

**Union Properties  
Public Joint Stock  
Company  
and its subsidiaries**

**Interim condensed consolidated  
financial information**  
*30 June 2012*

# Union Properties Public Joint Stock Company and its subsidiaries

## Interim condensed consolidated financial information

30 June 2012

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## **Independent auditors' report on review of interim condensed consolidated financial information**

The Shareholders  
Union Properties Public Joint Stock Company

### **Introduction**

We have reviewed the accompanying interim condensed consolidated statement of financial position of Union Properties Public Joint Stock Company ("the Company") and its subsidiaries (collectively referred to as "the Group") as at 30 June 2012, the interim condensed consolidated income statement and interim condensed consolidated statements of comprehensive income, cash flows, and changes in equity for the six month period then ended ("the interim condensed consolidated financial information"). Management is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard No. 34, '*Interim Financial Reporting*'. Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

### **Scope of review**

We conducted our review in accordance with the 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 information as at and for the six month period ended 30 June 2012 is not prepared, in all material respects, in accordance with IAS 34 '*Interim Financial Reporting*'.

Vijendranath Malhotra  
(Registration No. B 48)  
Dubai, United Arab Emirates

# Union Properties Public Joint Stock Company and its subsidiaries

## Interim condensed consolidated income statement (unaudited) for the six month period ended 30 June 2012

|                                                                                     | Note | Six month period ended 30 June 2012      |                                       |                  | Six month period ended 30 June 2011      |                                       |                  |
|-------------------------------------------------------------------------------------|------|------------------------------------------|---------------------------------------|------------------|------------------------------------------|---------------------------------------|------------------|
|                                                                                     |      | Property management and sales<br>AED'000 | Other operating activities<br>AED'000 | Total<br>AED'000 | Property management and sales<br>AED'000 | Other operating activities<br>AED'000 | Total<br>AED'000 |
| <b>Revenue</b>                                                                      | 12   | 398,240                                  | 605,747                               | 1,003,987        | 1,457,739                                | 791,569                               | 2,249,308        |
| Direct costs                                                                        |      | (347,259)                                | (496,560)                             | (843,819)        | (1,160,636)                              | (673,254)                             | (1,833,890)      |
| <b>Gross profit</b>                                                                 | 12   | 50,981                                   | 109,187                               | 160,168          | 297,103                                  | 118,315                               | 415,418          |
| Administrative and general expenses                                                 |      |                                          |                                       | (70,984)         |                                          |                                       | (72,313)         |
| Finance income                                                                      |      |                                          |                                       | 1,297            |                                          |                                       | 2,083            |
| Finance expense                                                                     |      |                                          |                                       | (107,549)        |                                          |                                       | (201,732)        |
| Other income                                                                        |      |                                          |                                       | 4,100            |                                          |                                       | 4,520            |
| Gain on sale of investment properties                                               | 6    |                                          |                                       | 5,540            |                                          |                                       | 2,296            |
| Share in profit of joint ventures                                                   | 5    |                                          |                                       | 13,131           |                                          |                                       | 6,710            |
| <b>Profit for the period before valuation of properties</b>                         |      |                                          |                                       | 5,703            |                                          |                                       | 156,982          |
| Gain/(Loss) on valuation of properties                                              | 6    |                                          |                                       | 100,279          |                                          |                                       | (595,559)        |
| <b>Profit/(loss) for the period attributable to the shareholders of the Company</b> |      |                                          |                                       | 105,982          |                                          |                                       | (438,577)        |
| <b>Basic and diluted earnings per share (AED) (for the period)</b>                  | 11   |                                          |                                       | 0.031            |                                          |                                       | (0.130)          |

The notes on pages 8 to 13 form an integral part of this interim condensed consolidated financial information.

The independent auditors' report on review of interim condensed consolidated financial information is set out on page 1.

