UNITED PROJECTS COMPANY FOR AVIATION SERVICES K.S.C.P. AND ITS SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

30 JUNE 2014



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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.P

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of United Projects Company For Aviation Services K.S.C.P (the "Parent Company") and its subsidiaries (collectively, the "Group") as at 30 June 2014 and the related interim condensed consolidated income statement and interim condensed consolidated statement of comprehensive income for the three months and six months periods then ended and the related interim condensed consolidated statement of cash flows and statement of changes in equity for the six 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 IAS 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

We draw attention to Note 4 to the interim condensed consolidated financial information, which describes the uncertainty relating to the management's ability to renew a BOT contract and its impact on the recoverable amount of the related intangible asset. Our conclusion is not qualified in respect of this matter.





Dr. Saud Hamad 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.P. (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 account 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 Companies Law No. 25 of 2012, as amended, or of the Parent Company's Memorandum of Incorporation and Articles of Association during the six months period ended 30 June 2014 that might have had a material effect on the business of the Parent Company or on its financial position.

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MEMBER OF BAKER TILLY

INTERNATIONAL

24 July 2014 Kuwait

United Projects Company For Aviation Services K.S.C.P. and its Subsidiaries INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED) At 30 June 2014

			(Audited)	
		30 June	31 December	30 June
		2014	2013	2013
ASSETS	Notes	KD	KD	KD
Non-current assets				
Property and equipment		217,276	268,380	332,613
Intangible assets	4	18,359,969	19,678,894	20,933,430
Financial assets available for sale		3,544,033	3,642,044	3,642,044
		22,121,278	23,589,318	24,908,087
Current assets				
Accounts receivable and other assets		2,318,590	1,960,425	2,367,890
Cash and bank balances	5	8,840,565	10,975,638	5,804,694
		11,159,155	12,936,063	8,172,584
TOTAL ASSETS		33,280,433	36,525,381	33,080,671
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		4,125,000	4,125,000	3,440,761
Treasury shares	7	(1,544,594)	(1,544,594)	(1,544,594)
Other reserve	,	(260,978)	(260,978)	(260,978)
Retained earnings		2,932,546	6,136,881	3,784,199
Equity attributable to holders of the Parent				
Company		24,001,974	27,206,309	24,169,388
Non-controlling interests		2,483,495	2,477,111	2,579,579
Total equity		26,485,469	29,683,420	26,748,967
Non-current liabilities				·
Employees' end of service benefits		236,399	215,151	198,340
		236,399	215,151	198,340
Current liabilities				-
Accounts payable and other liabilities		6,558,565	6,626,810	6,133,364
		6,558,565	6,626,810	6,133,364
Total liabilities		6,794,964	6,841,961	6,331,704
TOTAL EQUITY AND LIABILITIES		33,280,433	36,525,381	33,080,671

Nadia Abdullah Mohammad Akil Chairperson and Managing Director Hassan Bassam Al Houry Vice Chairman

United Projects Company For Aviation Services K.S.C.P. and its Subsidiaries INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED) For the period ended 30 June 2014

	_	Three months 30 June		Six months ended 30 June		
	Notes	2014 KD	2013 KD	2014 KD	2013 KD	
Revenues Operating costs		2,995,670 (290,336)	2,853,960 (277,634)	5,992,093 (585,963)	5,867,413 (556,659)	
Gross profit		2,705,334	2,576,326	5,406,130	5,310,754	
General and administrative expenses Salaries and employee benefits Impairment of financial assets available for sale Net other income		(295,932) (248,229) (98,011) 46,664	(350,754) (232,323) - 350,921	(559,606) (477,696) (98,011) 94,950	(646,496) (461,991) - 873,303	
Profit before interest, taxation, depreciation and amortization ("EBITDA") Depreciation Amortisation		2,109,826 (27,016) (687,164)	2,344,170 (33,779) (685,595)	4,365,767 (58,108) (1,373,639)	5,075,570 (95,596) (1,371,297)	
Profit before interest and taxation ("EBIT") Interest income		1,395,646 60,382	1,624,796 73,953	2,934,020 131,111	3,608,677 175,674	
Profit before taxation Taxation	10	1,456,028 (66,841)	1,698,749 (74,293)	3,065,131 (138,522)	3,784,351 (164,732)	
PROFIT FOR THE PERIOD		1,389,187	1,624,456	2,926,609	3,619,619	
Attributable to: Equity holders of the Parent Company Non-controlling interests		1,398,986 (9,799)	1,710,264 (85,808)	2,920,225 6,384	3,684,666 (65,047)	
		1,389,187	1,624,456	2,926,609	3,619,619	
BASIC AND DILUTED EARNINGS PER SHARE – attributable to equity holders of the Parent Company	3	17.82 fils	21.78 fils	37.19 fils	46.89 fils	

