UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C. (CLOSED) AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

31 MARCH 2012



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## REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C. (CLOSED)

#### Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of United Projects Company For Aviation Services K.S.C. (Closed) (the "Parent Company") and its subsidiaries (collectively the "Group") as at 31 March 2012, and the related interim condensed consolidated income statement, interim condensed consolidated statement of comprehensive income, interim condensed consolidated statement of cash flows and interim condensed consolidated statement of changes in equity for the three months period then ended. The management of the Parent Company is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34"). 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 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 is not prepared, in all material respects, in accordance with IAS 34.

#### **Emphasis of matter**

Without qualifying our conclusion, we draw attention to Note 4 to the interim condensed consolidated financial information, which describes the uncertainty relating to the approval to be obtained from the civil aviation authority for the lease of the Sheikh Saa'd terminal and its impact on the recoverable amount of an intangible asset.





Dr. Saud Al-humaidi & Partners Public Accountants

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C. (CLOSED) (continued)

Report on Other Legal and Regulatory Requirements

Furthermore, based on our review, the interim condensed consolidated financial information is in agreement with the books of the Parent Company. We further report that, to the best of our knowledge and belief, we have not become aware of any violations of the Commercial Companies Law of 1960, as amended, or of the articles of association of the Parent Company have occurred during the three months period ended 31 March 2012 that might have had a material effect on the business of the Parent Company or on its financial position.

WALEED A. AL OSAIMI LICENCE NO. 68 A OF ERNST & YOUNG

13 May 2012 Kuwait DR. SAUD AL HUMAIDI

LICENCE NO. 51 A

DR. SAUD AL-HUMAIDI & PARTNERS MEMBER OF BAKER TILLY INTERNATIONAL

# United Projects Company For Aviation Services K.S.C. (Closed) and Subsidiaries INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED)

For the period ended 31 March 2012

		Three months e	ended
	Note	2012 KD	2011 KD
Revenues Operating costs		2,980,036 (1,117,008)	2,688,237 (1,436,865)
GROSS PROFIT		1,863,028	1,251,372
Realised (loss) gain on sale of financial assets available for sale Interest income Dividend income Share of results of associates Other income Impairment loss on projects under construction Impairment loss on receivables and other assets Impairment loss on amount due from related parties General and administrative expenses Depreciation		(1,056) 106,077 - - 597,552 - (216,357) - (315,670)	462 36,896 2,082 (16,232) 409,975 (79,979) - (1,137,198) (303,549)
Finance costs		(64,468) (26,361)	(52,149) (20,390)
PROFIT FOR THE PERIOD BEFORE CONTRIBUTION TO KUWAIT FOUNDATION FOR THE ADVANCEMENT OF SCIENCES ("KFAS"), NATIONAL LABOUR SUPPORT TAX ("NLST") AND ZAKAT  Contribution to KFAS NLST		1,942,745 (19,624) (49,059)	91,290 (822) (2,282)
Zakat		(19,795)	(912)
PROFIT FOR THE PERIOD		1,854,267	87,274
Attributable to: Equity holders of the Parent Company Non controlling interest		1,871,700 (17,433) 1,854,267	197,176 (109,902) 87,274
BASIC AND DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY	3	23.76 fils	2.48 fils

# United Projects Company For Aviation Services K.S.C. (Closed) and Subsidiaries INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the period ended 31 March 2012

	Three months ended 31 March		
	2012 KD	2011 KD	
Profit for the period	1,854,267	87,274	
Other comprehensive income: Financial assets available for sale: - Net fair value gain (loss) - Net transfer to income statement	6,600 1,056	(28,502) (462)	
Other comprehensive income (loss)	7,656	(28,964)	
Total comprehensive income for the period	1,861,923	58,310	
Attributable to: Equity holders of the Parent Company Non controlling interest	1,879,356 (17,433) 1,861,923	168,212 (109,902) 58,310	

# United Projects Company For Aviation Services K.S.C. (Closed) and Subsidiaries INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