# Union Properties Public Joint Stock Company and its subsidiaries

## Interim condensed consolidated income statement (unaudited) (continued)

for the six month period ended 30 June 2012

|                                                                                     | Note | Three month period ended 30 June 2012    |                                       |                  | Three month period ended 30 June 2011    |                                       |                  |
|-------------------------------------------------------------------------------------|------|------------------------------------------|---------------------------------------|------------------|------------------------------------------|---------------------------------------|------------------|
|                                                                                     |      | Property management and sales<br>AED'000 | Other operating activities<br>AED'000 | Total<br>AED'000 | Property management and sales<br>AED'000 | Other operating activities<br>AED'000 | Total<br>AED'000 |
| <b>Revenue</b>                                                                      | 12   | 238,404                                  | 318,545                               | 556,949          | 332,988                                  | 436,397                               | 769,385          |
| Direct costs                                                                        |      | (235,180)                                | (262,307)                             | (497,487)        | (259,260)                                | (370,106)                             | (629,366)        |
| <b>Gross profit</b>                                                                 | 12   | 3,224                                    | 56,238                                | 59,462           | 73,728                                   | 66,291                                | 140,019          |
| Administrative and general expenses                                                 |      |                                          |                                       | (35,849)         |                                          |                                       | (34,305)         |
| Finance income                                                                      |      |                                          |                                       | 502              |                                          |                                       | 700              |
| Finance expense                                                                     |      |                                          |                                       | (47,093)         |                                          |                                       | (102,572)        |
| Other income                                                                        |      |                                          |                                       | 2,029            |                                          |                                       | 2,127            |
| Loss on sale of investment properties                                               | 6    |                                          |                                       | (2,855)          |                                          |                                       | (923)            |
| Share in profit of joint ventures                                                   | 5    |                                          |                                       | 7,095            |                                          |                                       | 4,398            |
| <b>(Loss)/profit for the period before valuation of properties</b>                  |      |                                          |                                       | (16,709)         |                                          |                                       | 9,444            |
| Gain/(loss) on valuation of properties                                              | 6    |                                          |                                       | 100,279          |                                          |                                       | (530,231)        |
| <b>Profit/(loss) for the period attributable to the shareholders of the Company</b> |      |                                          |                                       | 83,570           |                                          |                                       | (520,787)        |
| <b>Basic and diluted earnings per share (AED) (for the quarter)</b>                 | 11   |                                          |                                       | 0.025            |                                          |                                       | (0.155)          |

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# Union Properties Public Joint Stock Company and its subsidiaries

## Interim condensed consolidated statement of comprehensive income (unaudited) for the six month period ended 30 June 2012

|                                                  | Six month period ended<br>30 June |                  | Three month period<br>30 June |                  |
|--------------------------------------------------|-----------------------------------|------------------|-------------------------------|------------------|
|                                                  | 2012<br>AED'000                   | 2011<br>AED'000  | 2012<br>AED'000               | 2011<br>AED'000  |
| <b>Profit/(loss) for the period</b>              | <b>105,982</b>                    | <b>(438,577)</b> | <b>83,570</b>                 | <b>(520,787)</b> |
| <b>Other comprehensive income for the period</b> |                                   |                  |                               |                  |
| Net movement in cash flow hedge                  | 60                                | 227              | 7                             | 173              |
| <b>Total comprehensive income for the period</b> | <b>106,042</b>                    | <b>(438,350)</b> | <b>83,577</b>                 | <b>(520,614)</b> |

The notes on pages 8 to 13 form an integral part of this interim condensed consolidated financial information.

The independent auditors' report on review of interim condensed consolidated financial information is set out on page 1.