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

For the period ended 30 June 2014

_	Three months 30 June		Six months ended 30 June		
	2014 KD	2013 KD	2014 KD	2013 KD	
Profit for the period	1,389,187	1,624,456	2,926,609	3,619,619	
TOTAL COMPERHENSIVE INCOME FOR THE PERIOD	1,389,187	1,624,456	2,926,609	3,619,619	
Attributable to:					
Equity holders of the Parent Company Non-controlling interests	1,398,986 (9,799)	1,710,264 (85,808)	2,920,225 6,384	3,684,666 (65,047)	
	1,389,187	1,624,456	2,926,609	3,619,619	

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

For the period ended 30 June 2014

		Six month 30 Ji	
		2014	2013
OPERATING ACTIVITIES	lote	KD	KD
Profit for the period Adjustments for:		2,926,609	3,619,619
Depreciation and amortization Provision of employees' end of service benefits		1,431,747 21,248	1,466,893 21,886
Interest income		(131,111)	(175,674)
Reversal of impairment on receivables (net)		-	(273,444)
Impairment of financial assets available for sale		98,011	
		4,346,504	4,659,280
Working capital changes:			
Account receivable and other assets		(358,165)	25,013
Accounts payable and other liabilities		(68,245)	109,210
Cash flows from operations		3,920,094	4,793,503
Employees' end of service benefits paid		-	(37,766)
Net cash flows from operating activities		3,920,094	4,755,737
INVESTING ACTIVITIES			
Purchase of property and equipment		(7,004)	(13,004)
Proceds from sale of financial assets available for sale		-	1,000,000
Additions to intangible assets Proceeds from sale of an associate		(54,714)	- - 500
Interest income received		131,111	62,500 219,691
Net cash flows from investing activities		69,393	1,269,187
FINANCING ACTIVITIES			
Purchase of treasury shares		-	(210,400)
Repayment of term loans Dividend paid		(6,124,560)	(950,000) (15,468,440)
Dividena para		(0,124,500)	(13,408,440)
Net cash flows used in financing activities		(6,124,560)	(16,628,840)
NET DECREASE IN CASH AND CASH EQUIVALENTS		(2,135,073)	(10,603,916)
Cash and cash equivalents at the beginning of the period		10,975,638	16,408,610
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	5	8,840,565	5,804,694

United Projects Company For Aviation Services K.S.C.P. and its Subsidiaries

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INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED) For the period ended 30 June 2014

Attributable to equity holders of the Parent Company

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	Share capital KD	Share premium KD	Statutory reserve KD	Treasury shares KD	Other reserve KD	Retained earnings KD	Sub total KD	Non controlling interest KD	Total equity KD
As at 1 January 2014 Profit for the period Other comprehensive income	8,250,000	10,500,000	4,125,000	(1,544,594)	(260,978)	6,136,881 2,920,225	27,206,309 2,920,225	2,477,111 6,384	29,683,420 2,926,609
Total comprehensive income for the period Dividends for 2013 at 78 fils per share (Note 8)	• •			, ,		2,920,225	2,920,225 (6,124,560)	6,384	2,926,609 (6,124,560)
As at 30 June 2014	8,250,000	10,500,000	4,125,000	(1,544,594)	(260,978)	2,932,546	24,001,974	2,483,495	26,485,469
As at 1 January 2013 Profit (loss) for the period Other comprehensive income	8,250,000	10,500,000	3,440,761	(1,334,194)	(260,978)	15,567,973	36,163,562	2,644,626 (65,047) -	38,808,188 3,619,619
Total comprehensive income (loss) for the period Dividends for 2012 at 197 fils per share (Note 8) Purchase of treasury shares As at 30 June 2013	8,250,000	10,500,000	3,440,761	(210,400)	(260,978)	3,684,666 (15,468,440)	3,684,666 (15,468,440) (210,400) 24,169,388	(65,047)	3,619,619 (15,468,440) (210,400) 26,748,967

The attached notes 1 to 12 form part of this interim condensed consolidated financial information.

As at 30 June 2014

I CORPORATE INORMATION

The interim condensed consolidated financial information of United Projects Company for Aviation Services K.S.C.P. (the "Parent Company") and its subsidiaries (collectively the "Group") for the period ended 30 June 2014 were authorised for issue by the Board of Directors on 24 July 2014.

