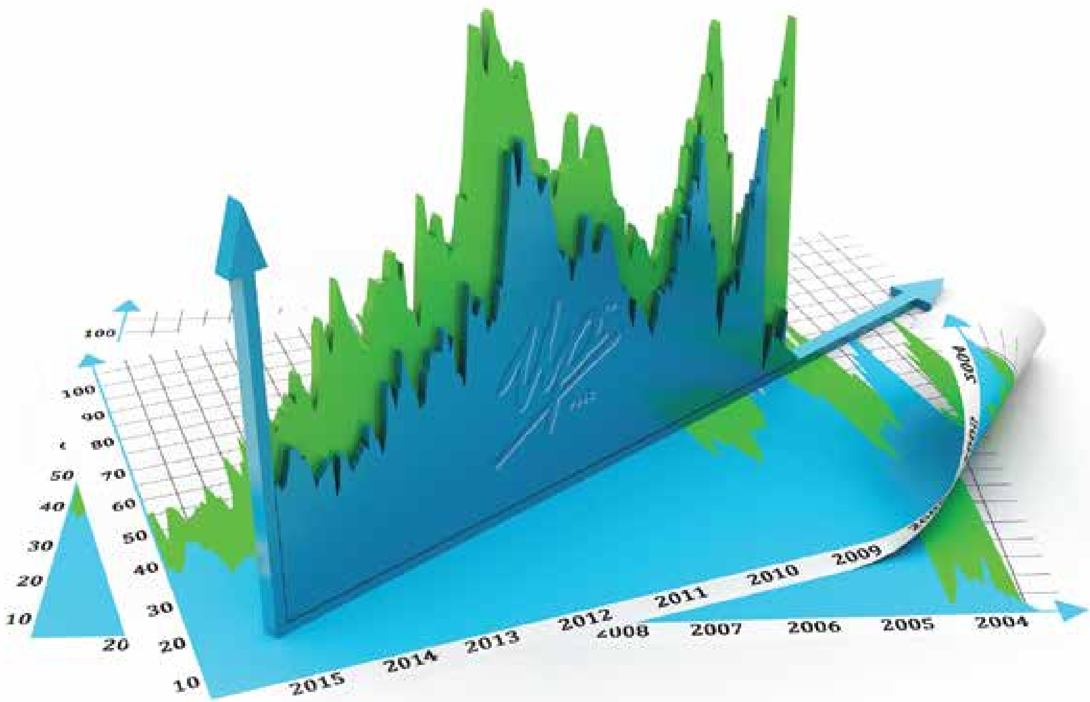
الإتحاد العقارية
Union Properties



Union Properties (PJSC)

and its Subsidiares

Annual Report 2015

الإتحاد العقارية
Union Properties

Union Properties (PJSC)

and its Subsidiares

Consolidated financial statements

Annual Report 2015

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Directors's Report

The Directors have the pleasure of presenting their report together with the audited consolidated financial statements of Union Properties Public Joint Stock Company and its subsidiaries ("the Group") for the year ended 31 December 2015.

Financial results

The Group income for 2015 reached AED 1,465 million *(2014: AED 2,068 million)* and net profit amounted to AED 435 million *(2014: AED 865 million)*.

The Directors propose the following appropriations from retained earnings:

- According to the UAE Federal Law No.2 of 2015, 10% amounting to AED 43.5 million *(2014: AED 86.5 million)* has been transferred to the Statutory Reserve.

- The equity attributable to the shareholders of the Company as at 31 December 2015 amounted to AED 5,322 million *(2014: AED 4,998.5 million)* an increase by 6.6%. The Directors are proposing a bonus share equal to 7% of the Company's paid up share capital.

- Director's fees AED 5 million *(2014: AED 5 million)*.

Directors

The Board of Directors comprised of:

Mr. Khalid Bin Kalban	Chairman
Mr. Saeed Mohammed Al Sharid	Vice Chairman
Mr. Abdulaziz Al Serkal	Director
Mr. Ali Al Fardan	Director
H.E. Hamad Buamim	Director
Mr. Saeed Bin Drai	Director

Auditors

M/s. KPMG were appointed as auditors of the Company for the year ended 31 December 2015 at the Annual General Meeting held on 30 April 2015. M/s. KPMG are eligible for re-appointment for 2016 audit, and have expressed their interest for 2016 audit.

On behalf of the Board

Khalid Bin Kalban
Chairman
Dubai

KPMG

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Independent Auditors' Report

The Shareholders
Union Properties Public Joint Stock Company

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Union Properties PJSC ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2015, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and their preparation in compliance with the applicable provisions of the UAE Federal Law No. 2 of 2015, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2015, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

Union Properties Public Joint Stock Company
Independent auditors' report
31 December 2015

Independent Auditors' Report *(continued)*

Report on Other Legal and Regulatory Requirements

Further, as required by the UAE Federal Law No. (2) of 2015, we report that:

i) we have obtained all the information and explanations we considered necessary for the purposes of our audit;

ii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Law No. (2) of 2015;

iii) the Group has maintained proper books of account;

iv) the financial information included in the Directors' report, in so far as it relates to these consolidated financial statements, is consistent with the books of account of the Group;

v) as disclosed in note (15) to the consolidated financial statements, the Group has purchased shares during the year ended 31 December 2015;

vi) note (19) to the consolidated financial statements discloses material related party transactions and the terms under which they were conducted;

vii) based on the information that has been made available to us nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2015 any of the applicable provisions of the UAE Federal Law No. (2) of 2015 or in respect of the Company its Articles of Association, which would materially affect its activities or its consolidated financial position as at 31 December 2015.

KPMG Lower Gulf Limited
Vijendranath Malhotra
Registration No: 48
Date: 07 MAR 2016
Dubai, United Arab Emirates

Consolidated statement of profit or loss and other comprehensive income
for the year ended 31 December 2015

	Note	2015 AED'000	2014 AED'000
Property management and sales revenue	5(a)	**79,837**	99,995
Contracting and other operating activities	5(b)	**533,362**	647,458
Gain on sale of investment properties	12(b)	**66,747**	115,675
Share in profit of joint ventures	28(a) and (b)	**55,362**	29,935
Gain on valuation of properties	12 (c)	**669,463**	1,044,370
Finance income	7	**22,460**	14,383
Other income	9	**37,845**	116,251
Total income		**1,465,076**	2,068,067
Direct costs	5	**(793,452)**	(1,017,434)
Administrative and general expenses	6	**(124,350)**	(120,787)
Finance expense	8	**(112,665)**	(64,852)
Profit for the year attributable to the shareholders of the Company		**434,609**	864,994
Other comprehensive income for the year		**-**	-
Total comprehensive profit for the year		**434,609**	864,994
Basic and deluited earnings per share	30	**0.12**	0.24

The notes on pages 8 to 47 form part of these consolidated financial statements.

The independent auditors' report is set out on the pages 2 and 3.

Consolidated statement of financial position

at 31 December 2015

	Note	2015 AED'000	2014 AED'000
ASSETS			
Non-current assets			
Intangible assets	*10*	295	295
Property, plant and equipment	*11*	86,572	103,178
Investment properties	*12*	6,070,095	5,907,879
Development properties	*13*	42,608	49,423
Investment in joint ventures	*28(a) and (b)*	582,061	561,699
Non-current receivables	*14*	383,319	170,344
		7,164,950	6,792,818
Current assets			
Other investments	*15*	109,826	237,878
Inventories	*16*	48,064	31,013
Contract work-in-progress	*17*	226,839	481,777
Trade and other receivables	*18*	363,822	562,948
Due from related parties	*19*	9,549	7,465
Cash in hand and at bank	*20*	368,968	385,245
		1,127,068	1,706,326
Total assets		8,292,018	8,499,144
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	*26*	3,711,959	3,535,199
Treasury shares	*26*	(4,998)	(4,998)
Statutory reserve	*27(a)*	305,505	262,044
General reserve	*27(b)*	313,697	313,697
Retained earnings		995,870	892,538
Total equity attributable to the shareholders of the Company		5,322,033	4,998,480
Non-current liabilities			
Long-term bank loans	*24*	1,304,340	1,436,060
Advances from sale of properties	*22(b)*	52,923	84,127
Non-current payables		1,000	5,200
Provision for staff terminal benefits	*25*	60,571	70,972
		1,418,834	1,596,359
Current liabilities			
Trade and other payables	*21*	1,096,068	1,445,721
Advances and deposits	*22(a)*	134,127	222,990
Due to related parties	*19*	5,311	16,239
Short-term bank borrowings	*23*	183,070	197,755
Current portion of long-term bank loans	*24*	132,575	21,600
		1,551,151	1,904,305
Total liabilities		2,969,985	3,500,664
Total equity and liabilities		8,292,018	8,499,144

The notes on pages 8 to 47 form part of these consolidated financial statements.

07 MAR 2016

Board Member Board Member General Manager

The independent auditors' report is set out on the pages 2 and 3.

Consolidated statement of cash flows

for the year ended 31 December 2015

	Note	2015 AED'000	2014 AED'000
Operating activities			
Profit for the year		**434,609**	864,994
Adjustments for:			
Depreciation	*11*	**14,917**	15,077
Gain on sale of investment properties	*12(b)*	**(66,747)**	(115,675)
Gain on fair valuation of properties	*12(c)*	**(669,463)**	(1,044,370)
Share in profit of joint ventures	*28(a) and (b)*	**(55,362)**	(29,935)
Finance income	*7*	**(22,460)**	(14,383)
Finance expense	*8*	**112,665**	64,852
Operating loss before working capital changes		**(251,841)**	(259,440)
Change in non-current receivables		**(212,975)**	(69,694)
Change in inventories		**(17,051)**	231
Change in contract work-in-progress		**254,938**	(115,274)
Change in trade and other receivables		**641,176**	170,634
Change in due from related parties		**(2,084)**	(10,153)
Change in non-current payables		**(4,200)**	(364)
Change in trade and other payables		**(369,571)**	63,955
Change in advances and deposits		**(88,863)**	49,760
Change in due to related parties		**(10,928)**	14,273
Change in staff terminal benefits (net)		**(10,401)**	(9,607)
Net cash used in operating activities		**(71,800)**	(165,679)
Investing activities			
Additions to property, plant and equipment	*11*	**(9,666)**	(11,447)
Additions to investment properties	*12*	**(49,718)**	(68,644)
Change in other investments		**128,052**	(46,891)
Dividend income		**35,000**	-
Proceeds from sale of properties	*12(b)*	**180,874**	293,304
Interest income		**22,460**	14,383
Change in deposit with banks		**(2,243)**	9,285
Net cash from investing activities		**304,759**	189,990
Financing activities			
Long-term bank loans availed	*24(a)*	**19,530**	379,506
Net movement in trust receipts	*23*	**(18,860)**	22,581
Repayment of long-term bank loans	*24(a)*	**(40,275)**	(360,000)
Dividend paid		**(106,056)**	-
Interest paid		**(111,915)**	(62,432)
Change in advances from sale of properties		**1,922**	16,987
Net cash used in financing activities		**(255,654)**	(3,358)
Net (decrease)/increase in cash and cash equivalents		**(22,695)**	20,953
Cash and cash equivalents at the beginning of the year		**143,951**	122,998
Cash and cash equivalents at the end of the year	*20(a)*	**121,256**	143,951

The notes on pages 8 to 47 form part of these consolidated financial statements.

The independent auditors' report is set out on the pages 2 and 3.