# Union Properties Public Joint Stock Company and its subsidiaries

## Interim condensed consolidated statement of financial position (unaudited)

at 30 June 2012

|                                                                     | Note | Unaudited<br>30 June 2012<br>AED'000 | Audited<br>31 December 2011<br>AED'000 | Unaudited<br>30 June 2011<br>AED'000 |
|---------------------------------------------------------------------|------|--------------------------------------|----------------------------------------|--------------------------------------|
| <b>ASSETS</b>                                                       |      |                                      |                                        |                                      |
| <b>Non-current assets</b>                                           |      |                                      |                                        |                                      |
| Intangible assets                                                   | 9    | 296                                  | 40,776                                 | 40,776                               |
| Property, plant and equipment                                       |      | 126,305                              | 131,555                                | 136,192                              |
| Investment properties                                               | 6    | 4,512,095                            | 4,266,030                              | 5,731,645                            |
| Development properties                                              | 7    | 1,360,743                            | 1,555,536                              | 2,744,591                            |
| Investment in joint ventures                                        | 5    | 482,022                              | 424,890                                | 432,588                              |
| Non-current receivables                                             |      | 163,770                              | 166,533                                | 175,850                              |
|                                                                     |      | <u>6,645,231</u>                     | <u>6,585,320</u>                       | <u>9,261,642</u>                     |
| <b>Current assets</b>                                               |      |                                      |                                        |                                      |
| Other investments                                                   |      | 5,303                                | 4,824                                  | 5,031                                |
| Inventories                                                         |      | 33,219                               | 41,940                                 | 1,153,184                            |
| Contract work-in-progress                                           |      | 255,753                              | 241,536                                | 418,374                              |
| Trade and other receivables                                         |      | 1,992,431                            | 2,035,692                              | 2,069,380                            |
| Due from related parties                                            |      | 215,693                              | 33,687                                 | 22,959                               |
| Cash in hand and at bank                                            |      | 258,618                              | 234,769                                | 470,712                              |
|                                                                     |      | <u>2,761,017</u>                     | <u>2,592,448</u>                       | <u>4,139,640</u>                     |
| <b>Total assets</b>                                                 |      | <u><u>9,406,248</u></u>              | <u><u>9,177,768</u></u>                | <u><u>13,401,282</u></u>             |
| <b>EQUITY AND LIABILITIES</b>                                       |      |                                      |                                        |                                      |
| <b>Capital and reserves</b>                                         |      |                                      |                                        |                                      |
| Share capital                                                       |      | 3,366,857                            | 3,366,857                              | 3,366,857                            |
| Treasury shares                                                     |      | (4,998)                              | (4,998)                                | (4,998)                              |
| Statutory reserve                                                   |      | -                                    | -                                      | 1,467,573                            |
| General reserve                                                     |      | 313,697                              | 313,697                                | 313,697                              |
| Hedging reserve                                                     |      | 13                                   | (47)                                   | 66                                   |
| Revaluation surplus                                                 |      | -                                    | -                                      | 39,507                               |
| Accumulated losses                                                  |      | (1,182,532)                          | (1,288,514)                            | (1,664,247)                          |
| <b>Total equity attributable to the shareholders of the Company</b> |      | <u><u>2,493,037</u></u>              | <u><u>2,386,995</u></u>                | <u><u>3,518,455</u></u>              |
| <b>Non-current liabilities</b>                                      |      |                                      |                                        |                                      |
| Long-term bank loans                                                | 10   | 3,098,819                            | 2,796,223                              | 4,469,834                            |
| Advances from sale of properties                                    |      | 301,780                              | 455,813                                | 1,014,450                            |
| Deferred income                                                     |      | 27,563                               | 28,688                                 | 29,813                               |
| Non-current payables                                                |      | 26,327                               | 17,006                                 | 31,405                               |
| Provision for staff terminal benefits                               |      | 78,538                               | 78,700                                 | 77,722                               |
|                                                                     |      | <u><u>3,533,027</u></u>              | <u><u>3,376,430</u></u>                | <u><u>5,623,224</u></u>              |
| <b>Current liabilities</b>                                          |      |                                      |                                        |                                      |
| Trade and other payables                                            |      | 2,575,552                            | 2,170,929                              | 2,350,798                            |
| Advances and deposits                                               |      | 78,296                               | 124,463                                | 164,760                              |
| Due to related parties                                              |      | 16,619                               | 26,817                                 | 36,675                               |
| Short-term bank borrowings                                          |      | 88,036                               | 119,282                                | 151,873                              |
| Current portion of long-term bank loans                             | 10   | 621,681                              | 972,852                                | 1,555,497                            |
|                                                                     |      | <u><u>3,380,184</u></u>              | <u><u>3,414,343</u></u>                | <u><u>4,259,603</u></u>              |
| <b>Total liabilities</b>                                            |      | <u><u>6,913,211</u></u>              | <u><u>6,790,773</u></u>                | <u><u>9,882,827</u></u>              |
| <b>Total equity and liabilities</b>                                 |      | <u><u>9,406,248</u></u>              | <u><u>9,177,768</u></u>                | <u><u>13,401,282</u></u>             |

The notes on pages 8 to 13 form an integral part of this interim condensed consolidated financial information.



Director



General Manager

The independent auditors' report on review of interim condensed consolidated financial information is set out on page 1.