As at 31 March 2012

			(Audited)	
		31 March	31 December	31 March
		2012	2011	2011
ASSETS	Notes	KD	KD	KD
Non-current assets				
Property and equipment		593,482	657,952	669,296
Intangible assets	4	24,362,611	25,050,594	26,826,330
Investment in associates		62,500	62,500	860,884
Financial assets available for sale		3,589,012	1,632,172	1,409,858
		28,607,605	27,403,218	29,766,368
Current assets		-		
Receivables and other assets		1,139,528	1,211,438	1,520,330
Due from related parties	5	933,098	1,354,284	2,860,931
Bank balances and cash	6	11,843,130	12,001,617	6,267,169
		13,915,756	14,567,339	10,648,430
TOTAL ASSETS		42,523,361	41,970,557	40,414,798
EQUITY AND LIABILITIES				
Equity				
Share capital		8,250,000	8,250,000	8,250,000
Share premium		10,500,000	10,500,000	10,500,000
Statutory reserve		2,664,513	2,664,513	2,424,057
Voluntary reserve		2,664,513	2,664,513	2,424,057
Treasury shares		(1,362,482)	(1,349,532)	(1,402,436)
Treasury shares reserve		903	903	3,156
Other reserve		(260,978)	(260,978)	(260,978)
Cumulative changes in fair values		274,874	267,218	144,914
Retained earnings		8,158,024	8,649,424	7,054,196
Equity attributable to equity holders of the				
Parent Company		30,889,367	31,386,061	29,136,966
Non controlling interest		2,757,491	2,774,924	2,919,509
Total equity		33,646,858	34,160,985	32,056,475
Non anyment lightilities		<del></del>		
Non-current liabilities Term loans	5	550 000	0.50.000	
Employees' end of service benefits	3	750,000	950,000	1,500,000
Employees cha of service benefits		318,525	308,647	286,680
		1,068,525	1,258,647	1,786,680
Current liabilities				
Bank overdraft	6	96,817	84,731	196,820
Term loans	5	800,000	800,000	850,000
Due to related parties	4	599,408	672,225	640,983
Accounts payable and other liabilities		6,311,753	4,993,969	4,883,840
		7,807,978	6,550,925	6,571,643
Total liabilities		8,876,503	7,809,572	8,358,323
TOTAL EQUITY AND LIABILITIES		42,523,361	41,970,557	40,414,798

Salem Abdulredha Safar Chairman

Majed Hssa Al Ajeel

Vice Chairman and Chief Executive Officer

# United Projects Company For Aviation Services K.S.C. (Closed) and Subsidiaries INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the period ended 31 March 2012

	_	Three mon	
	= = =	2012	2011
OPED ATTING A CONTINUES	Notes	KD	KD
OPERATING ACTIVITIES Profit for the period			
Adjustments for:		1,854,267	87,274
Realised loss (gain) on sale of financial assets available for sale			
Interest income		1,056	(462)
Dividend income		(106,077)	(36,896)
Share of results of associates		-	(2,082)
Impairment loss on projects under construction		-	16,232
Impairment loss on receivables and other assets		216 257	79,979
Impairment loss of due from related parties		216,357	1 127 100
Provision of employees' end of service benefits		11 207	1,137,198
Depreciation and amortisation	8	11,297 752,452	11,242
Finance costs	Ü	26,361	1,028,345
		20,301	20,390
Working capital changes:		2,755,713	2,341,220
Receivables and other assets		(64,588)	(174,087)
Due from related parties		421,186	(261,924)
Due to related parties		(72,817)	99,140
Accounts payable and other liabilities		1,317,784	(79,730)
Cash from operations		4,357,278	1,924,619
Employees' end of service benefits paid		(1,419)	1,924,019
Net cash from operating activities		4,355,859	1,924,619
INVESTING ACTIVITIES			
Purchase of financial assets available for sale		(1,994,745)	(61,947)
Proceeds from sale of financial assets available for sale		42,051	24,087
Investment in an associate		-	(62,500)
Purchase of property and equipment		-	(16,701)
Interest income received		28,673	36,896
Dividend income received		-	2,082
Net cash used in investing activities		(1,924,021)	(78,083)
FINANCING ACTIVITIES			
Purchase of treasury shares		(12,950)	
Repayment of term loans		(200,000)	(200,000)
Dividends	7	(2,363,100)	(2,360,400)
Finance costs paid	•	(26,361)	(20,390)
Net cash used in financing activities			
		(2,602,411)	(2,580,790)
DECREASE IN CASH AND CASH EQUIVALENTS		(170,573)	(734,254)
Cash and cash equivalents at the beginning of the period		11,916,886	6,804,603
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	6	11,746,313	6,070,349
		=	