Consolidated statement of changes in equity

for the year ended 31 December 2015

	Share capital AED'000	Treasury shares AED'000	Statutory reserve AED'000	General reserve AED'000	Retained earnings AED'000	Total AED'000
At 1 January 2014	3,366,857	(4,998)	175,545	313,697	287,385	4,138,486
Total comprehensive profit for the year	-	-	-	-	864,994	864,994
Other equity movements						
Transfer to statutory reserve (refer note 27 (a))	-	-	86,499	-	(86,499)	-
Issuance of bonus share	168,342				(168,342)	-
Director's fees (refer note 29)	-	-	-	-	(5,000)	(5,000)
At 31 December 2014	**3,535,199**	**(4,998)**	**262,044**	**313,697**	**892,538**	**4,998,480**
At 1 January 2015	3,535,199	(4,998)	262,044	313,697	892,538	4,998,480
Total comprehensive profit for the year	-	-	-	-	434,609	434,609
Other equity movements						
Transfer to statutory reserve (refer note 27 (a))	-	-	43,461	-	(43,461)	-
Issuance of bonus share (refer note 26)	176,760				(176,760)	-
Dividend declared and paid (refer note 26)	-	-	-	-	(106,056)	(106,056)
Director's fees (refer note 29)	-	-	-	-	(5,000)	(5,000)
At 31 December 2015	**3,711,959**	**(4,998)**	**305,505**	**313,697**	**995,870**	**5,322,033**

The notes on pages 8 to 47 form part of these consolidated financial statements.

Notes

(forming part of the 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 as set out in note 2.1.

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 and securities are carried out within the UAE. The Group does not have any foreign exposure towards land, properties and securities.

2 Basis of preparation

2.1 Basis of consolidation

These consolidated financial statements comprise a consolidation of the financial statements of the Company and its subsidiaries on a line-by-line basis, as set out below:

Entity	Incorporated in	Effective ownership	Principal activities
Subsidiaries			
Thermo LLC	UAE	100%	Contracting of mechanical, electrical, and plumbing works of building projects, facilities management services.
Gulf Mechanical A/C Acoustic Manufacturing (GMAMCO) LLC	UAE	100%	Central air-conditioning, requisites manufacturing, fire fighting equipment assembling.
Gmamco Trading LLC	UAE	100%	Fire fighting & safety equipment trading, air condition trading, pumps, engines, valves & spare parts trading, water heaters trading, lighting equipment requisites trading.
Gmamco Saudi LLC	Saudi	100%	Central air-conditioning, requisites manufacturing, fire fighting equipment assembling.
ServeU LLC	UAE	100%	Facilities management, security, mechanical, electrical and plumbing works and energy management services.

Notes (continued)

2 Basis of preparation (continued)

2.1 Basis of consolidation (continued)

Entity	Incorporated in	Effective ownership	Principal activities
Subsidiaries			
EDARA LLC	UAE	100%	Project management services.
Dubai Autodrome LLC	UAE	100%	Building, management and consultancy for all types of race tracks and related developments for all types of motor racing.
The Fitout LLC	UAE	100%	Manufacturing and interior decoration.
Thermo Saudi LLC	Saudi	100%	Contracting of mechanical, electrical, and plumbing works of building projects, facilities management services.
Thermo OPC	Qatar	100%	Contracting of mechanical, electrical and plumbing works of building projects and facilities management services.
Joint ventures			
Properties Investment LLC	UAE	50%	Investment in and development of properties and property related activities.
Emirates District Cooling LLC	UAE	50%	Constructing, installing and operating cooling and conditioning systems.

Notes (continued)

2 Basis of preparation (continued)

2.1 Basis of consolidation (continued)

(a) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

(b) Joint ventures

A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the entities, rather than rights to its assets and obligations for its liabilities. Interests in the jointly controlled entities are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity-accounted investees, until the date on which significant influence or joint control ceases.

(c) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized gains and losses arising from intra-group transactions, are eliminated in full in preparing these consolidated financial statements. Unrealized gains arising from transactions with joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

2.2 Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with the International Financial Reporting Standards ("IFRS") and the requirements of the UAE Federal Law No. 2 of 2015.

UAE Federal Law No 2 of 2015 being the Commercial Companies Law ("UAE Companies Law of 2015") was issued on 1 April 2015 and has come into force on 1 July 2015. Companies are allowed to ensure compliance with the new UAE Companies Law of 2015 by 30 June 2016 as per the transitional provisions contained therein.

2.3 Basis of measurement

The consolidated financial statements of the Group have been prepared on the historical cost convention basis except for investment properties and other investments which are stated at fair values.

2.4 Functional and presentation currency

The consolidated financial statements are presented in United Arab Emirates Dirhams ("AED"), which is the Group's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

Notes (continued)

2 Basis of preparation (continued)

2.5 Use of estimates and judgements

The preparation of these consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historic experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgement about the carrying value of assets and liabilities that are not readily apparent from the sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognized in these consolidated financial statements are described in note 34.

2.6 Fair Value Measurement

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the CFO.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified.

Significant valuation issues are reported to the Group's Audit Committee.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Notes (continued)

3 Significant accounting policies

The following accounting policies, which comply with IFRS, have been applied consistently in dealing with items that are considered material in relation to the Group's consolidated financial statements:

Revenue

Revenue comprises amounts derived from the letting of investment properties, proceeds from sale of real estate properties (including sale of plots of land), contract revenue and amounts invoiced to third parties for the sale of goods and services falling within the Group's ordinary activities, after deduction of trade discounts given in the ordinary course of business.

Revenue recognition

(a) Goods sold and services rendered

Revenue from sale of goods is recognized in the profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. Revenue from services rendered is recognized in the profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to the surveys of work performed. No revenue is recognized if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

Revenue from sale of properties on a freehold basis or under finance lease is recognized in the profit or loss when the significant risks and rewards of ownership are transferred to the buyer. Significant risks and rewards of ownership are deemed to be transferred to the buyer when the associated price risk is transferred to the buyer upon signing of the contract agreement and the buyer has been granted access to the property.

(b) Contracting

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and can be measured reliably. As soon as the outcome of a construction contract can be estimated reliably, contract revenue and expenses are recognized in the profit or loss in proportion to the stage of completion of the contract. The estimated final gross margin is applied to costs to arrive at the margin on the contract.

The stage of completion is assessed by reference to surveys of work performed. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized only to the extent of contract costs incurred that are likely to be recoverable. Provision is made for all losses incurred to the reporting date together with any further losses foreseen in bringing the contract to completion.

(c) Rental income

Rental income from investment properties is recognized in the profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognized as an integral part of the total rental income.

Notes (continued)

3 Significant accounting policies (continued)

Finance income and expense

Finance income comprises interest income on fixed deposits, dividend income and changes in the fair value of financial assets at fair value through profit or loss. Interest income is recognized as it accrues in the profit or loss using the effective interest method. Dividend income is recognized in the profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance expense comprises interest expense on bank borrowings, changes in the fair value of financial assets at fair value through profit or loss and impairment losses recognized on financial assets. All borrowing costs, except to the extent that they are capitalized in accordance with the paragraph below, are recognized in the profit or loss using the effective interest method.

Borrowing costs directly attributable to the acquisition or construction of qualifying asset are capitalized as part of the cost of that asset. The capitalization of borrowing costs commences from the date of incurring of expenditure related to the asset and ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use is complete. Borrowing costs relating to the period after acquisition or construction are expensed.

Intangible assets

(a) Goodwill

The excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary/jointly controlled entity at the date of acquisition is recorded as goodwill. Goodwill attributable to investment in joint ventures is included as part of the carrying value of investment in joint ventures. Goodwill attributable to subsidiaries is disclosed as goodwill in the consolidated statement of financial position.

Goodwill is tested annually for impairment and is carried at cost less accumulated impairment losses. The impairment test for goodwill is based on the revocable amount of the cash generating unit to which the goodwill relates. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Property, plant and equipment and depreciation

(a) Owned assets

Items of property, plant and equipment are measured at cost less accumulated depreciation (refer below) and accumulated impairment losses (refer accounting policy on impairment), if any. Cost includes expenditure that is directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. The cost of self constructed assets includes the cost of materials, direct labour and an appropriate proportion of overheads.

Notes (continued)

3 Significant accounting policies (continued)

Property, plant and equipment and depreciation (continued)

(b) Depreciation

Depreciation is recognized in the profit or loss on a straight-line basis over the estimated useful life of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives for the current and comparative periods are as follows:

Assets	**Rate (%)**
Buildings and leasehold improvements	5 to 33
Plant and machinery	10 to 20
Furniture, fixtures and office equipments	25 to 50
Motor vehicles	25
Gymnasium equipments	20
Equipment and tools	33 to 50
	======

The depreciation method, useful lives and residual values are reassessed at the reporting date.

(c) Capital work-in-progress

Capital work-in-progress is stated at cost less accumulated impairment losses (refer accounting policy on impairment), if any, until the construction is complete. Upon completion of construction, the cost of such asset together with the cost directly attributable to construction (including borrowing costs and land rent capitalized) are transferred to the respective class of assets. No depreciation is charged on capital work-in-progress.

(d) Transfers from development properties

Certain items of property, plant and equipment are transferred from development properties or vice-versa at cost, which becomes its deemed cost for subsequent accounting, following a change in use of that item. Subsequent to initial measurement, such properties are measured in accordance with the measurement policy for property, plant and equipment or development properties.

Investment properties

(a) Recognition

Land and buildings owned by the Group for the purposes of generating rental income or capital appreciation or both are classified as investment properties. Properties that are being constructed or developed for future use as investment properties are also classified as investment properties. Where the Group provides ancillary services to the occupants of a property, it treats such a property as an investment property if the services are a relatively insignificant component of the arrangement as a whole.

When the Group begins to redevelop an existing investment property for continued future use as an investment property, the property remains as an investment property, which is measured based on fair value model and is not reclassified as development property during the redevelopment with respect to as an investment property.

Notes (continued)

3 Significant accounting policies (continued)

Investment properties (continued)

(b) Measurement

Investment properties are initially measured at cost, including related transaction costs. Subsequent to initial recognition, investment properties are accounted for using the fair value model under International Accounting Standard No. 40. Any gain or loss arising from a change in fair value is recognized in the profit or loss.

Where the fair value of an investment property under development is not reliably determinable, such property is measured at cost until the earlier of the date construction is completed and the date at which fair value becomes reliably measurable.

(c) Property interest under an operating lease

A property interest under an operating lease is classified and accounted for as an investment property on a property by property basis when the Group holds it to earn rentals or for capital appreciation or both. Any such property interest under an operating lease classified as an investment property is carried at fair value. Lease payments are accounted for as described in accounting policy for lease payments.

(d) Transfer from development properties to investment properties

Certain development properties are transferred from development properties to investment properties when those properties are either released for rental or for capital appreciation or both. The development properties are transferred to investment properties at fair value on the date of transfer which becomes its deemed cost for subsequent accounting. Subsequent to initial measurement, such properties are valued at fair value in accordance with the measurement policy for investment properties.

(e) Sale of investment properties

Certain investment properties are sold in the ordinary course of business. No revenue and direct costs are recognized for sale of investment properties. Any gain or loss on sale of investment properties (calculated as the difference between the net proceeds from disposal and carrying amount) is recognized in the profit or loss.

Development properties

Properties that are being developed for sale in the normal course of operations of the Group are classified as development properties until construction or development is complete, at which time it is reclassified as trading properties. The cost of development properties comprise the cost of construction and any directly attributable costs less impairment losses (refer accounting policy on impairment). Rent paid on leased land on which development properties are being constructed is also capitalized until the asset is ready for its intended use.

Financial instruments

(a) Non-derivative financial instruments

Non-derivative financial instruments comprise other investments, trade and other receivables, amounts due from related parties, cash in hand and at bank, trade and other payables, security deposits, amounts due to related parties, short-term bank borrowings, long-term bank loans and non-current payables.

Notes (continued)

3 Significant accounting policies (continued)

Financial instruments (continued)

Non-derivative financial instruments (continued)

A financial instrument is recognized if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognized if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Financial liabilities are derecognized if the Group's obligations specified in the contract expire or are discharged or cancelled.

