Interim condensed consolidated financial information *30 September 2011* 

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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 September 2011, and the related interim condensed consolidated statements of comprehensive income (comprising an interim condensed consolidated statement), changes in equity and cash flows for the nine 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". 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 condensed consolidated 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 nine month period ended 30 September 2011 is not prepared, in all material respects, in accordance with IAS 34 *'Interim Financial Reporting'*.

#### **Financial commitments**

Note 2(ii) to this interim condensed consolidated financial information explains that the Group has financial commitments for which sufficient funds will be available to the Group, in particular, from a significant shareholder, a bank. Our conclusion is not qualified in respect of this matter.

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

1 4 NOV 2011

# Interim condensed consolidated income statement (unaudited) *for the nine month period ended 30 September 2011*

		Nine month perio	d ended 30 Septe	mber 2011	Nine month perio	d ended 30 Sep	tember 2010
	Note	Property management and sales AED'000	Other operating activities AED'000	Total AED'000	Property management and sales AED'000	Other operating activities AED'000	Total AED'000
Revenue	13	2,020,656	1,183,653	3,204,309	994,253	1,108,447	2,102,700
Direct costs		(1,554,464)	(1,005,437)	(2,559,901)	(748,950)	(919,477)	(1,668,427)
Gross profit	13	466,192	178,216	644,408	245,303	188,970	434,273
Administrative and general expenses				(127,222)			(140,374)
Finance income				2,197			1,603
Finance expense				(290,372)			(226,558)
Other income				6,843			8,455
Gain on sale of investment properties	6			4,422			13,125
Share in profit of joint ventures	5			23,836			28,925
Profit for the period before valuation of properties				264,112			119,449
Loss on valuation of properties	6 and 7			(1,764,202)			(870,362)
Loss for the period attributable to the shareholders of the Company				(1,500,090)			(750,913)
Basic and diluted earnings per share (AED) (for the period)	11			(0.45)			(0.22)

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

# Interim condensed consolidated income statement (unaudited) (continued) *for the nine month period ended 30 September 2011*

jor the nine month period chaca 50 september 2011		Three month per	iod ended 30 Sept	tember 2011	Three month period ended 30 September 2010			
	-	Property management and sales	Other operating activities	Total	Property management and sales	Other operating activities	Total	
	Note	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	
Revenue	13	562,917	392,084	955,001	207,591	337,563	545,154	
Direct costs		(393,828)	(332,183)	(726,011)	(139,261)	(275,289)	(414,550)	
Gross profit	13	169,089	59,901	228,990	68,330	62,274	130,604	
Administrative and general expenses				(54,909)			(63,249)	
Finance income				114			567	
Finance expense				(88,640)			(110,758)	
Other income				2,323			1,819	
Gain on sale of investment properties	6			2,126			-	
Share in profit of joint ventures	5			17,126			9,233	
Profit/(loss) for the period before valuation of properties							(31,784)	
Loss on valuation of properties	7			(1,168,643)			(420,000)	
Loss for the period attributable to the shareholders of the								
Company				(1,061,513)			(451,784)	
Basic and diluted earnings per share (AED) (for the quarter)	11			(0.32)			(0.13)	

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

Interim condensed consolidated statement of comprehensive income (unaudited) *for the nine month period ended 30 September 2011* 

	Nine month pe 30 Septer		Three month period ended 30 September		
	2011	2010	2011	2010	
	AED'000	AED'000	AED'000	AED'000	
Loss for the period	(1,500,090)	(750,913)	(1,061,513)	(451,784)	
Other comprehensive income for the period					
Net movement in cash flow hedge	217	1,397	(10)	519	
Total comprehensive loss for the period	(1,499,873)	(749,516)	(1,061,523)	(451,265)	