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) United Projects Company For Aviation Services K.S.C. (Closed) and Subsidiaries For the period ended 31 March 2012

Attributable to equity holders of the Parent Company

	Share capital KD	Share premium KD	Statutory reserve KD	Voluntary reserve KD	Treasury shares KD	Treasury shares reserve KD	Other reserve KD	Cumulative changes in fair values KD	Retained earnings KD	Sub total KD	Non controlling interest KD	Total equity KD
As at 1 January 2012 Profit (loss) for the period Other comprehensive income	8,250,000	10,500,000	2,664,513	2,664,513	(1,349,532)	903	(260,978)	267,218 - 7,656	8,649,424 1,871,700	31,386,061 1,871,700 7,656	2,774,924 (17,433) -	34,160,985 1,854,267 7,656
Total comprehensive income (loss) for the period Dividends for 2011 at 30 fils per	•	1	5. g		<b>1</b>			7,656	1,871,700	1,879,356	(17,433)	1,861,923
share (Note 7) Purchase of treasury shares			• •	' '	(12,950)		· ·		(2,363,100)	(2,363,100) (12,950)	· ·	(2,363,100) (12,950)
As at 31 March 2012	8,250,000	10,500,000	2,664,513	2,664,513	(1,362,482)	903	(260,978)	274,874	8,158,024	30,889,367	2,757,491	33,646,858
As at 1 January 2011 Profit (loss) for the period Other comprehensive loss	8,250,000	10,500,000	2,424,057	2,424,057	(1,402,436)	3,156	(260,978)	173,878	9,217,420 197,176	31,329,154 197,176 (28,964)	3,029,411 (109,902)	34,358,565 87,274 (28,964)
Total comprehensive (loss) income for the period Dividends paid (Note 7)	;	sa⊘ 1 1	1 I	, 3 c'	27			(28,964)	197,176 (2,360,400)	168,212 (2,360,400)	(109,902)	58,310 (2.360,400)
As at 31 March 2011	8,250,000	10,500,000	2,424,057	2,424,057	(1,402,436)	3,156	(260,978)	144,914	7,054,196	29,136,966	2,919,509	32,056,475

The attached notes 1 to 10 form part of this interim condensed consolidated financial information.

As at 31 March 2012

#### 1 ACTIVITIES

The interim condensed consolidated financial information of United Projects Company for Aviation Services K.S.C. (Closed) (the "Parent Company") and its subsidiaries (collectively the "Group") for the three month period ended 31 March 2012 were authorised for issue by the board of directors on 13 May 2012.

The Parent Company was established as a closed Kuwaiti Shareholding Company on 4 December 2000 and its registered address is Fahed Al Salem Street, Al Abrar Tower, P.O. Box 27068 Safat 13131, State of Kuwait. The main objectives of the Parent Company are:

- Providing airplane ground and cleaning services and supply of water and other airplane supplies

Leasing out airplanes

- Tourism, travel and cargo shipment services

Managing projects

- Investing surplus funds in investment portfolios managed by specialised institutions

The Parent Company's shares are listed on the Kuwait Stock Exchange.

The Parent Company is a subsidiary of Kuwait National Airways K.S.C. (the "Ultimate Parent Company").

## 2 SIGNIFICANT ACCOUNTING POLICIES

## Basis of presentation

The interim condensed consolidated financial information of the Group has been prepared in accordance with International Accounting Standard ("IAS") 34: Interim Financial Reporting.

The interim condensed consolidated financial information does not include all of the information and disclosures required for complete financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"). In the opinion of management, all adjustments considered necessary for a fair presentation have been included in the interim condensed consolidated financial information. Operating results for the interim period are not necessarily indicative of the results that may be expected for the year ending 31 December 2012. For further information, refer to the annual audited consolidated financial statements and notes thereto for the year ended 31 December 2011.