Non-derivative financial instruments are recognized initially at fair value. Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

(i) Investments at fair value through profit or loss

An instrument is classified as at fair value through profit or loss if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value and changes therein are recognized in the profit or loss. The fair value of quoted securities is determined by reference to their quoted bid prices as at the reporting date.

(ii) Others

Other non-derivative financial instruments are measured at amortized cost using the effective interest method less impairment losses, if any.

(iii) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at bank in current and deposit accounts (having a maturity of three months or less and excluding deposits held under lien). Bank overdrafts that are repayable on demand and bills discounted having a maturity of three months or less form an integral part of the Group's cash management and are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

(b) Derivative financial instruments

The Group uses derivative financial instruments to hedge its exposure to interest rate risk arising from financing activities.

Derivative financial instruments are recognized initially at cost. Subsequent to initial recognition, derivative financial instruments are recognized at fair value. Recognition of any resultant gain or loss depends on the nature of the item being hedged.

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognized liability, a firm commitment or a highly probable forecasted transaction, the effective part of any gain or loss on the derivative financial instrument is recognized directly in the other comprehensive income. The ineffective part of any gain or loss is recognized in the profit or loss immediately. Any gain or loss arising from change in the time value of the derivative financial instrument is excluded from the measurement of hedge effectiveness and is recognized in the profit or loss immediately.

Notes (continued)

3 Significant accounting policies (continued)

Financial instruments (continued)

Impairment

(a) Financial asset

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses, if any, are recognized in the profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an asset occurring after the impairment loss was recognized. For financial assets measured at amortized cost, the reversal is recognized in the profit or loss.

(b) Non-financial asset

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognized in the profit or loss.

A cash generating unit is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups.

Inventories

Inventories are valued at the lower of cost and net realizable value.

(a) Trading properties

Certain investment properties and development properties are transferred to trading properties if they are expected to be sold within twelve months from the reporting date. Investment properties are transferred to trading properties at fair value at the date of transfer which becomes its deemed cost for subsequent accounting. Development properties are transferred to trading properties at cost which becomes its deemed cost for subsequent accounting. Subsequent to initial recognition, trading properties are valued at the lower of cost and net realizable value.

(b) Other inventories

The cost of other inventories is based on the first-in-first-out method and includes expenditure incurred in acquiring inventories and bringing them to their existing location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

Contract work-in-progress/billings in excess of valuations

Contract work-in-progress is stated at contract costs plus estimated attributable profits less foreseeable losses and progress billings. Cost includes all expenditure directly related to specific projects and an allocation of fixed and variable overheads incurred in the Group's contractual activities based on normal operating capacity. For contracts where progress billings exceed the contract revenue, the excess is included in current liabilities as billings in excess of valuation.

Notes (continued)

3 Significant accounting policies (continued)

Provision

A provision is recognized in the consolidated statement of financial position when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provision for contract maintenance

Provision for contract maintenance is recognized when the underlying contract enters the maintenance period. The provision is made on a case-by-case basis for each job where the maintenance period has commenced and is based on historical maintenance cost data and an assessment of all possible outcomes against their associated probabilities.

Operating lease payments

Leases of assets under which the lessor effectively retains all the risks and rewards of ownership are classified as operating leases. Payments made under operating leases are recognized in the profit or loss on a straight-line basis over the term of the lease. Lease incentives allowed by the lessor are recognized in the profit or loss as an integral part of the total lease payments made.

Foreign currency transactions

Transactions denominated in foreign currencies are initially recorded in the functional currency by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency using the closing rate. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period. All foreign currency differences are recognized in the profit or loss.

Earnings per share

The Group presents basic and diluted earnings per share (“EPS”) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group’s other components. The results of the operating segments are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, costs incurred for purchase of investment properties or redevelopment of existing investment properties and costs incurred towards development of properties which are either intended to be sold or transferred to investment properties.

Notes (continued)

3 Significant accounting policies (continued)

New standards and interpretations not yet effective

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2015, and have not been applied in preparing these consolidated financial statements. Those which may be relevant to the Group are set out below. The Group does not plan to adopt these standards early.

(i) IFRS 9 Financial Instruments

IFRS 9, published in July 2014, replaces the existing guidance in IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of the financial instruments from IAS 39. IFRS 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Group is assessing the potential impact on its consolidated financial statements resulting from the application of IFRS 9.

(ii) IFRS 15 Revenue from Contracts with Customers

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and IFRIC 13 Customer Loyalty Programmes. IFRS 15 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Group is assessing the potential impact on its consolidated financial statements resulting from the application of IFRS 15.

The following new or amended standards are not expected to have a significant impact of the Group's consolidated financial statements:

Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38)

Annual Improvements to IFRSs 2012 – 2014 Cycle – various standards.

Disclosure Initiative (Amendments to IAS 1).

The above standards, amendments and interpretations are currently being assessed by management to determine any material impact on the Group's consolidated financial statements.

4 Financial risk management and capital management

Overview

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Notes (continued)

4 Financial risk management and capital management (continued)

Overview (continued)

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Furthermore, quantitative disclosures are included throughout these consolidated financial statements.

The Board of Directors' have an overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the products offered.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk is mainly attributable to trade and other receivables (including non-current receivables), other investments, amounts due from related parties and cash at bank. The exposure to credit risk on trade and other receivables and amounts due from related parties is monitored on an ongoing basis by the management and these are considered recoverable by the Group's management. The Group's cash is placed with banks of good repute.

The Group limits its exposure to investment in unquoted securities by investing in securities where counterparties have credible market reputation. The Group's management does not expect any counterparty to fail.

(i) Real estate property sales

For real estate property sales for general public, the credit risk for the Group is minimised by the fact that the Group receives advances from buyers towards these sales and balance amount due becomes receivable upon handover of the property. However the Group faces significant credit risk on real estate property sales to corporate or even individual customers (especially on land sales) as the Group provides credit terms to such customers. In order to mitigate the credit risk, the Group receives post dated cheques and does not transfer the legal title of the property to the customer until the full amount has been paid. Furthermore, the risk of financial loss to the Group on account of customer default is low as the property title acts as collateral.

(ii) Contracting

For construction contracts, generally the customer to the Group is the main contractor on the job. Furthermore, often the payment terms for these contracts are back-to-back. Thus, the Group can be affected not just by the default risk of the main contractor but also of the ultimate client of the project. However, the Group works for this client through various main contractors. The Board of Directors' constantly review and assess the credit as well as business risk of having such a significant exposure to a single client.

(iii) Allowance for impairment

The Group establishes a provision for impairment that represents its estimate of incurred losses in respect of trade and contract receivables. The main component of this provision is a specific loss component that relates to individually significant exposures and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified.

(iv) Guarantees

The Group's policy is to provide corporate guarantees only on behalf of wholly-owned subsidiaries or joint ventures, however, only to the extent of their share of equity in the investee companies. For details of corporate guarantees given by the Group on behalf of the joint ventures, refer note 31.

Notes (continued)

4 Financial risk management and capital management (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk relates to trade and other payables (including non-current payables), security deposits, amounts due to related parties, short-term bank borrowings, and long-term bank loans. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

(c) Market risk

Market risk is the risk resulting from changes in market prices, such as interest rates and equity prices, that will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

(i) Equity risk

The Group buys and sells certain marketable securities. The Group's management monitor the mix of securities in investment portfolio based on market expectations and these dealings in marketable securities are approved by the Board of Directors.

(ii) Interest rate risk

The interest rate on the Group's financial instruments is based on normal commercial rates. In order to mitigate the movement in interest rates, the Group has entered into interest rate swap contracts on certain long-term bank loans.

(iii) Currency risk

Currency risk faced by the Group is minimal as there are minimal foreign currency transactions.

(d) Capital management

The Board of Director's policy is to maintain a strong capital base so as to maintain creditors, customers and market confidence and to sustain future development of the business. The Board of Directors' would monitor the return on capital and level of dividends based upon profits earned by the Group during the year.

There were no changes in the Group's approach to capital management during the year. Except for complying with certain provisions of the UAE Federal Law No. 2 of 2015, the Company is not subject to any externally imposed capital requirements.

Notes (continued)

5 Revenue and direct costs

(a) Property management and sales

	Property rentals AED'000	Property sales AED'000	Total AED'000
2015			
Revenue	**70,507**	**9,330**	**79,837**
Direct costs	**(49,501)**	**(6,815)**	**(56,316)**
Gross profit	**21,006**	**2,515**	**23,521**
2014			
Revenue	61,232	38,763	99,995
Direct costs	(55,138)	(30,737)	(85,875)
Gross profit	6,094	8,026	14,120

(b) Contracting and other operating activities

	Contracting AED'000	Others AED'000	Total AED'000
2015			
Revenue	**485,572**	**47,790**	**533,362**
Direct costs	**(705,389)**	**(31,747)**	**(737,136)**
Gross profit	**(219,817)**	**16,043**	**(203,774)**
2014			
Revenue	598,503	48,955	647,458
Direct costs	(895,412)	(36,147)	(931,559)
Gross profit	(296,909)	12,808	(284,101)

The direct costs include staff costs amounting to AED 218.2 million *(2014: AED 241.4 million)* and depreciation amounting to AED 6.8 million *(2014: AED 6.1 million)*.

6 Administrative and general expenses

	2015 AED'000	2014 AED'000
These include the following:		
Staff costs	**65,404**	68,133
Professional fees and licenses	**12,530**	7,787
Depreciation	**8,077**	8,960
Office expenses	**10,605**	10,176

Notes (continued)

7 Finance income

	2015 AED'000	2014 AED'000
Interest income	**23,898**	8,491
(Loss)/Gain on revaluation of other investments (refer note 15)	**(1,438)**	5,892
	22,460	14,383

8 Finance expense

	2015 AED'000	2014 AED'000
Provision for doubtful debts on contract and trade receivables (refer note 33 (a))	**750**	2,420
Interest expense on financial liabilities	**111,915**	62,432
	112,665	64,852

9 Other income

	2015 AED'000	2014 AED'000
Miscellaneous income	**19,845**	16,251
Positive saving on account of liabilities (refer note (i) below)	**18,000**	100,000
	37,845	116,251

(i) Other income mainly includes positive saving of AED 18 million *(2014: AED 100 million)* on account of liabilities settlement with the contractors for certain projects.

Notes (continued)

10 Intangible assets

	Goodwill AED'000
Cost	
At 1 January 2014	2,838
At 31 December 2014	2,838
At 1 January 2015	2,838
At 31 December 2015	2,838
Amortization	
At 1 January 2014	2,543
At 31 December 2014	2,543
At 1 January 2015	2,543
At 31 December 2015	2,543
Carrying amount	
At 31 December 2015	**295**
At 31 December 2014	295

Notes (continued)

11 Property, plant and equipment

	Balance at beginning of the year AED'000	Additions/ charge AED'000	Disposals/ write off AED'000	Balance at end of the year AED'000
2015				
Cost				
Land	39,288	-	-	39,288
Buildings and leasehold improvements	106,227	996	(7,374)	99,849
Plant and machinery	32,115	399	-	32,514
Furniture, fixtures and office equipments	86,762	5,473	(6,687)	85,548
Motor vehicles	56,738	958	(933)	56,763
Gymnasium equipments	1,025	-	-	1,025
Equipment and tools	10,684	1,625	(160)	12,149
Capital work-in-progress	-	215	-	215
	332,839	9,666	(15,154)	327,351
Accumulated depreciation				
Buildings and leasehold improvements	68,160	6,649	(50)	74,759
Plant and machinery	25,947	2,208	-	28,155
Furniture, fixtures and office equipments	80,458	2,786	(2,768)	80,476
Motor vehicles	46,293	1,770	(867)	47,196
Gymnasium equipments	933	-	-	933
Equipment and tools	7,870	1,504	(114)	9,260
	229,661	14,917	(3,799)	240,779
Net book value	**103,178**			**86,572**
2014				
Cost				
Land	39,288	-	-	39,288
Buildings and leasehold improvements	106,216	11	-	106,227
Plant and machinery	32,414	79	(378)	32,115
Furniture, fixtures and office equipments	83,665	7,268	(4,171)	86,762
Motor vehicles	56,801	2,877	(2,940)	56,738
Gymnasium equipments	1,025	-	-	1,025
Equipment and tools	9,795	895	(6)	10,684
Capital work-in-progress	3,194	317	(3,511)	-
	332,398	11,447	(11,006)	332,839
Accumulated depreciation				
Buildings and leasehold improvements	61,440	6,720	-	68,160
Plant and machinery	23,973	2,160	(186)	25,947
Furniture, fixtures and office equipments	78,381	2,574	(497)	80,458
Motor vehicles	46,061	2,413	(2,181)	46,293
Gymnasium equipments	933	-	-	933
Equipment and tools	6,665	1,210	(5)	7,870
	217,453	15,077	(2,869)	229,661
Net book value	**114,945**			**103,178**

Notes (continued)

12 Investment properties

The fair value measurement for investment properties has been categorised as a Level 3 fair value based on the inputs to the valuation technique used. For different levels of fair value hierarchy (refer notes 2.6 and 33 (d)).