# Union Properties Public Joint Stock Company and its subsidiaries

## Interim condensed consolidated statement of cash flows (unaudited)

for the six month period ended 30 June 2012

|                                                             |      | Six month period ended<br>30 June |                 |
|-------------------------------------------------------------|------|-----------------------------------|-----------------|
|                                                             | Note | 2012<br>AED'000                   | 2011<br>AED'000 |
| <b>Operating activities</b>                                 |      |                                   |                 |
| Profit for the period                                       |      | 105,982                           | (438,577)       |
| <i>Adjustments for:</i>                                     |      |                                   |                 |
| Depreciation                                                |      | 21,225                            | 11,117          |
| Gain on disposal of investment properties                   |      | (5,540)                           | (2,296)         |
| Gain/(loss) on valuation of properties                      |      | (100,279)                         | 595,559         |
| Share in profit of joint ventures                           |      | (67,132)                          | (6,710)         |
| Loss on disposal of property, plant and equipment           |      | -                                 | (50)            |
| Income from government grant                                |      | (1,125)                           | (1,125)         |
| Finance income                                              |      | (1,297)                           | (2,083)         |
| Finance expense                                             |      | 107,549                           | 201,732         |
| <i>Operating profit before working capital changes</i>      |      | <b>59,383</b>                     | 357,567         |
| Change in other investments                                 |      | (479)                             | -               |
| Change in trade and other receivables                       |      | (62,833)                          | (43,307)        |
| Change in inventories                                       |      | 8,721                             | 24,164          |
| Change in contract work-in-progress                         |      | (14,217)                          | (60,491)        |
| Change in non-current receivables                           |      | 2,763                             | (28,570)        |
| Change in due from related parties                          |      | (182,006)                         | (14,005)        |
| Change in trade and other payables                          |      | 67,538                            | 248,024         |
| Change in due to related parties                            |      | (10,198)                          | 29,223          |
| Change in non-current payables                              |      | 9,321                             | (28,356)        |
| Change in advances and deposits                             |      | (46,167)                          | (24,668)        |
| Change in staff terminal benefits (net)                     |      | (162)                             | (2,120)         |
| <i>Net cash (used in)/from operating activities</i>         |      | <b>(168,336)</b>                  | 457,461         |
| <b>Investing activities</b>                                 |      |                                   |                 |
| Additions to property, plant and equipment                  |      | (24,126)                          | (1,357)         |
| Additions to investment properties                          | 6    | -                                 | -               |
| Additions to development properties (net)                   | 7    | (34,472)                          | (104,195)       |
| Dividend income                                             |      | 10,000                            | 5,000           |
| Proceeds from disposal of property, plant and equipment     |      | -                                 | 1,364           |
| Proceeds from disposal of investment properties             |      | 345,691                           | 33,731          |
| Interest income                                             |      | 1,297                             | 2,083           |
| <i>Net cash from / (used in) investing activities</i>       |      | <b>298,390</b>                    | (63,374)        |
| <b>Financing activities</b>                                 |      |                                   |                 |
| Net movement in long-term bank loans                        | 10   | (48,575)                          | (188,873)       |
| Net movement in short-term bank borrowings                  |      | (801)                             | 10,128          |
| Interest paid                                               |      | (85,356)                          | (182,973)       |
| Change in advances from sale of properties                  |      | 58,972                            | 102,295         |
| <i>Net cash used in financing activities</i>                |      | <b>(75,760)</b>                   | (259,423)       |
| <b>Net (decrease)/increase in cash and cash equivalents</b> |      | <b>54,294</b>                     | 134,664         |
| Cash and cash equivalents at the beginning of the period    |      | 121,003                           | 69,759          |
| <b>Cash and cash equivalents at the end of the period</b>   |      | <b>175,297</b>                    | 204,423         |

The notes on pages 8 to 13 form an integral part of this interim condensed consolidated financial information.



# Union Properties Public Joint Stock Company and its subsidiaries

## Interim condensed consolidated statement of changes in equity (unaudited) for the six month period ended 30 June 2012

|                                           | Share<br>capital<br>AED'000 | Treasury<br>shares<br>AED'000 | Statutory<br>reserve<br>AED'000 | General<br>reserve<br>AED'000 | Hedging<br>reserve<br>AED'000 | Revaluation<br>surplus<br>AED'000 | Accumulated<br>losses<br>AED'000 | Total<br>AED'000 |
|-------------------------------------------|-----------------------------|-------------------------------|---------------------------------|-------------------------------|-------------------------------|-----------------------------------|----------------------------------|------------------|
| At 1 January 2011 (audited)               | 3,366,857                   | (4,998)                       | 1,467,573                       | 313,697                       | (161)                         | 39,507                            | (1,225,670)                      | 3,956,805        |
| Total comprehensive income for the period | -                           | -                             | -                               | -                             | 227                           | -                                 | (438,577)                        | (438,350)        |
| <b>At 30 June 2011 (unaudited)</b>        | <b>3,366,857</b>            | <b>(4,998)</b>                | <b>1,467,573</b>                | <b>313,697</b>                | <b>66</b>                     | <b>39,507</b>                     | <b>(1,664,247)</b>               | <b>3,518,455</b> |
| At 1 January 2012 (audited)               | 3,366,857                   | (4,998)                       | -                               | 313,697                       | (47)                          | -                                 | (1,288,514)                      | 2,386,995        |
| Total comprehensive income for the period | -                           | -                             | -                               | -                             | 60                            | -                                 | 105,982                          | 106,042          |
| <b>At 30 June 2012 (unaudited)</b>        | <b>3,366,857</b>            | <b>(4,998)</b>                | <b>-</b>                        | <b>313,697</b>                | <b>13</b>                     | <b>-</b>                          | <b>(1,182,532)</b>               | <b>2,493,037</b> |