The interim condensed consolidated financial information is presented in Kuwaiti Dinars ("KD").

### Changes in accounting policy and disclosures

The accounting policies used in the preparation of these interim condensed consolidated financial information are consistent with those used in the preparation of the annual consolidated financial statements for the year ended 31 December 2011, except for the adoption of the following amended International Accounting Standards Board ("IASB") Standards during the period:

## IFRS 3: Business Combinations (Amendment) (effective 1 July 2011)

The measurement options available for non controlling interest have been amended. Only components of non controlling interest that constitute a present ownership interest that entitles their holder to a proportionate share of the entity's net assets in the event of liquidation shall be measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components are to be measured at their acquisition date fair value.

As at 31 March 2012

# 2 SIGNIFICANT ACCOUNTING POLICIES (continued)

# Changes in accounting policy and disclosures (continued)

IFRS 7: Financial Instruments: Disclosures — Enhanced Derecognition Disclosure Requirements (Amendment) (effective I July 2011)

The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable the user of the Group's financial statements to understand the relationship with those assets that have not been derecognised and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognised assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognised assets.

The adoption of the above mentioned amendments did not have any material impact on the financial position or performance of the Group.

The Group has not early adopted any IASB standards, International Financial Reporting Interpretations Committee ("IFRIC") interpretations or amendments that have been issued but not yet effective.

# 3 BASIC AND DILUTED EARNINGS PER SHARE

Basis and diluted earnings per share are calculated by dividing the profit for the period attributable to equity holders of the Parent Company by the weighted average number of ordinary shares, less treasury shares, outstanding during the period, as follows:

a a second a		nths ended Tarch
	2012 KD	2011
Profit for the period attributable to equity holders of the Parent Company	1,871,700	<i>KD</i> 197,176
Weighted average number of ordinary shares, less treasury shares, outstanding	Shares	Shares
during the period	78,786,484	79,416,556
Basic and diluted earnings per share attributable to equity holders of the Parent Company	23.76 fils	2.48 fils

#### 4 INTANGIBLE ASSETS

Intangible assets amounting to KD 9,585,317 (31 December 2011: KD 9,784,289 and 31 March 2011: KD 10,381,205) represents the carrying value of Built-Own-Transfer (BOT) project for the construction of Sheikh Saa'd Terminal (the "terminal"). This terminal was being used by the Ultimate Parent Company for its airline operations. However, during 2011, the Ultimate Parent Company ceased operations and, consequently, the terminal's traffic has significantly reduced. The management of the Group has initiated discussions with alternative carriers in Kuwait to increase the utilisation of this terminal by seeking to lease the terminal to other operators. Based on these discussions, the management is confident that it will be able to increase the utilisation for the terminal and, therefore, believes that the carrying amount of intangible assets for this terminal will be recovered from future operations. The management has not yet obtained the permission of the civil aviation authority to lease the terminal to alternate carriers, but has applied for permission in this regard. The management is confident that the approval to lease the terminal to alternate carriers will be obtained.

As at 31 March 2012

## 5 RELATED PARTY TRANSACTIONS

Related parties represent the Ultimate Parent Company, associates, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

Balances and transactions with related parties are as follows:

			her related	Three months	
	Comp	-	Parties	2012	2011
	KI	)	KD	KD	$K\!D$
Interim condensed consolidated income sta	itement:				
Revenues		_	31,938	21.020	71 470
Interest income		-	106,077	31,938	71,478
Other income		_	8,349	106,077	34,452
General and administrative expenses		-	(955)	8,349 (955)	(4.446)
Finance costs		-	(26,361)	(26,361)	(4,446) (20,390)
	Ultimate Parent Company KD	Other related parties KD	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD
Interim condensed consolidated statement of	of financial pos	ition:			
Due from related parties	366,803	566,29	5 933,098	1,354,284	2,860,930
Cash and cash equivalents	-	11,746,31	,	11,916,886	6,070,349
Term loans	-	1,550,00		1,750,000	2,350,000
Due to related parties	45,000	554,40		672,225	640,983
Accounts payable and other liabilities *	1,541,325	-	1,541,325	-	-

<sup>\*</sup> Represents dividend payable.