	2015	2014
	AED'000	AED'000
At 1 January	**5,907,879**	5,092,655
Additions during the year	**49,718**	82,467
Transfer from development properties (refer note (a) below)	**-**	766
Sale of investment properties (refer note (b) below)	**(556,965)**	(312,379)
Gain on fair valuation (refer note (c) below)	**669,463**	1,044,370
	-------------	-------------
At 31 December	**6,070,095**	5,907,879
	========	========

(a) Transfer from development properties

The Board of Directors of the Company has reassessed the use of certain development properties. Accordingly, properties amounting to AED nil *(2014: AED 0.8 million)* have been transferred from development properties to investment properties as these properties are now held for undetermined use. These properties are either held for capital appreciation or rented out to third parties or would be sold in an open market. As at the reporting date, these properties have been stated at fair values in accordance with the accounting policy adopted by the Group for valuation of investment properties

(b) Sale of investment properties

During the year, the Group has sold various investment properties with a carrying value of AED 556.9 million *(2014: AED 312.4 million)* for AED 623.6 million *(2014: AED 428.1 million)* resulting in a net gain of AED 66.7 million *(2014: AED 115.7 million)*.

(c) Valuation of investment properties

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, who carried out the valuation in accordance with RICS Appraisal and Valuation Manual issued by the Royal Institute of Chartered Surveyors. The independent valuers provide the fair value of the Group's investment property portfolio every six months.

The fair values have been determined by taking into consideration the discounted cash flow revenues where the Company has on–going lease arrangements. 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.

In case where the Company do not have any on-going lease arrangements, fair values have been determined, where relevant, having regard to recent market transactions for similar properties in the same location as the Group's investment properties. These values are adjusted for differences in key attributes such as property size.

Notes (continued)

12 Investment properties (continued)

(c) Valuation of investment properties (continued)

For property under construction, the valuation was determined using residual value approach incorporating a combination of both the income and cost approaches. The market value estimate of these properties is on the assumption that the properties are complete as at the date of valuation, and from which appropriate deductions are made for the costs to complete the project in order to estimate the value of the property in its present condition.

The Directors of the Company have reviewed the land bank and the allowable gross floor area available to the company and the assumption and methodology used by the independent registered valuer and in their opinion these assumptions and methodology seems reasonable as at the reporting date considering the current economic and real estate outlook in UAE.

Accordingly, based on the above valuation, a fair value gain of AED 669.5 million *(2014: AED 1,044.4 million)* has been recognized in the statement of profit or loss.

13 Development properties

	2015	2014
	AED'000	AED'000
At 1 January	**49,423**	80,926
Cost of properties sold	**(6,815)**	(30,737)
Transfer to investment properties (refer note 12(a))	**-**	(766)
At 31 December	**42,608**	49,423

(a) Impairment provision

The management carries out a detailed review of its development properties portfolio as at each reporting date.

The Directors' of the Company have reviewed the carrying value of development properties and are of the opinion that there is no impairment in the development properties as at the reporting date. Accordingly, no impairment loss has been recognized in the statement of profit or loss for the year ended 31 December 2015.

14 Non-current receivables

	2015	2014
	AED'000	AED'000
Retention receivables (refer note (a) below)	**14,954**	167,944
Property sales receivables (refer note (b) below)	**368,365**	2,400
	383,319	170,344

Notes (continued)

14 Non-current receivables (continued)

(a) Retention receivables

	2015 AED'000	2014 AED'000
At 31 December	**84,141**	216,465
Less: difference between the amortized cost and carrying value of retention receivable	**-**	(8,083)
	84,141	208,382
Disclosed in the consolidated statement of financial position:		
Non-current retention receivables	**14,954**	167,944
Current portion of retention receivables (refer note 18)	**69,187**	40,438
	84,141	208,382

(b) Property sales receivables

	2015 AED'000	2014 AED'000
At 31 December	**472,500**	140,150
Less: difference between the amortized cost and carrying value of property sales receivables	**(36,553)**	-
	435,947	140,150
Disclosed in the consolidated statement of financial position:		
Non-current property sale receivable	**368,365**	2,400
Current portion of property sale receivable (refer note 18)	**67,582**	137,750
	435,947	140,150

The Group's exposure to credit risk and impairment losses related to loans and receivables are disclosed in note 33(a).

Notes (continued)

15 Other investments

	2015	2014
	AED'000	AED'000
At 1 January	**237,878**	190,987
Additions	**1,899**	184,493
Sale of investments	**(128,513)**	(143,494)
(Loss)/Gain on revaluation to fair value (refer note 7)	**(1,438)**	5,892
	---------	---------
At 31 December	**109,826**	237,878
	======	=====

The following table shows reconciliation from the opening balances to the closing balances for level 1 of fair values.

Level 1:

	2015	2014
	AED'000	AED'000
Investment securities		
Opening balance	**234,044**	186,487
Additions	**1,899**	184,493
Sale of investments	**(128,513)**	(143,494)
Total (loss)/gain - net:		
-in the consolidated statement of profit or loss	**(1,438)**	6,558
	------------	------------
Closing balance	**105,992**	234,044
	========	========

(a) Designated at fair value through profit or loss

The Group has certain investment securities which are designated as financial assets at fair value through profit or loss and accounted for at fair value.

(b) Investment in real estate fund carried at fair value

Included in other investments is an investment of AED 4.5 million in a real estate fund. The amount invested represents three capital calls to the extent of 90% of the Group's commitment to invest in the real estate fund. The fair value of the fund as of 31 December 2015 and 2014 is AED 3.8 million.

(c) Other investments in financial instruments

The Company had invested in various financial instruments held for short term purposes. During the current year, the Company has made additional investment amounting to AED 1.9 million *(2014: AED 184.5 million)* and sold various financial instruments with fair value of AED 128.5 million *(2014: AED 143.5 million)*. The fair value of these financial instruments as at the reporting date is AED 106 million *(2014: AED 234 million)*.

These investments at fair value through profit or loss are pledged towards the credit line facility obtained specifically for these investments. The Board of Directors has approved these investments and confirmed that they are held for short term purposes. Also refer notes 23(c).

The Group's exposure to credit risk and fair value hierarchy related to other investments are disclosed in note 33(a) and 33(d) respectively.

Notes (continued)

16 Inventories

	2015 AED'000	2014 AED'000
Project related material	**40,751**	25,629
Stock-in-trade	**7,655**	5,370
Spares and consumables	**793**	841
Less: provision for slow moving materials	**(1,135)**	(827)
	48,064	31,013

17 Contract work-in-progress/billings in excess of valuation

	2015 AED'000	2014 AED'000
Costs plus attributable profit less foreseeable losses	**7,675,971**	7,362,776
Less: progress billings	**(7,452,706)**	(6,936,630)
	223,265	426,146
Disclosed in the consolidated statement of financial position:		
Contract work-in-progress	**226,839**	481,777
Billings in excess of valuation (refer note 21)	**(3,574)**	(55,631)
	223,265	426,146

18 Trade and other receivables

	2015 AED'000	2014 AED'000
Financial instruments		
Trade and contract receivables	**1,948,622**	2,051,480
Retention receivables (refer note 14(a))	**69,187**	40,438
Property sales receivables (refer note 14(b))	**67,582**	137,750
	2,085,391	2,229,668
Less: provision for doubtful receivables (refer note 33(a))	**(1,791,813)**	(1,794,823)
	293,578	434,845
Other receivables	**39,485**	89,485
Total (A)	**333,063**	524,330
Non-financial instruments		
Advances to contractors	**7,388**	12,481
Prepayments and advances	**23,371**	26,137
Total (B)	**30,759**	38,618
Total (A+B)	**363,822**	562,948

(i) Certain contract and retention receivables are assigned in favour of the banks for facilities availed by a subsidiary (refer notes 23(d) and 24(b)).

(ii) The Group's exposure to credit risk and impairment losses related to loans and receivables are disclosed in note 33(a).

Notes (continued)

19 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 International Accounting Standard No. 24. Such transactions are on terms and conditions believed by the Group's management to be comparable with those that could be obtained from third parties. The transactions with related parties, other than those already disclosed separately elsewhere in the consolidated financial statements, are as follows:

	2015	2014
	AED'000	AED'000
Project management income and income from contracts	**768**	1,548
Interest earned from deposit	**103**	167
Interest on bank overdraft	**524**	637
Interest on term loans	**39,519**	35,065
Compensation to key management personnel are as follows:		
- Salaries and other short term employee benefits	**7,478**	5,841
- Provision towards employees terminal benefits	**384**	209
	=======	=======

The Group's exposure to credit risk and liquidity risk related to related party balances are disclosed in notes 33(a) and 33(b) respectively.

20 Cash in hand and at bank

	2015	2014
	AED'000	AED'000
Cash in hand	**1,878**	794
Cash at bank		
– in deposit accounts held under lien	**68,363**	66,120
– in current accounts	**199,152**	199,128
– in other deposit accounts	**99,575**	119,203
	----------	----------
	368,968	385,245
	======	======

(a) Cash and cash equivalents

	2015	2014
	AED'000	AED'000
Cash and cash equivalents comprise:		
Cash in hand and at bank (excluding deposit under lien)	**300,605**	319,125
Bank overdrafts (refer note 23)	**(179,349)**	(175,174)
	----------	-----------
	121,256	143,951
	======	=======

Notes (continued)

20 Cash in hand and at bank (continued)

(b) Cash at bank in deposit accounts

Cash at bank in deposit accounts carry interest at normal commercial rates.

(c) Balances with a related party

Cash at bank includes balances with a related party, a bank, amounting to AED 42.1 million *(2014: AED 45.6 million*).

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets are disclosed in note 33(c).

21 Trade and other payables

	2015	2014
	AED'000	AED'000
Financial instruments		
Trade payables	**408,370**	628,458
Retention payables	**41,438**	63,692
Other payables and accruals	**642,686**	697,940
Total (A)	**1,092,494**	1,390,090
Non-financial instruments		
Billings in excess of valuation (refer note 17)	**3,574**	55,631
Total (B)	**3,574**	55,631
Total (A+B)	**1,096,068**	1,445,721

(a) Other payables and accruals

	2015	2014
	AED'000	AED'000
Other payables and accruals include:		
Provision for staff related payables	**75,602**	75,832
Provisions for payment to contractors cost	**7,206**	4,799

The group's exposure to liquidity risk related to trade and other payables is disclosed in note 33(b).