The Parent Company was established as a closed Kuwaiti Shareholding Company on 4 December 2000 and its registered address is Kuwait International Airport, P.O. Box 27068, Safat 13131, 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;
- Using the surplus funds available to the company in investment portfolios managed by specialized institutions.

The Parent Company is listed on the Kuwait Stock Exchange and is a subsidiary of Agility Public Warehousing Company K.S.C.P. ("Ultimate Parent Company"), which is also listed on the Kuwait Stock Exchange.

The Companies Law issued on 26 November 2012 by Decree Law no 25 of 2012 (the "Companies Law"), cancelled the Commercial Companies Law No 15 of 1960. The Companies Law was subsequently amended on 27 March 2013 by Decree Law No. 97 of 2013 (the "Decree"). The Executive Regulations of the new amended law, issued on 29 September 2013, was published in the official Gazette on 6 October 2013. As per Article three of the Executive Regulations, companies have one year from the date of publishing the Executive Regulations to comply with the new amended law.

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 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"), and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2013. 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 2014.

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 the 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 2013, except for the adoption of the new and amended IFRS that have become effective from 1 January 2014 and those which are applicable to the Group:

IAS 32: Financial Instruments: Presentation - Offsetting Financial Assets and Financial liabilities (Amendment)

These amendments are effective for annual periods beginning on or after 1 January 2014 and clarify the meaning of "currently has a legally enforceable right to set-off" and also clarify the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendment has not resulted in any impact on the financial position or performance of the Group.

As at 30 June 2014

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Changes in accounting policy and disclosures(continued)

IAS 36: Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets (Amendment)
These amendments remove the unintended consequences of IFRS 13 on the disclosures required under IAS 36. In addition, these amendments require disclosure of the recoverable amounts for the assets or cash generating units for which impairment loss has been recognised or reversed during the period. These amendments are effective retrospectively for annual periods beginning on or after 1 January 2014 with earlier application permitted, provided IFRS 13 is also applied. The amendment has not resulted in any impact on the financial position or performance of the Group.

3 BASIC AND DILUTED EARNINGS PER SHARE

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

	Three mon 30 J		Six months ended 30 June		
·	2014 KD	2013 KD	2014 KD	2013 KD	
Profit for the period attributable to equity holders of the Parent Company	1,398,986	1,710,264	2,920,225	3,684,666	
Weighted average number of ordinary	Shares	Shares	Shares	Shares	
shares, less treasury shares, outstanding during the period	78,520,000	78,520,000	78,520,000	78,578,785	
Basic and diluted earnings per share	17.82 fils	21.78 fils	37.19 fils	46.89 fils	

4 INTANGIBLE ASSETS

Included in intangible assets is an amount of KD 1,916,768 (31 December 2013: KD 2,398,136 and 30 June 2013: KD 2,879,506) that represents the carrying value of Built-Own-Transfer (BOT) project for the construction of Discovery Mall (the "Mall"). This Mall was built on a leasehold land from the government of the State of Kuwait for 10 years which was then extended by seven months to 28 January 2014. The management believes that the agreement will be extended for additional 3 years and the delay in the extension of the agreement is due to the completion of certain legal and administrative formalities.

Included in intangible assets is an amount of KD 7,794,554 (31 December 2013: KD 8,192,504 and 30 June 2013: KD 8,590,457) that represents the carrying value of Built-Own-Transfer (BOT) project for the construction of Sheikh Saa'd Terminal (the "terminal"). The Civil Aviation Authority permitted Flydubai, one of the carriers to operate from the terminal. As a result of this, the management is confident that the carrying amount of the terminal is fully recoverable and no impairment is considered necessary.

Included in intangible assets is an amount of KD 8,648,647 (31 December 2013: KD 9,088,254 and 30 June 2013: KD 9,463,467) that represents the carrying value of Built-Own-Transfer (BOT) project for the construction of the car park and commercial complex of Kuwait International Airport. The management is confident that the carrying amount of the intangible asset is fully recoverable and no impairment is considered necessary.

As at 30 June 2014

5 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:

		(Audited)	
	30 June	31 December	30 June
	2014	2013	2013
	KD	KD	KD
Cash and bank balances	1,068,983	1,004,227	303,694
Short term deposits	7,771,582	9,971,411	5,501,000
	8,840,565	10,975,638	5,804,694

Short term deposits are denominated in KD and carry an effective interest rate ranging between 0.875% to 1.8% (31 December 2013: 1.00% to 1.50% and 30 June 2013: 1.25% to 2.13%) per annum.