Financial assets available for sale amounting to KD 3,196,968 (31 December 2011: KD 1,240,128 and 31 March 2011: KD 1,409,858) are managed by a related party.

# Compensation of key management personnel

The remuneration of key management personnel during the period was as follows:

10. o 135 — 108.		Three months ended 31 March	
	2012 KD	2011 KD	
Short-term benefits Employees' end of service benefits	34,746 4,038	32,686 4,038	
	38,784	36,724	

## 6 CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the interim condensed consolidated statement of cash flows consist of the following interim condensed consolidated statement of financial position amounts:

	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD
Bank balances and cash Bank overdraft	11,843,130 (96,817)	12,001,617 (84,731)	6,267,169 (196,820)
	11,746,313	11,916,886	6,070,349

# 7 TREASURY SHARES, RESERVES AND APPROPIATIONS

#### a) Treasury shares

	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD
Number of treasury shares (shares)	3,740,000	3,700,000	3,820,000
Percentage of issued shares (%)	5%	4%	5%
Market value (KD)	1,196,800	1,110,000	1,547,100

#### b) Reserves

Reserves equivalent to the cost of the treasury shares have been ear marked as non-distributable.

#### c) Dividend

On 19 March 2012, the General Assembly approved the distribution of a cash dividend of 30 fils per share (excluding treasury shares) for the year ended 31 December 2011 (31 December 2010: cash dividends of 30 fils per share (excluding treasury shares)). The distribution was made to the Parent Company's shareholders on records as of the date of the General Assembly.

United Projects Company For Aviation Services K.S.C. (Closed) and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED) As at 31 March 2012

# SEGMENT INFORMATION

For management purposes, the Group is organised in two operating segments "investments" and "rental and other services operations" as follows:

Rental and other

			Im	Investments	Ken service	Kental and other services operations		Total	
			Three months ended 31 March KD	Three months ended 31 March KD	Three months ended 31 March KD	Three months ended 31 March KD	Three months ended 31 March 2012	Three months Ended 31 March 2011	
Segment revenue			106,077	38,978	3,577,588	3,098,212	3,683,665	3,137,190	0 II
Segment profit Unallocated expenses			105,021	38,978	1,837,724	68,082	1,942,745	<b>S</b> 107,060 <b>(19,786)</b>	0s (9 <sub>1</sub>
Profit for the period Depreciation and amortisation			E .	·	752,452	2 1,028,345	1,854,267	7 87,274 2 1,028,345	4
ı		Investments		Rental and	Rental and other services operations	perations		Total	
	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD	31 March 3 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD
Interim condensed consolidated statement of financial pos Assets 15,494,642 13,696,289	15,494,642	financial positi 13,696,289	ition: 8,537,910	27,028,719	28,274,268	31,876,888	42,523,361	41,970,557	40,414,798
Liabilities	ı	1	1	8,876,503	7,809,572	8,358,323	8,876,503	7,809,572	8,358,323
Commitments	e in Kuwait.			6,492,934	6,665,656	6,459,108	6,492,934	6,665,656	6,459,108

As at 31 March 2012

## 9 COMMITMENTS

The Discovery Mall, the car park and commercial complex of Kuwait International Airport are constructed on a leased land for which an annual lease payment of KD 690,888 (31 December 2011: KD 690,888 and 31 March 2011: KD 690,888) was made. The lease payments for the future periods are as follows:

	31 March 2012 KD	(Audited) 31 December 2011 KD	31 March 2011 KD
Not later than 5 years Later than 5 years	3,400,440 3,092,494	3,418,440 3,247,216	2,911,830 3,547,278
	6,492,934	6,665,656	6,459,108

## 10 CONTINGENCIES

As at 31 March 2012, the Group had contingent liabilities amounting to KD 322,240 (31 December 2011: KD 322,240 and 31 March 2011: KD 356,550) in respect of bank guarantees arising in the ordinary course of business from which it is anticipated that no material liabilities will arise.