Notes (continued)

22 Advances and deposits

(a) Current portion of advances and deposits

	2015 AED'000	2014 AED'000
Financial instruments		
Security deposits	**10,796**	9,842
Total (A)	**10,796**	9,842
Non-financial instruments		
Advances relating to construction contracts	**123,331**	211,733
Income received in advance	**-**	1,415
Total (B)	**123,331**	213,148
Total (A+B)	**134,127**	222,990

The Group's exposure to liquidity risk related to advances and deposits is disclosed in note 33(b).

(b) Non-current portion of advances and deposits

	2015 AED'000	2014 AED'000
Non-financial instruments		
Advances from sale of properties (refer note (i) below)	**52,923**	84,127

(i) Advances from sale of properties represent advances received from customers against the sale of properties in accordance with the payment schedule as stated in the sale and purchase agreement whereby the revenue would be recognized upon handover of the properties.

23 Short-term bank borrowings

This note provides information about the contractual terms of the Group's interest bearing short-term bank borrowings, which are measured at amortized cost. For more information about the Group's exposure to liquidity risk and interest rate risk, refer notes 33(b) and 33(c) respectively.

	2015 AED'000	2014 AED'000
Bank overdrafts	**179,349**	175,174
Trust receipts	**3,721**	22,581
	183,070	197,755

(a) Significant terms and conditions of short-term bank borrowings

Short-term bank borrowings have been obtained to finance the working capital requirements of the Group and carry interest at normal commercial rates.

Notes (continued)

23 Short-term bank borrowings (continued)

(b) Short-term bank borrowings from a related party

Short-term bank borrowings include AED nil *(2014: AED 0.1 million)* due to a related party, a bank.

(c) Credit line facility

The Company has utilised from credit line facility an amount of AED 137.3 million as of 31 December 2015 *(2014: AED 132.2 million)* to invest in certain financial investments. This borrowing carries interest at normal commercial rates. Refer note 15.

(d) Securities

Short-term bank borrowings of the Group are secured by:

(i) Promissory notes;
(ii) Joint and several guarantees of the Company;
(iii) Investment at fair value through profit or loss amounting to AED 106 million (refer note 15);
(iv) A letter of undertaking by the Company stating that their shareholding in Thermo LLC ("a subsidiary") will not be reduced as long as the banking facilities are outstanding; and
(v) Assignment of certain contract and retention receivables (refer note 18).

24 Long-term bank loans

This note provides information about the contractual terms of the Group's interest bearing long-term bank loans, which are measured at amortized cost. For more information about the Group's exposure to liquidity risk and interest rate risk, refer notes 33(b) and 33(c) respectively.

	2015	2014
	AED'000	AED'000
At 31 December	**1,436,915**	1,457,660
Less: Current portion	**(132,575)**	(21,600)
	-------------	------------
Non-current portion	**1,304,340**	1,436,060
	========	========

The long term bank loans carries interest at normal commercial rates.

(a) Movement in long-term bank loans

	2015	2014
	AED'000	AED'000
The movement in long-term bank loans is as under:		
At 1 January	**1,457,660**	1,438,154
Availed during the year	**19,530**	379,506
Repayments during the year	**(40,275)**	(360,000)
	-------------	-----------
At 31 December	**1,436,915**	1,457,660
	========	========

Notes (continued)

24 Long-term bank loans (continued)

(b) Significant terms and conditions of long-term bank loans

(i) In 2013, the Company had a term loan facility of AED 360 million from a bank, which was fully repayable on 20 January 2014. During the previous year, the repayment term of this term loan facility was extended and then fully paid on 20 July 2014. However, the previous facility was financed with a new Islamic financing facility for the same amount availed from another bank. The new facility is repayable in 25 quarterly instalments commencing on April 2015 and final instalment of AED 180 million due on July 2021. At 31 December 2015, the loan amount outstanding is AED 339.2 million. This loan is secured by:

a. Registered mortgage of title deed;
b. Assignment of insurance policy of a property;
c. Assignment of lease proceeds of rental units and
d. A security cheque of AED 360 million which can be encashed by the bank in the event of default.

(ii) In 2012, the Group had entered into an agreement with a related party, a bank, to obtain a term loan of AED 1,078.2 million which was utilized by the Group to settle the outstanding short-term bank borrowings existing as at that date. This term loan is repayable in 6 equal annual instalments of AED 100 million commencing 30 June 2016 and the last payment amounting to AED 478.2 million payable on 30 June 2022. At 31 December 2015, the loan amount outstanding is AED 1,078.2 million *(2014: AED 1,078.2 million)*. The long-term bank loan is secured by:

a. Corporate guarantee from the Company;
b. Assignment of certain contract and retention receivables; and
c. Promissory note of AED 1,078.2 million.

(iii) On 31 August 2015, the Group entered into an agreement with a bank to obtain a long-term bank loan of AED 19.5 million. The loan is repayable on twelve quarterly installments of AED 1.6 million commencing on May 2016. The long-term bank loan is secured by a promissory note and corporate guarantee.

25 Provision for staff terminal benefits

	2015	2014
	AED'000	AED'000
At 1 January	**70,972**	80,579
Provision made during the year	**13,368**	18,398
Payments made during the year	**(23,769)**	(28,005)
At 31 December	**60,571**	70,972

The provision for staff terminal benefits, disclosed as a non-current liability, is calculated in accordance with the UAE Federal Labour Law.

Notes (continued)

26 Share capital and treasury shares

	2015	2014
	AED'000	AED'000
Issued and fully paid up		
3,711,959,272 *(2014: 3,535,199,403)* shares of par value of AED 1 each	**3,711,959**	3,535,199
Treasury shares purchases:		
1,395,564 *(2014: 1,395,564)* shares of par value of AED 1 each	**(4,998)**	(4,998)
	-------------	-------------
At 31 December	**3,706,961**	3,530,201
	========	========

At 31 December 2015, the share capital comprised of ordinary equity shares. All issued shares are fully paid. The holders of ordinary equity shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

At the Annual General Meeting (AGM) held on 30 April 2015, the shareholders approved to issue 8% dividend (3% cash and 5% bonus shares).

The cost of treasury shares purchased represents purchase of the Company's shares by a subsidiary. These are shown as a deduction from equity.

27 Reserves

(a) Statutory reserve

According to the UAE Federal Law No. 2 of 2015, 10% of the annual net profit of the Company and its subsidiaries is appropriated to statutory reserve until such reserve equals 50% of the paid-up share capital. Such allocations may be ceased when the statutory reserve equals half of the paid-up share capital of the Company. During the current year, the Company has transferred AED 43.5 million *(2014: AED 86.5 million)* to the statutory reserve.

(b) General reserve

According to the Articles of Association of the Company, 10% of the annual net profit is appropriated to general reserve. The transfer to general reserve may be suspended at the recommendation of the Board of Directors or when it equals 50% of the paid-up share capital.

During the current and previous years, the Board of Directors have recommended not to transfer 10% of the annual net profit to general reserve.

Notes (continued)

28 Interest in joint ventures

(a) Properties Investment LLC

The Group has a 50% equity interest in Properties Investment LLC. The Group's interest in the assets, liabilities, revenues and expenses of the joint venture is as follows:

	2015 AED'000	2014 AED'000
Financial position:		
Non-current assets	**294,320**	274,567
Current assets	**68,450**	47,324
Non-current liabilities	**(91,867)**	(60,842)
Current liabilities	**(30,636)**	(22,031)
Net assets	**240,267**	239,018
Results of operations:		
Income	**57,034**	40,399
Expenses	**(30,558)**	(31,723)
Profit	**26,476**	8,676

Properties Investment LLC has declared and paid dividend of AED 25 million *(2014: AED 10 million)* to the Company. Also refer to note 36.

(b) Emirates District Cooling LLC

In 2003, the Company contributed AED 4 million towards 40% of the share capital of Emirates District Cooling LLC ("Emicool"). The Group acquired an additional 10% shareholding in the joint venture effective 1 August 2006 at a cost of AED 2.5 million. This amount included an amount for goodwill of AED 1.3 million.

At 31 December 2015, the Group has a 50% equity interest in Emicool. The Group's interest in the assets, liabilities, revenues and expenses of the joint venture is as follows:

	2015 AED'000	2014 AED'000
Financial position:		
Non-current assets	**787,344**	762,688
Current assets	**83,232**	90,788
Non-current liabilities	**(465,892)**	(440,778)
Current liabilities	**(62,890)**	(90,017)
Net assets	**341,794**	322,681
Results of operations:		
Income	**153,054**	134,364
Expenses	**(124,168)**	(113,105)
Profit	**28,886**	21,259

Emirates District Cooling LLC has declared and paid dividend of AED 10 million *(2014: nil)* to the Company.

Notes (continued)

29 Directors' fees

This represents professional fees paid/payable to the Company's directors for serving on any committee, for devoting special time and attention to the business or affairs of the Company and for performing services outside the scope of their ordinary activities. In accordance with the interpretation of Article 169 of the UAE Federal Law No. 2 of 2015 by the Ministry of Economy & Commerce, directors' fees would be recognized as an appropriation of retained earnings.

30 Basic and diluted earnings per share

	2015	2014
Profit attributable to shareholders (AED'000)	**434,609**	864,994
Weighted average number of shares	**3,711,959,272**	3,711,959,272
Basic and diluted earnings per share (AED)	**0.12**	0.24

For recalculating the earnings per share for 31 December 2014, the weighted average number of shares has been adjusted as if the bonus share issue had occurred at the beginning of 2014.

31 Capital commitments and contingent liabilities

(a) Capital commitments

	2015 AED'000	2014 AED'000
Company and its subsidiaries		
Commitments:		
Letters of credit	**11,665**	50,435
Capital commitments	**42,101**	79,517
Contingent liabilities:		
Letters of guarantee	**449,491**	529,455
Jointly controlled entities		
Contingent liabilities:		
Letters of guarantee (refer to note (i) & (ii) below)	**396,254**	396,254

(i) A Corporate guarantee was issued in the previous years to a bank on behalf of a loan obtained by Emirates District Cooling LLC, a joint venture.

(ii) During the year, a Corporate guarantee was issued by the company dated 2nd August 2015 in favor of Dubai Islamic Bank PJSC ("DIB") in respect of 50% of the amounts outstanding under the Murabaha facility agreement dated 2nd August 2015 between Properties Investment LLC (one of the Company's 50% owned joint venture entities) and DIB (the "Murabaha Facility Agreement") for the full duration of the Murabaha Facility Agreement;

(b) Contingent liabilities

There are certain claims and contingent liabilities that arise during the normal course of business. The Board of Directors review these on a regular basis as and when such complaints and/or claims are received and each case is treated according to its merit and the terms of the relevant contract.