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

# Interim condensed consolidated statement of financial position (unaudited)

at 30 September 2011

More         ADD September 2011         31 December 2010         ALD 000         ALD 0000         ALD 0000 <th colspa<="" th=""><th></th><th></th><th></th><th>Audited</th><th></th></th>	<th></th> <th></th> <th></th> <th>Audited</th> <th></th>				Audited	
ASSETS         ALL         ALL         ALL         ALL           ASSETS         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,776         40,778         456,918           Development properties         7         1,440,761         656,615         85,22,147         40,678         456,918           Non-surrent receivables         17,5532         140,240         40,878         456,918           Non-surrent receivables         1,755,332         147,220         16,440           Current assets         1,953,358         2,211,047         2,288,446         50,31         50,31           Due from related parties         2,348         8,933         3,92,22		Note	30 September 2011			
Intaglifie assets         40,776         40,776         40,776           Property, plant and squipment         132,754         203,734         200,170           Investment properties         7         1,440,761         6,506,615         8,522,147           Investment is joint votures         7         1,440,761         40,078         440,714           Non-current incervables         175,532         147,280         161,446           Current assets         7,993,782         10,249,733         12,888,446           Current assets         1,148,490         1,565,348         7,4022           Current assets         1,933,588         2,211,947         2,205,62           Current assets         1,943,959         14,887,659         13,053,345           Current assets         1,943,959         14,887,659         13,053,345           Due from related parties         2,2468         8,954         2,939,522           Carrent assets         11,941,959         14,887,659         15,946,791           Fort Plate adreserves         14,947,973         13,057,313,957         3,366,857           Carrent assets         11,941,959         14,887,659         15,946,791           Fort adreserves         (4,9797)         31,360,73         3,366,	ASSETS	11010		ALD 000	AED 00	
Property, plant and equipment         132,75         100,70         400,76           Investment properties         6         5,714,445         2,915,450         3,536,989           Development properties         7         1,440,761         6,505,615         8,522,147           Investment properties         7         1,440,761         6,505,615         8,522,147           Investment properties         7         1,440,761         6,505,815         8,522,147           Investment properties         7         1,440,761         6,503,81         5,503           Other investments         4,880         5,031         5,503         7,933,782         10,249,733         12,888,446           Centract work-in-programs         4,98,76         3,935,333         3,66,237         3,066,237         3,062,23           Due from related parties         19,93,383         2,211,947         2,205,65         3,053,345           Total assets         11,941,950         14,887,689         15,946,791         2,205,65           Capital and reserves         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857 </td <td></td> <td></td> <td></td> <td></td> <td></td>						
Investment         d         5714 22         200,10         200,10           Development properties         7         1,400,061         6,506,615         8,522,147           Investment in joint ventures         7         1,400,061         6,506,615         8,522,147           Investment receivables         1755,532         147,280         161,446           7         7,933,782         10,249,733         12,888,446           Current assets			40,776	40,776	40,776	
Development properties         -         1,440,70         6,506,615         8,522,147           Non-current receivables         5         449,714         400,878         426,918           Non-current receivables         17,552,12         147,288,446         -         -           Other investments         5         439,714         400,878         426,918           Current assets         4,880         5,031         5,031         5,031           Other investments         4,880         5,031         5,031         440,746           Trade and other receivables         1,148,490         1,565,348         74,082           Due form related parties         22,468         8,954         22,925           Cash in and and at bank         359,496         488,793         305,335           Total assets         11,941,950         14,857,689         15,946,791           Capital end reserves         3,366,857         3,366,857         3,366,857           Stattory reserve         -         1,447,733         1,447,733         1,447,733           Capital end reserves         313,697         313,697         313,697         313,697         313,697           Stattory reserve         -         1,447,737         1,447,737			132,754	208,734	-	
Investment in joint ventures         j         Hay,711         430,713         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         430,714         440,713         14,873         314,623         144,733         336,68         453,755         3,358,352         3,358,353         3,2,2,11,947         2,220,562         3,358,354         2,221,572         3,356,4837         3,366,837         3,366,837         3,366,837         3,366,837         3,366,837         3,366,837         3,366,837         3,366,837         3,366,837         3,366,837         3,367 <th< td=""><td></td><td></td><td>5,714,245</td><td>2,915,450</td><td>3,536,989</td></th<>			5,714,245	2,915,450	3,536,989	
Non-current receivables         175,572         147,280         161,445           Current assets         7,953,782         10,249,733         12,388,446           Other investments         4,880         5,031         5,031           Inventories         1,146,490         1,563,348         7,408,278           Other investments         4,980         1,565,348         7,408,278           Due from related parties         2,2468         8,354         2,20,25           Cash in hund and at bank         359,496         488,793         389,522           Cash in hund and at bank         3,998,108         4,607,756         3,058,345           Total assets         11,941,950         14,887,689         15,946,791           EQUITY AND LABILITIES         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366			1,440,761	6,506,615	8,522,147	