In accordance with the interpretation of Article 118 of the UAE Federal Law No. 8 of 1984 by the Ministry of Economy & Commerce, Directors' fees paid during the period will be recognized as other comprehensive expense at the year-end.

No allocation of profit has been made to the statutory reserve for the six month period ended 30 June 2012 as it would be effected at the year-end.

The notes on pages 8 to 13 form an integral part of this interim condensed consolidated financial information.

# Union Properties Public Joint Stock Company and its subsidiaries

## Notes

*(forming part of the interim condensed consolidated financial information)*

### **1 Legal status and principal activities**

Union Properties Public Joint Stock Company ("the Company") was incorporated on 28 October 1993 as a public joint stock company by a United Arab Emirates Ministerial decree. The Company's registered office address is P.O. Box 24649, Dubai, United Arab Emirates ("UAE").

The principal activities of the Company are investment in and development of properties, the management and maintenance of its own properties including the operation of cold stores, the undertaking of property related services on behalf of other parties (including related parties) and acting as the holding company of its subsidiaries and investing in joint ventures.

The Company and its subsidiaries are collectively referred to as "the Group". All of the Group's significant business and investment activities in land, properties, securities and financial derivatives are carried out within the UAE. The Group does not have significant foreign currency exposure towards land, properties, securities and financial derivatives.

### **2 Basis of preparation and significant accounting policies**

- (i) These interim condensed consolidated financial information have been prepared in accordance with the International Accounting Standard ("IAS") 34, *Interim Financial Reporting*. The interim condensed consolidated financial information of the Group, presented in UAE Dirhams ("AED"), which is also the Group's functional currency, rounded to the nearest thousand, have been prepared under the historical cost convention except in respect of investment properties, derivative financial instruments and investment in marketable securities, which are stated at fair values.

The interim condensed consolidated financial information are to be read in conjunction with the latest audited consolidated financial statements of the Group for the year ended 31 December 2011.

The accounting policies applied in the preparation of the interim condensed consolidated financial information are consistent with those applied in the annual consolidated financial statements of the Group for the year ended 31 December 2011.

#### **(ii) Financial commitments**

The Group has accumulated losses of AED 1,182.5 million as at 30 June 2012. Furthermore the Group has financial commitments of AED 3,808.5 million of which an amount of AED 709.7 million is due within twelve months from the reporting date.

The Board of Directors have reviewed the Group's cash flow projections which contain the following assumptions:

- Sufficient funds will be available from related parties on a timely basis to complete the existing projects;
- that the projects are profitable,
- the Group's existing core businesses will continue to remain profitable; and
- where appropriate and if deemed necessary, funds may be generated from sale of some of the Group's assets.

On this basis, the Board of Directors' have concluded that the Group will be able to meet its commitments as they fall due in the foreseeable future.

# Union Properties Public Joint Stock Company and its subsidiaries

Notes (continued)

## 3 Significant accounting estimates and judgements

The preparation of interim condensed consolidated financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these interim condensed consolidated financial information, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2011.

## 4 Financial risk management

The Group's financial risk management objectives and policies are consistent with that disclosed in the consolidated financial statements as at and for the year ended 31 December 2011.

## 5 Share of profit in joint ventures

During the six month period ended 30 June 2012, the Group's share of profit in Properties Investment LLC amounted to AED 2.9 million (30 June 2011: AED 2.9 million) and its share of profit in Emirates District Cooling LLC amounted to AED 10.3 million (30 June 2011: AED 3.8 million). Furthermore, Properties Investment LLC has declared and paid a dividend of AED 10.0 million (30 June 2011: AED 5.0 million) during the six month period ended 30 June 2012.