Notes (continued)

32 Segment reporting

Business segments

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

	Real estate property management and sales AED'000	Construction AED'000	Others AED'000	Total AED'000
2015				
Segment revenue	**79,837**	**485,572**	**47,790**	**613,199**
Finance income	**21,606**	**854**	**-**	**22,460**
Gain on sale of investment properties	**66,747**	**-**	**-**	**66,747**
Gain on valuation of properties	**669,463**	**-**	**-**	**669,463**
Other income	**38,080**	**(2,823)**	**2,588**	**37,845**
Share in profit of joint venture	**55,362**	**-**	**-**	**55,362**
Total Income	**931,095**	**483,603**	**50,378**	**1,465,076**
Direct Cost	**(56,316)**	**(705,389)**	**(31,747)**	**(793,452)**
Administrative and general expenses	**(40,909)**	**(66,193)**	**(17,248)**	**(124,350)**
Finance expense	**(71,820)**	**(40,845)**	**-**	**(112,665)**
Profit/(loss) for the year	**762,050**	**(328,824)**	**1,383**	**434,609**
Segment assets	**5,355,875**	**2,322,997**	**31,085**	**7,709,957**
Investment in joint ventures	**240,267**	**-**	**341,794**	**582,061**
Total assets	**5,596,142**	**2,322,997**	**372,879**	**8,292,018**
Segment liabilities	**573,265**	**2,379,086**	**17,634**	**2,969,985**
Capital expenditure	**52,072**	**4,617**	**2,695**	**59,384**
Depreciation	**2,834**	**9,767**	**2,316**	**14,917**
2014				
Segment revenue	99,995	598,503	48,955	747,453
Finance income	13,878	505	-	14,383
Gain on sale of investment properties	115,675	-	-	115,675
Gain on valuation of properties	1,044,370	-	-	1,044,370
Other income	109,837	4,295	2,119	116,251
Share in profit of joint venture	29,935	-	-	29,935
Total Income	1,413,690	603,303	51,074	2,068,067
Direct Cost	(85,875)	(895,412)	(36,147)	(1,017,434)
Administrative and general expenses	(41,152)	(65,996)	(13,639)	(120,787)
Finance expense	(26,331)	(38,521)	-	(64,852)
Profit/(loss) for the year	1,260,332	(396,626)	1,288	864,994
Segment assets	5,074,770	2,802,722	59,953	7,937,445
Investment in joint ventures	239,018	-	322,681	561,699
Total assets	5,313,788	2,802,722	382,634	8,499,144
Segment liabilities	783,258	2,668,810	48,596	3,500,664
Capital expenditure	83,399	2,331	8,184	93,914
Depreciation	2,622	9,604	2,851	15,077

Notes (continued)

33 Financial instruments

Financial assets of the Group include non-current receivables, other investments, trade and other receivables, amounts due from related parties and cash in hand and at bank. Financial liabilities of the Group include trade and other payables, security deposits, amounts due to related parties, short-term bank borrowings, long-term bank loans and non-current payables. Accounting policies of financial assets and financial liabilities are disclosed under note 3. The table below sets out the Group's classification of each class of financial assets and financial liabilities and their fair values for the current and the comparative years:

	Note	Designated as fair value through profit or loss AED'000	Loans and receivables AED'000	Others at amortized cost AED'000	Carrying amount AED'000	Fair value AED'000
31 December 2015						
Financial assets						
Non-current receivables	*14*	-	383,319	-	383,319	383,319
Other investments	*15*	109,826	-	-	109,826	109,826
Trade and other receivables	*18*	-	333,063	-	333,063	333,063
Due from related parties	*19*	-	9,549	-	9,549	9,549
Cash in hand and at bank	*20*	-	368,968	-	368,968	368,968
Total		**109,826**	**1,094,899**	-	**1,204,725**	**1,204,725**
Financial liabilities						
Trade and other payables	*21*	-	-	1,092,494	1,092,494	1,092,494
Security deposits	*22(a)*	-	-	10,796	10,796	10,796
Due to related parties	*19*	-	-	5,311	5,311	5,311
Short-term bank borrowings	*23*	-	-	183,070	183,070	183,070
Long-term bank loans	*24*	-	-	1,436,915	1,436,915	1,436,915
Non-current payables		-	-	1,000	1,000	1,000
Total		-	-	**2,729,586**	**2,729,586**	**2,729,586**

Notes (continued)

33 Financial instruments (continued)

	Note	Designated as fair value through profit or loss AED'000	Loans and receivables AED'000	Others at amortized cost AED'000	Carrying amount AED'000	Fair value AED'000
31 December 2014						
Financial assets						
Non-current receivables	*14*	-	170,344	-	170,344	170,344
Other investments	*15*	237,878	-	-	237,878	237,878
Trade and other receivables	*18*	-	524,330	-	524,330	524,330
Due from related parties	*19*	-	7,465	-	7,465	7,465
Cash in hand and at bank	*20*	-	385,245	-	385,245	385,245
Total		**237,878**	**1,087,384**	**-**	**1,325,262**	**1,325,262**
Financial liabilities						
Trade and other payables	*21*	-	-	1,390,090	1,390,090	1,390,090
Security deposits	*22(a)*	-	-	9,842	9,842	9,842
Due to related parties	*19*	-	-	16,239	16,239	16,239
Short-term bank borrowings	*23*	-	-	197,755	197,755	197,755
Long-term bank loans	*24*	-	-	1,457,660	1,457,660	1,457,660
Non-current payables		-	-	5,200	5,200	5,200
Total		**-**	**-**	**3,076,786**	**3,076,786**	**3,076,786**

Notes (continued)

33 Financial instruments (continued)

(a) Credit risk

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit risk exposure. The maximum exposure to credit risk at the reporting date was:

	Note	**2015 AED'000**	2014 AED'000
Non-current receivables	*14*	**383,319**	170,344
Other investments	*15*	**109,826**	237,878
Trade and other receivables	*18*	**333,063**	524,330
Due from related parties	*19*	**9,549**	7,465
Cash at bank	*20*	**367,090**	384,451
		------------	------------
		1,202,847	1,324,468
		========	========

Trade and other receivables (including non-current receivables) include an amount of AED 349.4 million *(2014: AED 137.8 million)* on sale of property where the legal ownership of the property is retained by the Group as a collateral. At 31 December 2015, the fair value of the properties held as collateral by the Group approximates to AED 349.4 million *(2014: AED 137.8 million)*.

Impairment losses

The ageing of trade/contract and retention receivables (including non-current receivables) at the reporting date is as under:

	2015		2014	
	Gross AED'000	**Provision AED'000**	Gross AED'000	Provision AED'000
Not past due	**466,788**	**-**	177,621	-
Past due 1 – 90 days	**43,111**	**425**	78,087	-
Past due 91 – 365 days	**70,336**	**1,960**	120,603	11,207
More than one year	**1,888,475**	**1,789,428**	2,023,701	1,783,616
	-------------	-------------	-------------	-------------
Total	**2,468,710**	**1,791,813**	2,400,012	1,794,823
	========	========	========	========

The movement in the provision for doubtful debts in respect of trade/contract receivables during the year is as follows:

	2015 AED'000	2014 AED'000
At 1 January	**1,794,823**	1,793,374
Provision for the year	**750**	2,420
Amounts written off/provision reversed during the year (refer note 8)	**(3,760)**	(971)
	------------	------------
At 31 December (refer note 18)	**1,791,813**	1,794,823
	=======	=======

Notes (continued)

33 Financial instruments (continued)

(b) Liquidity risk

The following are the contractual maturities of financial liabilities, including interest payments and the impact of netting agreements at the reporting date:

	Note	Carrying amount AED'000	Contractual cash flows AED'000	Less than one year AED'000	More than one year AED'000
Financial liabilities					
31 December 2015					
Non-derivative financial instruments					
Trade and other payables	*21*	1,092,494	1,092,494	1,092,494	-
Security deposits	*22(a)*	10,796	10,796	10,796	-
Due to related parties	*19*	5,311	5,311	5,311	-
Short-term bank borrowings	*23*	183,070	192,224	192,224	-
Long-term bank loans	*24*	1,436,915	1,724,298	159,090	1,565,208
Non-current payables		1,000	1,000	-	1,000
Total		**2,729,586**	**3,026,123**	**1,459,915**	**1,566,208**

	Note	Carrying amount AED'000	Contractual cash flows AED'000	Less than one year AED'000	More than one year AED'000
Financial liabilities					
31 December 2014					
Non-derivative financial instruments					
Trade and other payables	*21*	1,390,090	1,390,090	1,390,090	-
Security deposits	*22(a)*	9,842	9,842	9,842	-
Due to related parties	*19*	16,239	16,239	16,239	-
Short-term bank borrowings	*23*	197,755	207,643	207,643	-
Long-term bank loans	*24*	1,457,660	1,457,660	25,920	1,723,272
Non-current payables		5,200	5,200	-	5,200
Total		**3,076,786**	**3,086,674**	**1,649,734**	**1,728,472**

Notes (continued)

33 Financial instruments (continued)

(c) Interest rate risk

The Group is exposed to interest rate risk on cash at bank, short-term bank borrowings and long-term bank loans (refer notes 20, 23 and 24). At the reporting date, the interest rate profile of the Group's interest bearing financial instruments was:

(i) Fixed rate instruments

	2015 AED'000	2014 AED'000
Fixed rate instruments		
Cash at bank – in deposit accounts	**167,938**	185,323
	======	======

Sensitivity analysis for fixed rate instruments

The interest rates on cash at bank in deposit accounts is fixed and is not subject to change. The Group does not account for any fixed rate financial assets at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect the profit or loss.

(ii) Variable rate instruments

	2015 AED'000	2014 AED'000
Variable rate instruments		
Short-term bank borrowings	**183,070**	197,755
Long-term bank loans	**1,436,915**	1,417,385
	------------	-------------
	1,619,985	1,615,140
	=======	========

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. The analysis below excludes interest capitalized and assumes that all other variables remain constant.

	Profit or loss and equity	
	100 bp increase AED'000	**100 bp decrease AED'000**
31 December 2015		
Variable rate instruments	**(16,200)**	**16,200**
	========	========
31 December 2014		
Variable rate instruments	(16,151)	16,151
	========	========

(d) Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- **Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- **Level 2:** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- **Level 3:** Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes (continued)

33 Financial instruments (continued)

(d) Fair value hierarchy (continued)

The Group has other investments and investment properties which are stated at fair value. Also refer to note 15.

	Level 1 AED'000	Level 3 AED'000	Total AED'000
31 December 2015			
Other investment	**105,992**	**3,834**	**109,826**
	========	========	========
31 December 2014			
Other investment	234,044	3,834	237,878
	========	========	========

There have been no reclassifications made during the current year or the previous year.

34 Significant estimates and judgements

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The following are the critical accounting estimates and judgements used by management in the preparation of these consolidated financial statements:

Going concern assumption

The Group's management has performed a preliminary assessment of the Group's ability to continue as a going concern, which covers a period of twelve months from the date of the financial statements, based on certain identified events and conditions that, individually or collectively, may cast doubt on the Group's ability to continue as going concern.

The Group's management has prepared its business forecast and the cash flow forecast for the twelve months from the reporting date on a conservative basis. The forecasts have been prepared taking into consideration the nature and condition of its business, the degree to which it is affected by external factors and other financial and non-financial data available at the time of preparation of such forecasts.

On the basis of such forecasts, the Group's management is of the opinion that the Group will be able to continue its operations for the next twelve months from the reporting date and that the going concern assumption used in the preparation of these consolidated financial statements is appropriate. The appropriateness of the going concern assumption shall be reassessed on each reporting date.

Revenue recognition for real estate properties

Revenue from sale of properties on freehold basis is recognized in the profit or loss when the significant risks and rewards of ownership are transferred to the buyer. Significant risks and rewards of ownership are deemed to be transferred to the buyer when the associated price risk is transferred to the buyer upon signing of the contract agreement and the buyer has been granted access to the property.

Notes (continued)

34 Significant estimates and judgements (continued)

Revenue recognition for contracting activities

Revenue from contracting activities is recognized in the profit or loss when the outcome of the contract can be reliably estimated. The Group generally starts recognizing revenue when the outcome of the project can be reliably estimated. The measurement of contract revenue is based on the percentage of completion method and is affected by a variety of uncertainties that depend on the outcome of future events. The revenue from variations and claims in contract work is recognised only when it is probable to be recovered and value can be measured reliably. The estimates often need to be revised as events occur and uncertainties are resolved. Therefore, the amount of contract revenue may increase or decrease from period to period.

Impairment losses on property, plant and equipment and intangible assets

The Group reviews its property, plant and equipment and intangible assets to assess impairment, if there is an indication of impairment. In determining whether impairment losses should be recognized in the profit or loss, the Group makes judgements as to whether there is any observable data indicating that there is a reduction in the carrying value of property, plant and equipment or intangible assets. Accordingly, provision for impairment is made where there is an identified loss event or condition which, based on previous experience, is evidence of a reduction in the carrying value of property, plant and equipment or intangible assets.