Instance         Instance         Instance           Current assets		5	449,714	430,878	426,918	
Current assets         7,953,782         10,249,733         12,888,446           Current assets         4,880         5,031         5,031           Inventories         1,145,490         1,565,248         74,082           Contract work-in-progress         1,468,490         1,565,248         74,082           Trade and other receivables         1,233,353         2,211,497         2,220,562           Due from related parties         22,468         8,954         2,220,562           Cash in land and at bank         359,496         488,793         389,522           Cash in land and at bank         359,496         488,793         3,053,345           Capital and reserves         11,941,950         14,887,689         15,946,791           EQUITY AND LIABILITIES         2         2         2         2           Capital and reserves         3,366,857         3,366,857         3,366,857         3,366,857           Share capital         1,467,573         1,467,573         1,467,573         1,467,573           Indegring reserve         1,467,573         1,467,573         1,467,573         1,467,573           Revaluation samplus         39,507         39,507         39,507         39,507         39,507         39,507         39,507<	Non-current receivables		175,532			
Current assets         4,880         5,031         5,031           Inventories         1,148,490         1,565,348         74,082           Contract work-in-progress         1,989,358         2,21,1047         2220,562           Cash in band and at bank         22,468         8,954         22,920,562           Cash in hand and at bank         359,496         448,793         339,9322           Cash in hand and at bank         359,496         448,793         30,953,345           Captial and reserves         11,941,950         11,848,7,689         15,946,791           EQUITY AND LIABILITIES         20,205,20         20,205,20         20,205,20         20,205,20           Capital and reserves         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857 </td <td></td> <td></td> <td>7,953,782</td> <td>10,249,733</td> <td>12,888,446</td>			7,953,782	10,249,733	12,888,446	
Inventories         1,148,90         1,50,31         3,031         3,031         3,031         3,031         3,031         3,031         3,031         3,031         3,031         3,031         3,031         3,031         Contract work-in-progress         1,148,490         1,563,348         7,083         3,62,23         Trade and other receivables         1,983,358         2,211,947         2,220,55         Cash in hand and at bank         3,983,168         4,637,956         3,058,345         Total assets         1,19,41,950         14,887,689         15,946,791           Contract work-in-progress         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,566				*		
Contract work-in-progress         1,149,790         1,363,483         7,40,22           Trade and other receivables         1,983,358         2,211,947         2,220,562           Due from related parties         2,24,68         8,954         2,220,562           Cash in hand and at bank         359,496         488,793         389,522           June from related parties         2,24,68         8,954         2,292,562           June from related parties         2,446         8,954         2,293,562           June from related parties         11,941,950         14,887,689         15,946,791           EQUITY AND LIABILITIES         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,369,71         39,507 <td></td> <td></td> <td>4,880</td> <td>5,031</td> <td>5,031</td>			4,880	5,031	5,031	
Tade and other receivables       1,983,353       2,211,947       2,220,255         Cash in hand and at bank       23,984,66       8,954       22,925         Cash in hand and at bank       39,984,66       8,954       22,925         Total assets       11,941,950       14,887,689       15,946,791         EQUITY AND LIABILITIES       200,000       14,887,689       15,946,791         Capital and reserves       3,366,857       3,366,857       3,366,857       3,366,857         Stationy reserve       -       -1,467,573       1,467,573         General reserve       313,697       313,697       313,697         Stationy reserve       -       1,467,573       1,467,573         General reserve       39,507       39,507       39,507         Accumulated losses       (1,258,187)       (1,252,670)       (447,366)         Total equity attributable to the shareholders of the Company       2,456,932       3,956,805       4,732,240         Non-current liabilities       -       -       -       -       -         Congeterm baris       9       4,440,747       4,418,603       5,419,426       1,993,566       1,750,321         Deferred income       581,864       1,993,566       1,750,321			1,148,490	1,565,348	74,082	
Due from related parties         1,2,468         8,954         22,925           Cash in hand and at bank         39,946         448,793         339,522           3,988,168         4,637,956         3,058,345           Total assets         11,941,950         14,887,689         15,5946,791           EQUITY AND LLABILITIES			469,476	357,883	346,223	
Cash in hand and at bank       39,406       488,703       389,522         3,988,168       4,637,956       3,058,345         Total assets       11,941,950       14,887,689       15,946,791         EQUITY AND LLABILITIES       20,1141 and reserves       3,366,857       3,366,857       3,366,857         Share capital, capital and reserves       3,366,857       3,366,857       3,366,857       3,366,857         Statiotry reserve       -       -       1,467,573       1,467,573         General reserve       313,697       313,697       313,697         Hedging reserve       56       (161)       (20)         Revaluation surplus       39,507       39,507       39,507         Advances from sale of properties       2,456,932       3,956,805       4,735,240         Non-current labilities       -       -       -         Long-term bark looms       9       4,440,747       4,418,603       5,419,426         Advances from sale of properties       9,842       1,93,566       1,750,251         Deferred income       29,250       30,938       31,500         Non-current labilities       77,568       79,842       80,813         Total auber poystis       2,436,117       2,026,594			1,983,358	2,211,947	2,220,562	