Effective 1 January 2012, the Company entered into a concession agreement with its joint venture investment entity, Emicool, to provide chilled water to Motor City developments. For the period prior to this and commencing from the completion of development at Motor City, the Company expensed in the current period a one-time accumulated cost adjustment for chilled water supply by Emicool amounting to AED 108 million which has been accounted as an income by Emicool. Accordingly, the 50% share of the Company on this income has been recognized as a reduction to the cost adjustment. In addition, the Company reduced direct costs by AED 81.4 million on account of Emicool's share of infrastructure cost at Motor City. The transactions above resulted to a net reduction in direct cost amounting to AED 27.4 million for the six month period ended 30 June 2012.

## 6 Investment properties

|                                                               | Unaudited<br>30 June 2012<br>AED'000 | Audited<br>31 December 2011<br>AED'000 | Unaudited<br>30 June 2011<br>AED'000 |
|---------------------------------------------------------------|--------------------------------------|----------------------------------------|--------------------------------------|
| Opening balance                                               | 4,266,030                            | 2,915,450                              | 2,915,450                            |
| Additions during the period/year                              | 92,050                               | 25,179                                 | 18,800                               |
| Gain/(loss) on fair valuation (refer note (ii) below)         | 100,279                              | (855,489)                              | (595,559)                            |
| Transfer from property, plant and equipment                   | -                                    | 61,139                                 | 61,139                               |
| Transfer from development properties (refer note (iii) below) | 393,887                              | 3,371,319                              | 3,363,250                            |
| Sale of investment properties (refer note (i) below)          | (340,151)                            | (1,251,568)                            | (31,435)                             |
| Closing balance                                               | 4,512,095                            | 4,266,030                              | 5,731,645                            |

# Union Properties Public Joint Stock Company and its subsidiaries

Notes (continued)

## 6 Investment properties (continued)

- (i) During the six month period ended 30 June 2012, the Group has sold various investment properties with carrying value of AED 340.2 million for a net consideration of AED 345.7 million resulting in a net gain of AED 5.5 million.
- (ii) The Group follows the fair value model under IAS 40 (Revised 2003) where investment property defined as land and buildings owned for the purpose of generating rental income or capital appreciation, or both, are fair valued based on an open market valuation carried out by an independent registered valuer, JAJ Consultants LLC, who carried out the valuation in accordance with RICS Appraisal and Valuation Manual issued by the Royal Institute of Chartered Surveyors.

The fair values have been determined by taking into consideration the discounted cash flow revenues. In this regard, the Group's current lease arrangements, which are entered into on an arm's length basis and which are comparable to those for similar properties in the same location, have been taken into account.

Fair values have also been determined, where relevant, having regard to recent market transactions for similar properties in the same location as the Group's investment properties.

Furthermore, the valuation has been undertaken against a background of extreme instability in global financial markets which has also impacted the UAE financial market. It is yet to be fully seen how these changing conditions in the local property market will impact upon pricing in the short to medium term because the combined impact of the current macroeconomic instability, the reduction in financial liquidity and legislative changes is that potential buyers and sellers may be unwilling to commit to transactions at the current time and there are few transactions taking place in the market.

Based on the above valuation, a fair value gain of AED 100.3 million (2011: fair value loss of AED 595.6 million) has been recognized in the condensed consolidated income statement.

- (iii) The Board of Directors of the Company have reassessed the use of certain development properties. Accordingly, properties costing AED 393.9 million has been transferred from development properties to investment properties as these properties are now held for undetermined use. These properties are either held for capital appreciation or rented out to third parties or would be sold in an open market. As at the reporting date, these properties have been stated at fair values in accordance with the accounting policy adopted by the Group for valuation of investment properties.

## 7 Development properties

|                                             | Unaudited<br>30 June 2012<br>AED'000 | Audited<br>31 December 2011<br>AED'000 | Unaudited<br>30 June 2011<br>AED'000 |
|---------------------------------------------|--------------------------------------|----------------------------------------|--------------------------------------|
| Opening balance                             | 1,555,536                            | 6,506,615                              | 6,506,615                            |
| Net additions during the period/year        | 412,482                              | 431,010                                | 263,211                              |
| Cost of properties sold                     | (213,388)                            | (1,102,057)                            | (661,985)                            |
| Transfer to investment properties           | (393,887)                            | (3,371,319)                            | (3,363,250)                          |
| Impairment provision (refer note (i) below) | -                                    | (908,713)                              | -                                    |
| Closing balance                             | 1,360,743                            | 1,555,536                              | 2,744,591                            |

# Union Properties Public Joint Stock Company and its subsidiaries

Notes (continued)

## 7 Development properties (continued)

- (i) During the six month period ended 30 June 2012, the Directors' of the Company have reviewed the carrying value of development properties and are of the opinion that there is no decrease in the fair value of development properties as compared to the previous valuation carried out as at 31 December 2011. Accordingly, no fair valuation loss has been recognized in this interim condensed consolidated financial information.