Impairment losses on development properties

The Group's management reviews the development properties to assess impairment, if there is an indication of impairment. In determining whether impairment losses should be recognized in the profit or loss, the management assesses the current selling prices of the property units and the anticipated costs for completion of such property units for properties which remain unsold at the reporting date. If the current selling prices are lower than the anticipated costs to complete, an impairment provision is recognized for the identified loss event or condition to reduce the cost of development properties to its net realizable value.

Estimated useful life and residual value of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charge for its property, plant and equipment on an annual basis. The Group has carried out a review of the residual values and useful lives of property, plant and equipment as at 31 December 2015 and the management has not highlighted any requirement for an adjustment to the residual values and remaining useful lives of the assets for the current or future periods. However, these will be reviewed again in the next year.

Valuation of investment properties

The Group follows the fair value model under IAS 40 (revised 2003). Note 12 contain information about the valuation methodology adopted by the Group for the valuation of investment properties. Should the significant assumptions change, the fair value of investment properties could significantly impact the profit and loss and statement of financial position of the Group in the future.

Notes (continued)

34 Significant estimates and judgements (continued)

Provision for obsolete inventory

The Group reviews its inventory to assess loss on account of obsolescence on a regular basis. In determining whether provision for obsolescence should be recognized in the profit or loss, the Group makes judgements as to whether there is any observable data indicating that there is any future saleability of the product and the net realizable value for such product. Accordingly, provision for impairment is made where the net realizable value is less than cost based on best estimates by the management. The provision for obsolete inventory is based on the aging and past movement of the inventory.

Project work in progress

Project work in progress is stated at cost plus estimated profit after accounting for foreseeable losses, if any. In determining foreseeable losses, the Group's management estimate the outcome of each contract. The final result of the contact may differ from the estimate made at the time of preparation of this consolidated financial statements.

Provisions on receivables including related parties' receivables

The Group reviews its receivables to assess adequacy of provisions at least on an annual basis. The Group's credit risk is primarily attributable to its trade/contract and other receivables and amounts due from related parties. In determining whether provision should be recognized in the profit or loss, the Group makes judgements as to whether there is any observable data indicating that there is a reasonable measurable decrease in the estimated future cash flows. Accordingly, a provision is made where there is a potential loss event or condition which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

Provision for warranty expenses

Provision for warranty expenses is recognized when the contract is completed and handed over to the customer for the period of warranty. The provision is based on historical warranty data and an assessment of all possible outcomes against their associated probabilities.

Provision against claim and contingent liabilities

The Group management on a regular basis caries out a detail assessment of each claim and contingent liabilities that arise during the course of normal business and accordingly makes an assessment of the provision required to settle these financial expense. These detailed assessments are based on the past experience of the management in settling these claims and contingent liabilities on commercial terms, weighting of possible outcomes against their associated probabilities and availability of funds to settle these financial exposure. Should the estimate significantly vary, the change will be accounted for as change in estimate and the consolidated financial statements would be significantly impacted in the future.

35 Comparative figures

Certain comparative figures have been reclassified or regrouped, wherever necessary, to conform to the presentation adopted in these consolidated financial statements. Such reclassifications do not affect the previously reported profit, net assets or equity of the Group.

36 Subsequent events

Subsequent to the year end, the Group has agreed to sell a 20% stake in one of its joint ventures to a related entity. The price of this sale has been determined based on independent open market valuation carried out by an independent valuer.

الإتحاد العقارية
Union Properties

Union Properties (PJSC)

and its Subsidiares

Corporate Governance Report

For The Year 2015

1. Corporate Governance Practices

Pursuant to the responsibility of the Board of Directors towards shareholders and their duty to protect and promote the value of the shareholders' equity, the management of Union Properties PJSC ('UP' or 'the Company') has endeavored to apply the rules and principles of corporate governance set forth in the Ministerial Resolution No. 518 of 2009 in an effective and transparent manner.

The Board of Directors ('the Board') believes that the driving principles of transparency, fairness, disclosure and accountability to stakeholders have been pivotal to the performance of the Company, its Board, its Senior Management, employees and other stakeholders.

UP has taken many governance initiatives, and on-going governance practices which are as follows:

- Prepared and issued Corporate Governance Manual of the company;
- Prepared and disseminated Corporate Social Responsibility (CSR) policy and created the culture within the organization to 'give back to the Society';
- Prepared and disseminated the 'Whistleblower' policy that creates awareness among the employees that they are important and responsible to report any wrong doings in the company;
- Established Risk Management function and framework within the organization. Promoted Risk Culture within the organization through training and workshops for employees;
- Adoption of the Rules and Procedures governing the transactions by the Board of Directors and employees;
- Adoption of the Code of Business Conduct and Ethics Charter;
- Effective operations of Audit Committee and Nomination and Remuneration Committee according to their approved charters;
- UP has complied in 2015 with the disclosure of the quarterly and annual financial statements within the legal timeline;
- Board members have complied with the annual disclosure of their independence during 2015, and the disclosure of any change affecting their independence, including their membership on other boards.

2. Corporate Trading In Securities and Disclosure Policy

2.1 Trading in the Company's Shares by Board Members, their spouses and children during 2015

The members of the Board of Directors comply with the provisions of Article 17 of the Cabinet Decision No (12) of 2000 concerning the regulations of listing of securities and commodities, and the applicable policy concerning their trading in the Company's shares as contained in the Company's Control Procedures and Corporate Governance Manual. The Board members also undertake annually to disclose their trading and the trading of their spouses and children.

All Board members acknowledged that neither they nor their spouses and children traded in the Company's shares during 2015.

In addition to the approved policy pertaining to the Board members' dealings, the Company adopts a policy for its employees' trading in the Company's shares.

All Union Properties employees are regarded as insiders and are required to comply with specific requirements stated in its Corporate Governance Manual. The company strictly specified in its policy and requires BoD and employees to adhere to period of ban as per SCA regulations.

The period of ban on trading was specified under Article 14 of the SCA Regulations pertaining to Trading, Clearing, Settlement, Transfer of Ownership and Custody of Securities as follows:

- Ten (10) working days prior to disclosing any important information which affects the share price, unless the information was a result of urgent and unexpected events.
- Fifteen (15) days prior to the end of the quarterly, half-yearly or annual financial period and until the financial statements are disclosed.

2.2 Company's Policy of Disclosure & Conflict of Interest during 2015

The Board of directors acknowledged that each Director of the Board was committed to the requirements of Company's policy for Disclosure and Conflict of Interest and other laws and regulations issued by The Ministry of Economy and Securities and Commodities Authority. There is no indication of any non-compliance by any Director of the Board.

Main highlights of UP's policy of disclosure & conflict of interests, are as follows:

- A Board of Director shall not attend any board meeting at which any matter of personal interest related to him will be discussed during the meeting, unless the other Board of Directors vote otherwise.
- Should there be any conflict of interest for any major shareholders or any Director of the Board with regard to any matter that may affect the price or investment volume in company's securities, Board of Directors shall call for a meeting and issue a resolution in this regard in presence of all the Directors, except for the concerned Shareholder/ Director member. In unusual cases, these matters may be solved by special committee formed for this purpose.
- Each Director at the start of his tenure shall disclose to the company the nature of positions held by him within the public companies and organizations as well as other major obligations.
- Director shall annually disclose the nature of positions and functions held by him at the company, or the holding company, any other subsidiary or affiliate.

3. The Board of Directors' Structure

3.1 Board of Directors composition

On 10th April, 2014 the Board of Directors were elected by the Annual General Assembly for three years tenure. The Board consists, as of December 31st 2015 of six non-executive members. The Board is currently chaired by Mr. Khalid Bin Kalban. The Board members are categorized into 'non-executive /non-independent' or 'non-executive/independent' as per definition of these categories by Securities and Commodities Authority and in accordance with the directors' acknowledgment with regard to independency. During the year 2015, 1/3rd of the Board members held the capacity of non-executive/independent category.

Profiles of Board of Directors:

Mr. Khalid Bin Kalban
Chairman of the Board

Position held : Since 2008
Category: Non-executive/independent
Re – elected Date: Re-elected to the Board on 10th April 2014

The chairman holds Degree in business management from Arapahoe, Community College- USA. Also got Bachelor of Science from Metropolitan State College - USA. Expertise in various fields such as, industrial, financial, investment and real-estate sectors. He contributes through his ambitious vision and far-sighted skill in incorporating of many entities in United Arab Emirates and currently holds many important positions among which:

- National General Insurance- Dubai – UAE – Board Member
- Arab Insurance Group (ARIG) – Bahrain – Chairman
- Islamic Bank of Asia – Singapore - Board Member
- Arcapita Group – Bahrain – Board Member
- Dubai Investment (PJSC) – Managing Director & CEO

In the year 2011 he got (Creative Chief Executive Officer Award of the Year) during fourth turn of Middle East and Northern Africa Chief Financial Officer awards distribution celebration.

Mr. Saeed Mohammed Rashed Al Sharid
Vice Chairman of the Board

Position held : Since 1999
Category: Non-executive/independent
Re – elected Date: Re-elected to the Board on 10th April 2014

Mr. Al Sharid holds a Bachelor degree in Accounting and Business Administration from UAE University in 1981. He has participated in several multi training courses, workshops and conferences which includes management skills, strategy, leadership, quality, governance, government sector management, private sector management, KPI's, and human resource.

He is Certified Auditor & Accounting Expert and holding Chief Advisory position in Emirates General Transport & Service Corporation.

He is also Board Member of DEWA and Audit and Risk Committee Member of Dubai Islamic Bank.

Mr. Abdulaziz Yaqoob Al Serkal

Director of the Board

Position held : Since 1999
Category: Non-executive/independent
Re – elected Date: Re-elected to the Board on 10th April 2014

Mr. Abdul Aziz AlSerkal has got education from University of Southern California, US, where he majored in Industrial and System Engineering.

He has vast experience in industrial dealings and business management. He has evaluated the potential performance and resource requirements of hundreds of projects across diverse industrial sectors. The experience enabled him gain comprehensive understanding of different industries – from planning, implementation, trouble shooting and monitoring to ensuring successful operation.

He holds the position of director in Dubai Investments Industries, Dubai Investment Park, Masharie, Thuraya Telecommunications, and Thermo LLC. He also serves as the Chairman of the Board for Emirates District Cooling, Edible Oil Company, International Rubber Company.

H.E. Hamad Mubarak Buamim

Director of the Board

Position held : Since 2008
Category: Non-executive/independent
Re – elected Date: Re-elected to the Board on 10th April 2014

His Excellency holds an MBA with Honor in Banking and Finance from University of Missouri, Kansas, USA. His Excellency also graduated in Electrical Engineering from Southern California University, Los Angeles, USA.

His Excellency currently occupied a number of significant positions such as:

- President & CEO of Dubai Chamber of Commerce & Industry;
- Managing Director and Board Member of Dubai World;
- Board Member of UAE Central Bank;
- Chairman of National General Insurance (NGI) PJSC;
- Board Member of Dubai Islamic Bank.

Mr. Ali Fardan Ali Al Fardan

Director of the Board

Position held : Since 2008
Category: Non-executive/independent
Re – elected Date: Re-elected to the Board on 10th April 2014

Mr. Al Fardan holds a Bachelor of Science Degree in Information Systems from Metropolitan State College - USA. He has been involved with various sectors including Real Estate Management and Property Investment, Capital Investment Management and Hospitality Management. Mr. Al Fardan currently holds the following positions:

- Director at the Board of Commercial Bank of Dubai PJSC
- Director at the Board of Dubai Investment Company PJSC

Mr. Saeed Humaid Bin Drai

Director of the Board

Position held : Since 2010
Category: Non-executive/independent
Re – elected Date: Re-elected to the Board on 10th April 2014

Mr. Bin Drai graduated in Politics and International Relations from University of Kent at Canterbury - UK.