Josphol         Josphol <t< td=""><td>-</td><td></td><td>22,468</td><td>8,954</td><td>22,925</td></t<>	-		22,468	8,954	22,925	
3,988,168         4,637,956         3,058,345           Total assets         11,941,950         14,887,689         15,946,791           EQUITY AND LLABILITIES         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857	Cash in hand and at bank					
Total assets         11,941,950         14,887,689         15,946,791           EQUITY AND LIABILITIES         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857         3,366,857				4,637,956	3,058,345	
EQUITY AND LLABILITIES           Capital and reserves           Share capital         3,366,857         3,366,857         3,366,857           Statuation surplus         -         1,467,573         1,467,573           General reserve         313,697         313,697         313,697           Hedging reserve         -         1,467,573         1,467,573           Revaluation surplus         39,507         39,507         39,507           Accumulated losses         (1,258,187)         (1,225,670)         (447,306)           Total equity attributable to the shareholders of the Company         2,456,932         3,956,805         4,735,240           Non-current liabilities         -         -         -         -           Long-term bark losins         9         4,440,747         4,418,603         5,419,426           Advances from sale of properties         581,864         1,993,566         1,750,321           Deferred income         29,250         30,938         31,500           Non-current payables         29,271         59,761         59,818           Provision for staff terminal benefits         77,508         79,842         80,813           Torde and other payables         24,36,117         2,026,594         2,109,309 <td>Total assets</td> <td></td> <td>11,941,950</td> <td>14,887,689</td> <td></td>	Total assets		11,941,950	14,887,689		
Capital and reserves         Share capital       3,366,857       3,366,857       3,366,857       3,366,857         Treasury shares       (4,998)       (4,998)       (4,998)         Statutory reserve       -       1,467,573       1,467,573         General reserve       313,697       313,697       313,697         Hedging reservo       56       (161)       (00)         Revaluation surplus       39,507       39,507       39,507         Accumulated losses       (1,258,187)       (1,225,670)       (447,306)         Total equity attributable to the shareholders of the Company       2,456,932       3,956,805       4,735,240         Non-current liabilities       -       -       -       -         Long-term bark loons       9       4,440,747       4,418,603       5,419,426         Advances from sale of properties       581,864       1,993,566       1,750,321         Defored income       29,271       59,761       59,818         Provision for staff terminal benefits       77,508       79,842       80,813         Trade and other psynbles       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       189,502 <td< td=""><td>EQUITY AND LIABILITIES</td><td></td><td></td><td><u> 20</u></td><td></td></td<>	EQUITY AND LIABILITIES			<u> 20</u>		
Share capital       3,366,857       3,366,857       3,366,857       3,366,857         Treatury shares       (4,998)       (4,998)       (4,998)         Statutory reserve       -       1,467,573       1,467,573         General reserve       313,697       313,697       313,697         Hedging reserve       56       (161)       (90)         Revaluation surplus       39,507       39,507       39,507         Accumulated losses       (1,228,187)       (1,225,670)       (447,306)         Total equity attributable to the shareholders of the Company       2,456,932       3,956,805       4,735,240         Non-current liabilities						
Treasury shares       (4,998)       (4,998)       (4,998)         Statutory reserve       -       1,467,573       1,467,573         General reserve       313,697       313,697       313,697         Hedging reserve       56       (161)       (90)         Revaluation surplus       39,507       39,507       39,507         Accumulated losses       (1,228,187)       (1,225,670)       (447,306)         Total equity attributable to the shareholders of the Company       2,456,932       3,956,805       4,735,240         Non-current liabilities       -       -       -       -         Long-term bank loons       9       4,440,747       4,418,603       5,419,426         Advances from sale of properties       581,864       1,993,566       1,750,321         Deferred income       29,250       30,938       31,500         On-current payables       29,271       59,761       59,818         Provision for staff terminal benefits       77,508       79,842       80,813         Current liabilities       -       -       -       -         Tride and other payables       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       1			3 366 957	2 2 ( ( 057		
Statutory reserve       1,467,573       1,467,573         General reserve       313,697       313,697       313,697         Hedging reserve       56       (161)       (90)         Revaluation surplus       39,507       39,507       39,507         Accumulated losses       (1,228,187)       (1,225,670)       (447,305)         Total equity attributable to the shareholders of the Company       2,456,932       3,956,805       4,735,240         Non-current liabilities	-					
General reserve       313,697       313,697       313,697       313,697         Hedging reserve       56       (161)       (90)         Revaluation surplus       39,507       39,507       39,507         Accumulated losses       (1,258,187)       (1,225,670)       (447,306)         Total equity attributable to the shareholders of the Company       2,456,932       3,956,805       4,735,240         Non-current liabilities       20,250       30,938       31,500         Long-term bank loons       9       4,440,747       4,418,603       5,419,426         Advances from sale of properties       581,864       1,993,566       1,750,321         Deferred income       29,271       59,761       59,818         Provision for staff terminal benefits       77,508       79,842       80,813         Tride and other payables       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank loans       9       1,573,095       1,795,601       1,172,955         4,326,378       4,348,174       3,869,673       3,869,673         Total liabilities	•					