## 8 Transactions with related parties

The Group, in the normal course of business, enters into transactions with other enterprises, which fall within the definition of a related party contained in IAS 24. Such transactions are carried out at agreed rates. The transactions with related parties, other than those already disclosed separately elsewhere in the interim condensed consolidated financial information, are as follows:

|                                                                                                                           | Unaudited<br>30 June 2012<br>AED'000 | Unaudited<br>30 June 2011<br>AED'000 |
|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| Project management income and income from contracts                                                                       | 31,800                               | 26,928                               |
| Long-term loans obtained from consortium of banks for which a significant shareholder of the company is the lead arranger | 76,425                               | 107,053                              |
| Interest paid                                                                                                             | 67,831                               | 171,111                              |
| Short-term loan from a related party                                                                                      | -                                    | 29,541                               |
| Funds with joint venture (refer (i) below)                                                                                | 213,222                              | -                                    |
| Compensation to key management personnel are as follows :                                                                 |                                      |                                      |
| - Salaries and other short-term employee benefits                                                                         | 4,958                                | 2,299                                |
| - Provision towards staff terminal benefits                                                                               | 153                                  | 62                                   |
|                                                                                                                           | <u>          </u>                    | <u>          </u>                    |

- (i) Included in balances due from related parties is an amount of AED 213.2 million held in trust by a related party, which are expected to be repaid to the Company shortly.

## 9 Intangible assets

Intangible asset significantly comprise a non-refundable signing fee of USD 10 million, together with associated expenses, paid in respect of the Formula One Theme Park Project as per the License agreement between the Company and the Formula One Administration Limited (FOA), a Company formed under the laws of United Kingdom. The agreement pertains to the use of the FOA intellectual property rights, the FOA historical archives materials and for the assistance of FOA in establishing and promoting the Formula One Theme Park Project including the right to use the FOA's F1 and Formula One trademarks and logos in the official name of the Formula One Theme Park Project and gives the Company the exclusive right to develop Formula One Theme Parks around the world. The intangible asset was to be amortized over a period of 10 years commencing on the launch of the Formula One Theme Park project.

During the six month period ended 30 June 2012, the Board of Directors of the Company reviewed the carrying value of the other intangible asset. In their opinion, as the Formula One Theme Park had not been launched as at the reporting date and the related assets in development properties are partially impaired, accordingly, the non-refundable signing fee is fully impaired during the period.

# Union Properties Public Joint Stock Company and its subsidiaries

Notes (continued)

## 10 Long-term bank loans

- (i) During the six month period ended 30 June 2012, the Group has obtained a long term bank loans amounting to AED 76.4 million and repaid long-term bank loans amounting to AED 125.0 million obtained from various banks. These borrowings carry interest at normal commercial rates and are secured by deposit of title deeds of certain properties together with an undertaking to create a legal mortgage over the properties at any time during the tenure of the loan in the event of default, a guarantee cheque amounting to AED 400 million and assignment of the receivables from the sale of properties of the Company.
- (ii) During the six month period ended 30 June 2012, the Group has entered into an agreement with a significant shareholder, a bank, consolidating all loans under one agreement. As per the revised repayment terms, the loan is repayable in 5 equal annual instalments commencing on 28 February 2017. Furthermore, the Group have successfully negotiated the interest rate which has resulted in downward revision of the interest rate as compared to the previous rate of interest.

## 11 Earnings per share

|                                                   | Unaudited<br>Six month period ended<br>30 June |                      | Unaudited<br>Three month period ended<br>30 June |                      |
|---------------------------------------------------|------------------------------------------------|----------------------|--------------------------------------------------|----------------------|
|                                                   | 2012                                           | 2011                 | 2012                                             | 2011                 |
| Net profit attributable to shareholders (AED'000) | 105,982                                        | (438,577)            | 83,570                                           | (520,787)            |
| Weighted average number of shares                 | <u>3,365,527,374</u>                           | <u>3,365,527,374</u> | <u>3,365,527,374</u>                             | <u>3,365,527,374</u> |

## 12 Segment reporting

### Business segments

The Group's activities comprise of two main business segments, namely, (i) real estate property management and sales and (ii) construction activities. Other activities mainly comprise hospitality services. The details of segment revenue, segment result, segment assets and segment liabilities are as under:

# Union Properties Public Joint Stock Company and its subsidiaries

Notes (continued)

## 12 Segment reporting (continued)

|                                                      | Property<br>management<br>and sales<br>AED'000 | Construction<br>AED'000 | Others<br>AED'000 | Total<br>AED'000  |
|------------------------------------------------------|------------------------------------------------|-------------------------|-------------------|-------------------|
| <b>Six month period ended 30 June 2012</b>           |                                                |                         |                   |                   |
| <b>Segment revenue</b>                               | <b>398,240</b>                                 | <b>555,273</b>          | <b>50,474</b>     | <b>1,003,987</b>  |
| <b>Segment result</b>                                | <b>50,981</b>                                  | <b>87,215</b>           | <b>21,972</b>     | <b>160,168</b>    |
| Administrative and general expenses                  | (21,430)                                       | (28,654)                | (20,900)          | (70,984)          |
| Finance income                                       | 507                                            | 779                     | 11                | 1,297             |
| Finance expense                                      | (63,072)                                       | (44,477)                | -                 | (107,549)         |
| Gain on sale of investment properties                | 5,540                                          | -                       | -                 | 5,540             |
| Other income                                         | 2,406                                          | 767                     | 927               | 4,100             |
| Share of profit in joint venture                     | 2,857                                          | -                       | 10,274            | 13,131            |
| <b>(Loss)/profit for the period before valuation</b> | <b>(22,211)</b>                                | <b>15,630</b>           | <b>12,284</b>     | <b>5,703</b>      |
| Gain on valuation of properties                      | 100,279                                        | -                       | -                 | 100,279           |
| <b>Profit for the period</b>                         | <b>78,068</b>                                  | <b>15,630</b>           | <b>12,284</b>     | <b>105,982</b>    |
| Segment assets                                       | 5,969,078                                      | 2,881,102               | 74,046            | 8,924,226         |
| Investment in joint ventures                         | 187,979                                        | -                       | 294,043           | 482,022           |
| <b>Total assets</b>                                  | <b>6,157,057</b>                               | <b>2,881,102</b>        | <b>368,089</b>    | <b>9,406,248</b>  |
| Segment liabilities                                  | 4,615,590                                      | 2,215,394               | 82,227            | 6,913,211         |
| Capital expenditure                                  | 505,551                                        | 2,054                   | 21,221            | 528,826           |
| Depreciation                                         | 2,867                                          | 5,152                   | 13,206            | 21,225            |
| <b>Six month period ended 30 June 2011</b>           |                                                |                         |                   |                   |
| <b>Segment revenue</b>                               | <b>1,457,739</b>                               | <b>745,311</b>          | <b>46,258</b>     | <b>2,249,308</b>  |
| <b>Segment result</b>                                | <b>297,103</b>                                 | <b>118,439</b>          | <b>(124)</b>      | <b>415,418</b>    |
| Administrative and general expenses                  | (25,498)                                       | (30,305)                | (16,510)          | (72,313)          |
| Finance income                                       | 1,690                                          | 366                     | 27                | 2,083             |
| Finance expense                                      | (147,644)                                      | (54,088)                | -                 | (201,732)         |
| Gain on sale of investment properties                | 2,296                                          | -                       | -                 | 2,296             |
| Other income                                         | 2,531                                          | 1,381                   | 608               | 4,520             |
| Share of profit in joint venture                     | 2,879                                          | -                       | 3,831             | 6,710             |
| <b>Profit/(loss) for the period before valuation</b> | <b>133,357</b>                                 | <b>35,793</b>           | <b>(12,168)</b>   | <b>156,982</b>    |
| Loss on valuation of properties                      | (595,559)                                      | -                       | -                 | (595,559)         |
| <b>(Loss)/profit for the period</b>                  | <b>(462,202)</b>                               | <b>35,793</b>           | <b>(12,168)</b>   | <b>(438,577)</b>  |
| Segment assets                                       | 9,662,627                                      | 3,255,161               | 50,906            | 12,968,694        |
| Investment in joint ventures                         | 209,933                                        | -                       | 222,655           | 432,588           |
| <b>Total assets</b>                                  | <b>9,872,560</b>                               | <b>3,255,161</b>        | <b>273,561</b>    | <b>13,401,282</b> |
| Segment liabilities                                  | 7,155,225                                      | 2,669,464               | 58,138            | 9,882,827         |
| Capital expenditure                                  | 282,101                                        | 959                     | 34                | 283,094           |
| Depreciation                                         | 5,163                                          | 4,955                   | 999               | 11,117            |