6 RELATED PARTY TRANSACTIONS

Related parties represent the i.e.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:

		C	ther related	Six months e 30 June	
			parties	2014	2013
			KD	KD	KD
Interim condensed consolidated inc statement:	ome				
Revenues Operating costs			105,216 (189,019)	105,216 (189,019)	184,487 (158,862)
Administrative expenses			(28,215)	(28,215)	-
Other income			-	-	36,773
	Ultimate Parent Company	Other related parties KD	30 June 2014 KD	(Audited) 31 Decembe 2013 KD	r 30 June 2013 KD
Interim condensed consolidated statement of financial position: Amounts due from related parties Amounts due to related parties	18,013	67,969 256,589	67,969 274,602	10,654 85,872	14,666 -

Amounts due from/to related parties are classified as part of accounts receivable and other assets and accounts payable and other liabilities respectively in the interim condensed consolidated statement of financial position and are non-interest bearing and receivable/payable on demand.

As at 30 June 2014

6 RELATED PARTY TRANSACTIONS (continued)

Compensation of key management personnel

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

		Six months 30 Jui	
		2014 KD	2013 KD
Short-term benefits Employees' end of service benefits		45,000 2,480	42,000
		47,480	42,000
7 TREASURY SHARES			
	30 June 2014	(Audited) 31 December 2013	30 June 2013
Number of treasury shares (shares)	3,980,000	3,980,000	3,980,000
Percentage of issued shares (%)	5%	5 %	5%
Market value (KD)	2,945,200	3,223,800	3,582,000

8 DIVIDEND

The Annual General Assembly held on 12 May 2014 approved the distribution of cash dividend of 78 fils (2012: 197 fils) per share for the year ended 31 December 2013, to the shareholders of the Parent Company, proportionate to their shareholding as of the date of the Annual General Assembly.

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

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED) As at 30 June 2014

9 OPERATING SEGMENT INFORMATION

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

			Segment revenue	Segment profit	Unallocated expenses	Profit for the period	Depreciation and amortisation			Interim condensed consolidated statement of financial position: Assets	Liabilities	Other disclosures:	Capital expenditure	
Im	Six mon 30	2014 KD	131,111	131,111					30 June 3 2014 KD	12,384,598			•	
Investments	Six months ended 30 June	2013 KD	175,674	175,674			•	Investments	(Audited) 31 December 2013 KD	14,617,682			ø	
las	S	2014 KD	н	•			(1,431		30 June 2013 KD	9,446,738	,		•	
Rental and other services operations	Six months ended 30 June		6,087,043 6,	2,934,020 3,			(1,431,747) (1,4	l se	30 June 2014 KD	20,895,835	6,794,964		54,714	
er ns	p	2013 KD	6,740,716	3,608,677			(1,466,893)	Rental and other services operations	(Audited) 31 December 2013	21,907,699	6,841,961		118,251	
Total	Six months ended 30 June	2014 KD	6,218,154	3,065,131	(138,522)	2,926,609	(1,431,747)	r ns	30 June 2013 KD	23,633,933	6,331,704		•	
al	s ended ne	2013 KD	6,916,390	3,784,351	(164,732)	3,619,619	(1,466,893)		30 June 2014 KD	33,280,433	6,794,964		54,714	
								Total	(Audited) 31 December 2013	36,525,381	6,841,961		118,251	
								i	30 June 2013 XD	33,080,671	6,331,704		ı	

Capital expenditure represents additions to intangible assets. All of the Group's operations are in Kuwait.

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

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at 30 June 2014

10 TAXATION

	Three month 30 Jun		Six months ended 30 June		
_	2014 KD 000's	2013 KD 000's	2014 KD 000's	2013 KD 000's	
National labour support tax (NLST) Contribution to Kuwait Foundation for the	(37,133)	(38,493)	(76,956)	(85,891)	
Advancement of Sciences (KFAS)	(14,854)	(18,100)	(30,783)	(36,268)	
Zakat	(14,854)	(17,700)	(30,783)	(42,573)	
	(66,841)	(74,293)	(138,522)	(164,732)	

11 CONTINGENCIES

As at 30 June 2014, the Group has contingent liabilities amounting to KD 264,190 (31 December 2013: KD 373,440 and 30 June 2013: KD 282,475) in respect of bank guarantees arising in the ordinary course of business from which it is anticipated that no material liabilities will arise.

12 FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities.

The Group's financial assets include financial assets available for sale, receivables and cash and bank balances.

The Group's financial liabilities include accounts payable and other liabilities.

The fair value of financial assets and financial liabilities that are not carried at fair value is not materially different from their carrying amounts except for financial assets available for sale which are carried at cost less impairment amounting to KD 3,544,033 as at 30 June 2014 (31 December 2013: KD 3,642,044 and 30 June 2013: KD 3,642,044).