Hedging reserve       513,097       513,097       513,097       513,097       513,097       191,097       100,000         Revaluation surplus       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,507       39,502       4,735,240       30,512       30,512       30,512       30,512       30,512       30,512       30,512       31,500       Non-curent payables       29,250       30,938	•					
Revaluation surplus     39,507     39,507     39,507     39,507       Accumulated losses     (1,258,187)     (1,225,670)     (447,306)       Total equity attributable to the shareholders of the Company     2,456,932     3,956,805     4,735,240       Non-current liabilities						
Accumulated losses       (1,258,187)       (1,225,670)       (447,306)         Total equity attributable to the shareholders of the Company       2,456,932       3,956,805       4,735,240         Non-current liabilities					• •	
Total equity attributable to the shareholders of the Company         2,456,932         3,956,805         4,735,240           Non-current liabilities	•		,			
Non-current liabilities	Total equity attributable to the shareholders of the Company					
Long-term bank loans       9       4,440,747       4,418,603       5,419,426         Advances from sale of properties       581,864       1,993,566       1,750,321         Deferred income       29,250       30,938       31,500         Non-current payables       29,271       59,761       59,818         Provision for staff terminal benefits       77,508       79,842       80,813         Current liabilities         Trade and other payables       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank borrowings       132,903       294,490       325,102         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955         Total liabilities       9,485,018       10,930,884       11,211,551       121,551	Non-constant (1) 1 (1)					
Advances from sale of properties       541,942,003       5,419,420         Deferred income       29,250       30,938       31,500         Non-current payables       29,271       59,761       59,818         Provision for staff terminal benefits       77,508       79,842       80,813         Current liabilities         Trade and other payables       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank loans       9       1,573,095       1,795,601       1,172,955         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955         Total liabilities       9,485,018       10,930,884       11,211,551		_				
Deferred income       29,250       30,938       31,500         Non-current payables       29,250       30,938       31,500         Provision for staff terminal benefits       29,271       59,761       59,818         Current liabilities       77,508       79,842       80,813         Trade and other payables       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank borrowings       132,903       294,490       325,102         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955         Total liabilities       9,485,018       10,930,884       11,211,551       11,211,551	-	9			5,419,426	
Non-current payables       29,271       50,936       31,500         Provision for staff terminal benefits       29,271       59,761       59,818         Current liabilities       77,508       79,842       80,813         Trade and other payables       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank borrowings       132,903       294,490       325,102         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955         Total liabilities       9,485,018       10,930,884       11,211,551       11,211,551					1,750,321	
Provision for staff terminal benefits       29,711       59,701       39,818         Provision for staff terminal benefits       77,508       79,842       80,813			-	30,938	31,500	
Current liabilities       5,158,640       6,582,710       7,341,878         Trade and other payables       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank borrowings       132,903       294,490       325,102         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955         Total liabilities       9,485,018       10,930,884       11,211,551       11,211,551				59,761	59,818	
5,158,640         6,582,710         7,341,878           Current liabilities	riovision for start terminal benefits		77,508			
Current liabilities         Trade and other payables       2,436,117       2,026,594       2,109,309         Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank borrowings       132,903       294,490       325,102         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955			5,158,640	6,582,710	7,341,878	
Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank borrowings       132,903       294,490       325,102         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955         Fotal liabilities       9,485,018       10,930,884       11,211,551	Current liabilities					
Advances and deposits       145,683       189,428       189,502         Due to related parties       38,580       42,061       72,805         Short-term bank borrowings       132,903       294,490       325,102         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955	Trade and other payables		2,436.117	2.026.594	2,109 309	
Due to related parties     38,580     42,061     72,805       Short-term bank borrowings     132,903     294,490     325,102       Current portion of long-term bank loans     9     1,573,095     1,795,601     1,172,955       Fotal liabilities     9,485,018     10,930,884     11,211,551	Advances and deposits					
Short-term bank borrowings       132,903       294,490       325,102         Current portion of long-term bank loans       9       1,573,095       1,795,601       1,172,955	-				•	
Current portion of long-term bank loans     9     1,573,095     1,795,601     1,172,955       4,326,378     4,348,174     3,869,673       Total liabilities     9,485,018     10,930,884     11,211,551	Short-term bank borrowings					
4,326,378     4,348,174     3,869,673            70tal liabilities     9,485,018     10,930,884     11,211,551	Current portion of long-term bank loans	9		1,795,601	1,172,955	
9,485,018         10,930,884         11,211,551           Total equity and liabilities			4,326,378	4,348,174		
Total equity and liabilities	Total liabilities			10,930,884	11,211,551	
	Total equity and liabilities					

