policy

The company takes the necessary measures aimed at controlling insider trading on the company's shares in accordance with the rules of the regulatory authorities, regulating relations with related parties and concluding netting contracts in accordance with the rules of the Financial Supervisory Authority through:

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- Banning any of the insiders and the group associated with them from dealing in any securities issued by the company within five working days before and one working day after publishing any material information.
- Banning any of the shareholders who own 20% or more on their own or through the group associated with them from dealing, unless after notifying the Stock Exchange of this prior to implementation.
- Banning the members of the company's board of directors, whatever the percentage of their contribution to the capital, and its officials, or persons who have access to information that is not available to others and has an impact on the price of the security, the purchase or sale of these securities to which this information relates.

No.	Member Name	Number of shares owned at the beginning of the year	Shares purchased during the year by date. (to be added)	Shares sold during the year by date (deducted)	Stock balance at the end of the year
1	Ms. shams Alaa Arafa	43,791,111	550,000	0	44,341,111
2	Ms. Malak Alaa Arafa	43,791,111	550,000	0	44,341,111

Social and Environmental Responsibility Policy

The company follows a clear policy towards social and environmental responsibility and its continuous commitment to contribute to economic and social development through the institutions it has established for this purpose. Among the group's contributions on the environmental level, the factories of the group companies obtained the ISO 14001 certificate related to the environmental management system in addition to the ISO 9001 certificate related to the production quality system.

The group factories also provide training for workers over a period of three months from the beginning of employment on environmental policies and industrial security. In addition, the group's factories are committed to complete management of the waste generated from the production process.

On the level of social contributions, the group established Arafa Charitable Hospital in Shebin El-Koum Center - Menoufia. It also provides a group of fully equipped housing for expatriate workers that contains a complex for recreational activities near the factories of the Tenth of Ramadan, as well as providing nurseries for factory workers and fully equipping them with educational activities. And entertainment, where there is a complete administrative structure for teachers and nursery workers, and the nursery accommodates about 750 children, in addition to the group's contribution to the beautification and development of the Tenth of Ramadan area.



Vice Chairman and Chief Executive Officer
Dr. Abu Ahmed Abdel Maksoud Arafa

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