Director

General Manager

Nine month period ended

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

for the nine month period ended 30 September 2011

		Nine month pe	
		30 Septer 2011	2010 and a second
	Note	AED'000	AED'000
Operating activities			
Loss for the period		(1,500,090)	(750,913)
Adjustments for:			
Depreciation		15,409	22,733
Gain on disposal of investment properties		(4,422)	(13,125)
Loss on valuation of properites		1,764,202	870,362
Share in profit of joint ventures		(23,836)	(28,925)
(Profit)/loss on disposal of property, plant and equipment		(75)	41
Income from government grant		(1,688)	(1,688)
Finance income		(2,197)	(1,603)
Finance expense		290,372	226,558
Operating profit before working capital changes		537,675	323,440
Change in other investments		151	-
Change in trade and other receivables		115,570	(61,836)
Change in inventories		10,858	26,016
Change in contract work-in-progress		(111,593)	109,039
Change in non-current receivables		(28,252)	(16,057)
Change in due from related parties		(13,514)	(11,176)
Change in trade and other payables		54,324	(121,586)
Change in due to related parties		(3,481)	52,490
Change in non-current payables		(30,490)	(716)
Change in advances and deposits		(43,745)	(37,369)
Change in staff terminal benefits (net)		(2,334)	(1,486)
Net cash from operating activities		485,169	260,759
Investing activities			
Additions to property, plant and equipment		(2,285)	(7,251)
Additions to investment properties	6	(_,)	(4,011)
Additions to development properties (net)	7	(159,423)	(330,734)
Investment in joint venture	,	-	(6,350)
Dividend income		5,000	(0,520)
Proceeds from disposal of property, plant and equipment		1,792	462
Proceeds from disposal of investment properties		63,362	150,737
Interest income		2,158	1,603
Net cash from investing activities		(89,396)	(195,544)
Financing activities			
Net movement in long-term bank loans	9	(200,362)	739,345
Net movement in short-term bank borrowings	<i>y</i>	10,318	(116,265)
Interest paid		(264,314)	(206,304)
Change in advances from sale of properties		101,193	119,040
- ^ ^			
Net cash (used in) / from financing activities		(353,165)	535,816
Net increase in cash and cash equivalents		42,608	601,031
Cash and cash equivalents at the beginning of the period		69,759	(640,865)
Cash and cash equivalents at the end of the period		 112,367 ======	(39,834)

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

Interim condensed consolidated statement of changes in equity *for the nine month period ended 30 September 2011* 

	Share capital AED'000	Treasury shares AED'000	Statutory reserve AED'000	General reserve AED'000	Hedging reserve AED'000	Revaluation surplus AED'000	Accumulated losses AED'000	Total AED'000
At 1 January 2010 (audited)	3,366,857	(4,998)	1,467,573	313,697	(1,487)	39,507	303,607	5,484,756
Total comprehensive loss for the period	-	-	-	-	1,397	-	(750,913)	(749,516)
At 30 September 2010 (unaudited)	3,366,857	(4,998) =====	1,467,573	313,697	(90)	39,507	(447,306)	4,735,240
At 1 January 2011 (audited)	3,366,857	(4,998)	1,467,573	313,697	(161)	39,507	(1,225,670)	3,956,805
<b>Other equity movements</b> Transfer to accumulated losses (refer note 12) Total comprehensive loss for the period	-	-	(1,467,573)	-	217	-	1,467,573 (1,500,090)	(1,499,873)
At 30 September 2011 (unaudited)	3,366,857	(4,998) =====		313,697	 56 ====	39,507	(1,258,187)	2,456,932

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

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 2010.

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 2010.

#### (ii) Financial commitments

The Group has incurred a loss of AED 1,500.1 million for the nine month period ended 30 September 2011 and has accumulated losses of AED 1,258.2 million as at the reporting date. Furthermore the Group has financial commitments of AED 6,146.7 million of which an amount of AED 1,706.0 million is due within twelve months from the reporting date.

Subsequent to the reporting date, the Group were in the final stages of finalizing arrangements to reschedule approximately AED1,400 million from loans 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, in particular, from a significant shareholder, a bank, and other financial institutions 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.

The significant shareholder, a bank, has provided an undertaking to provide and arrange such financial support as would be necessary to complete the ongoing projects. 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.

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 2010.

#### 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 2010.

#### 5 Share of profit in joint ventures

During the nine month period ended 30 September 2011, the Group's share of profit in Properties Investment LLC amounted to AED 2.1 million (*30 September 2010: AED 11 million*) and its share of profit in Emirates District Cooling LLC amounted to AED 21.7 million (*30 September 2010: AED 18 million*).

#### 6 Investment properties

	Unaudited	Audited	Unaudited
	30 September 2011	31 December 2010	30 September 2010
	AED'000	AED'000	AED'000
Opening balance	2,915,450	3,403,688	3,403,688
Additions during the period/year	21,686	62,357	44,066
Loss on valuation of investment properites (refer note (ii) below)	(595,559)	(320,309)	(180,362)
Transfer to inventories	-	(406,072)	-
Transfer from property, plant and equipment (refer note (iii)			
below)	61,139	-	-
Transfer from development properties (refer note (iv) below)	3,370,469	426,953	407,209
Sale of investment properties (refer note (i) below)	(58,940)	(251,167)	(137,612)
Closing balance	5,714,245	2,915,450	3,536,989

- (i) During the nine month period ended 30 September 2011, the Group has sold various investment properties with a carrying value of AED 58.9 million for a net consideration of AED 63.3 resulting in a net gain of AED 4.4 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.

Notes (continued)

#### 6 Investment properties (continued)

(ii) Furthermore, the valuation has been undertaken against a background of extreme instability in global finance 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 loss of AED 595.6 million (2010: fair value loss of AED 180.4 million) has been recognized in the interim condensed consolidated income statement.

- (iii) Property, plant and equipment with a net book value of AED 61.1 million have been transferred to investment properties following a change in use of such properties. In view of the management, the fair values of these items of property, plant and equipment is not significantly different from the net book value at the date of transfer.
- (iv) The Board of Directors of the Company have reassessed the use of certain development properties. In their opinion, properties costing AED 3,370.5 million should be transferred from development properties to investment properties as these properties are now held for undetermined use. These properties would be either held for capital appreciation or rented out to third parties or 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 30 September 2011 AED'000	Audited 31 December 2010 AED'000	Unaudited 30 September 2010 AED'000
Opening balance	6,506,615	9,971,509	9,971,509
Additions during the period/year	431,009	317,070	273,538
Cost of properties sold	(957,751)	(860,482)	(625,691)
Transfer to investment properties	(3,370,469)	(426,952)	(407,209)
Impairment provision (refer note (i) below)	(1,168,643)	(1,394,530)	(690,000)
Trasfer to inventories	-	(1,100,000)	-
Closing balance	1,440,761	6,506,615	8,522,147

(i) During the nine month period ended 30 September 2011, the Directors' of the Company have reviewed the carrying value of development properties and are of the opinion that there is a decrease in the fair values of development properties as compared to the previous valuation carried out as at 31 December 2010. Accordingly, an impairment provision of AED 1,168.6 million has been recognized in the interim condensed consolidated income statement.

Notes (continued)

#### 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 30 September 2011 AED'000	Unaudited 30 September 2010 AED'000
Project management income and income from contracts Long-term loans obtained from consortium of banks for which a	6,451	18,494
significant shareholder of the company is the lead arranger	325,039	92,898
Interest paid	264,503	206,103
Short-term loan from a related party	29,541	30,000
Compensation to key management personnel are as follows :		
- Salaries and other short-term employee benefits	7,819	6,476
- Provision towards staff terminal benefits	255	238
	======	

#### 9 Long-term bank loans

- (i) During the nine month period ended 30 September 2011, the Group has renegotiated the repayment terms of certain short-term bank borrowing amounting to AED 214 million and is now considered as a long-term bank loan. Furthermore, the Group has repaid long-term bank loans amounting to AED 525.4 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) As at the reporting date, the Company has obtained a term loan facility of AED 2,750.0 million from a consortium of banks, including a significant shareholder, a bank. At 30 September 2011, the loan amount outstanding is AED 1,977.6 million (*31 December 2010: AED 2,048.6 million*). The loan is 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, assignment of the receivables from the sale of properties of the Company and a corporate guarantee by a significant shareholder, a bank. The Group is also required to comply with certain financial covenants, of which the following financial covenants have not been complied with:
  - (a) Bank borrowings of the Group to tangible net worth not to be more than 1.5:1; and
  - (b) The Group is required to maintain a minimum tangible net worth of AED 4,500 million.

The Board of Directors' have confirmed that the non-compliance with the financial covenants will not impact the continuation of the term loan facility from the consortium banks. Furthermore, as per Group's cash flow projections, the Group would be able to repay the term loan on the respective due dates.

#### 10 Contingent liabilities

There are certain claims and contingent liabilities that arise during the normal course of business. The Board of Directors reviews these on a regular basis as and when such complaints and/or claims are received and each case is treated according to merit and the terms of the relevant contract. Based on the information presently available, these contingent liabilities cannot be quantified at this stage and therefore, no provision is considered necessary for the current period.

#### Notes (continued)

#### **11** Earnings per share

	Unaudite Nine month perio 30 Septeml	od ended	Unaudio Three month pe 30 Septen	riod ended
	2011	2010	2011	2010
Loss attributable to shareholders (AED '000) Weighted average number of shares	(1,500,090) 3,365,527,374	(750,913) 3,365,527,374	(1,061,513) 3,365,527,374	(451,784) 3,365,527,374
		_,,_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		

#### 12 Statutory reserve

In accordance with Article 59 of the Company's Article of Association, the Board of Directors have resolved to apply the statutory reserve amounting to AED 1,467.6 million to partially offset the Group's accumulated losses as at 30 September 2011.

#### 13 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:

Notes (continued)

#### 13 Segment reporting (continued)

	Real estate property management and sales AED'000	Construction AED'000	Others AED'000	Total AED'000
Nine month period ended 30 September 2011 Segment revenue	2,020,656	1,120,615	63,038	3,204,309
<b>Segment result</b> Administative and general expenses Finance income Finance expense	466,192 (56,317) 1,812 (212,077)	179,459 (49,712) 351 (78,295)	(1,243) (21,193) 34	644,408 (127,222) 2,197 (290,372)
Gain on sale of investment properties Other income Share in profit of joint ventures	4,422 4,070 2,101	- 1,901 -	872 21,735	4,422 6,843 23,836
Profit for the period before valuation	210,203	53,704	205	264,112
Loss on valuation of properites	(1,764,202)	-	-	(1,764,202)
Profit/(loss) for the period	(1,553,999) 	53,704	205	(1,500,090) 
Segment assets Investment in joint ventures	8,269,772 209,125	3,175,964	46,500 240,589	11,492,236 449,714
Total assets	8,478,897	3,175,964	287,089	11,941,950
Segment liabilities	6,857,235	2,573,141	54,642 	9,485,018
Capital expenditure Depreciation	453,578 6,795 =====	1,541 7,150	208 1,464 	455,327 15,409 =====
Nine month period ended 30 September 2010 Segment revenue	994,253	1,049,223	59,224	2,102,700
Segment result Administative and general expenses Finance income Finance expense Gain on sale of investment properties Other income Share in profit of joint ventures	245,303 (37,337) 128 (160,940) 13,125 6,315 10,949	169,524 (52,013) 1,372 (64,102) - 1,291	19,446 (51,024) 103 (1,516) - 849 17,976	434,273 (140,374) 1,603 (226,558) 13,125 8,455 28,925
Profit for the period before valuation Loss on valuation of properites	77,543 (870,362)	56,072	(14,166)	119,449 (870,362)
Profit/(loss) for the period	(792,819)	56,072	(14,166)	(750,913)
Segment assets Investment in joint ventures	12,253,582 237,283	3,209,521	56,770 189,635	15,519,873 426,918
Total assets	12,490,865	3,209,521	246,405	15,946,791
Segment liabilities	8,584,045	2,559,946	67,560 =====	11,211,551
Capital expenditure Depreciation	324,855 10,975 =====	20,617 7,365 =====	438 4,393 =====	345,910 22,733 =====