In September 1999, he joined his family business of ship handling, foodstuff, steel trading, road marking and real estate development among others. Currently, Mr. Bin Drai holds the following positions:

- CEO – Bin Drai Enterprises, UAE
- Director - Gulf Shipchandlers LLC

At its meeting no. 172 held on 24 June 2015, the Board accepted the resignation of Mr. Mana Mohammed Saeed Al Mulla from his membership in the Board.

The Company does not have any Female member of the Board. This is because, no female applicant applied for the position of member of the Board, when the nominations for the Board were advertised, and even subsequently.

The next election of the Board will be due in 2017, in accordance with the company's Article of Association.

3.2 The Board Meetings

The Board of Directors is committed to the shareholders to deliver growth and performance of the Company and consequently had convened Eight (8) meetings during 2015. Personal attendance record of the Directors for the meeting is recorded below:

S.No	The Board Meeting Time Line	Personal Attendance						
		1	2	3	4	5	6	7
1	22 January 2015	✓	✓	✓	✗	✓	✗	✗
2	22 February 2015	✓	✓	✓	✓	✓	✓	✗
3	09 March 2015	✓	✓	✓	✓	✓	✓	✗
4	30 April 2015	✓	✓	✓	✓	✓	✓	✗
5	24 June 2015	✓	✗	✓	✓	✓	✓	✓
6	11 October 2015	✓	✓	✓	✓	✗	✓	
7	06 December 2015	✓	✓	✓	✗	✗	✓	
8	10 December 2015	✗	✓	✗	✓	✗	✓	

1. Mr. Khalid Bin Kalban
2. Mr. Saeed Mohammed Alsharid
3. Mr. Abdul Aziz AlSerkal
4. H.E. Hamad Mubarak Buamim
5. Mr. Ali Fardan Ali Al Fardan
6. Mr. Saeed Humaid Bin Drai
7. Mr. Mana Mohammed Saeed Al Mulla*

✓ Attended
✗ Apologized

* Left during the year on 24th June, 2015

3.3 Remuneration of Board of Directors

The remunerations of Board members shall be a percentage of net profit. The Company may pay ancillary fees or a month salary, determined through a Board resolution, to any member if such a member works in any committee, exerts special efforts or undertakes additional duties for the Company beyond his/her normal duties as a member of the board of Directors of the company. In all cases, the remunerations of Board members may not exceed ten percent (10%) of net profits, having deducted depreciation, reserve and distribution of a dividend of at least five percent (5%) of capital to shareholders. In implementation of the above, the Directors remuneration is determined by a suggestion or a recommendation by the Board of Directors raised to the Annual General Meeting. In all cases, Directors' remuneration shall not exceed ten percent (10%) of net profits as per the previously mentioned controls.

The suggested remuneration for the Board of the Directors for the financial year 2015 is AED 5,000,000. The total amount paid to the Directors inclusive of remuneration and attendance allowances for the financial year 2014 was AED 6,367,000. The attendance allowance of the Board's sessions and the Sub - Committees paid to Directors of the Board for the financial year 2015 is as follows;

S.N.	Name	Allowance for attending the sessions of board of directors	Allowance for attending the sub-committees of the board
1	Mr. Khalid Bin Kalban	310,000	-
2	Mr. Saeed Mohammed Al Sharid	158,000	59,000
3	Mr. Abdul Aziz AlSerkal	155,000	52,000
4	H.E. Hamad Mubarak Buamim	148,000	35,000
5	Mr. Ali Fardan Ali Al Fardan	135,000	21,000
6	Mr. Saeed Humaid Bin Drai	158,000	21,000
7	Mr. Mana Mohammed Saeed Al Mulla	57,000	-

3.4 Responsibilities Assigned to the Executive Management

The Executive Management of the Company has been assigned by the BOD with the following responsibilities:

- The Board empowered the Executive Management to carry out the day to day business as prescribed in the company's Articles of Association.
- Represent the company before ministries, governmental departments and organizations and official bodies in the United Arab Emirates, whether federal or local.
- Appoint employees, fix their salaries, specified their job description, and to evaluate their performance on behalf of the company.
- Issue periodical reports to be presented to the Board of Directors.
- Sign on behalf of the company as per authorization by the Chairman on all official transactions related to the activities of the company, as well to sign contracts.
- Executive Management shall refer to the Board when taking decisions related to strategic policies of the company.

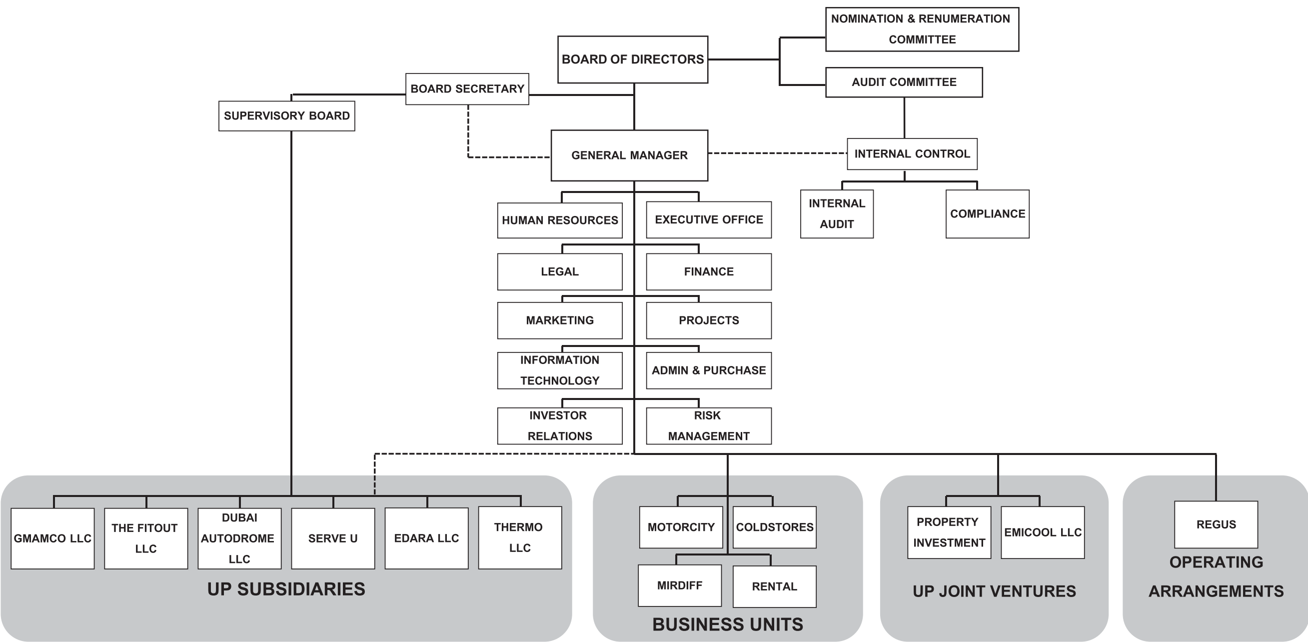
3.5 Transactions with Related Parties

Related parties comprise companies under common ownership or management, key management, businesses controlled by shareholders and directors as well as businesses over which they exercise significant influence. During the year, the Group entered into transactions with related parties in the ordinary course of business. These transactions were carried out at mutually agreed terms and conditions. The transactions with related parties and balances arising from these transactions are as follows:

Transactions during the year	2015	Relationship
	AED '000'	
Project Management Revenues and Contracts Revenues	768	Joint venture
Interest earned from deposit	103	100% Owned Subsidiary
Interest paid on bank overdraft	524	100% Owned Subsidiary
Interest on term loans	39,519	100% Owned Subsidiary
Compensation to key management personnel are as follows:		
Salaries and other short term employee benefits	7,478	Employees
Provision towards employees terminal benefits	384	Employees
	=========	

3.6 Organization Chart

The organizational chart of the company is as follows;



3.7 Executive Management

The following chart showing senior executives in the company, their designations, appointment dates and total salaries, allowances & bonuses paid to them:

Name	Designation	Date of joining	Total Annual Remuneration (AED)*	Total Annual Bonus Paid (AED)
Mr. Ahmed Al Marri	General Manager	December 2009	1,370,030	506,000
Mr. Murtaza Chevel	Chief Financial Officer	February 2010	1,073,400	296,700
Ms. Shahnaz Hasan	Acting GM – Mirdiff	February 2012	664,000	132,000
Mr. Ghalib Bin Kharbash	GM – Motorcity	April 2014	892,850	189,600
Mr. Isam Ababneh	Chief Construction Officer	October 2013	861,136	181,800
*Includes allowances of furniture, car, education, tickets and general pension.				

4. External Audit

KPMG in the UAE is a member firm of KPMG International. It was established in 1973 and now consists of more than 700 staff members, including more than 30 partners, across 6 offices in the UAE. KPMG International is a global network of professional member firms providing Audit, tax and Advisory services, which operates in 156 countries.

KPMG was re-appointed as the Company's external accounts auditors by the Shareholders at their Annual General Meeting for the year 2015. KPMG is the company's external auditor for the period of 21 years.

The professional fee which was calculated amounted to AED 120,000 against auditing of annual financial statements and amount of AED 120,000 against reviewing of quarterly accounts. Additionally, KPMG has been appointed as external accounts auditors by the company's subsidiaries for which fee have been agreed individually. KPMG has not provided any non-audit services in the year 2015.

Other than the foresaid, the company did not appoint any other external auditors to render other services during the year 2015.

5. Audit Committee

5.1 Audit Committee Composition

The Audit Committee is composed of the following Board members as of December 31st, 2015:

S.No	Name	Role	Capacity
1	Mr. Abdulaziz Yaqoob Alserkal	Chairman	Non-executive/independent
2	Mr. Saeed Mohammed Alsharid*	Member	Non-executive/independent
3	H.E. Hamad Mubarak Buamim	Member	Non-executive/independent

* Mr. Saeed Mohammed Alsharid named as financial and accounting expert in the committee appointed in December 2013.

5.2 Audit Committee Meetings

Audit committee meetings held for Eight (8) times during the year 2015, minutes of the meetings are being recorded and approved, and copy of the same is being distributed to the Board members. Recorded below are the dates and attendance records of the Audit Committee Members:

S.No	The Committee Meeting Time Line	Personal Attendance			
		1	2	3	4
1	08 January 2015	✗	✓	✓	✗
2	02 February 2015	✓	✓	✗	✗
3	09 March 2015	✓	✓	✓	✗
4	14 April 2015	✓	✓	✓	✗
5	07 May 2015	✓	✓	✗	✗
6	13 July 2015	✓	✓	✓	
7	27 August 2015	✓	✓	✓	
8	08 November 2015	✓	✓	✗	

1. Mr. Abdulaziz Yaqoob AlSerkal
2. Mr. Saeed Mohammed Alsharid
3. H.E. Hamad Mubarak Buamim
4. Mr. Mana Mohamed Saeed Al Mulla*

*Left during the year on 24th June 2015.

5.3 Roles & Responsibilities

In order to accomplish its purpose, the Audit Committee is charged with the following responsibilities:

- Oversight of the preparation of the financial statements;
- Review of the annual and quarterly financial statements prior to them being made public;
- Review the process of Business Continuity and Going concern aspects;
- Abiding by the accounting standards and DFM Exchange Listing Rules and disclosure, and other legal requirements pertaining to the preparation of financial reports;
- Submit reports to the Board of Directors based on the Reporting and Communication protocol within UP;
- Review any insider, affiliated or related party transactions and ensure that rules for the conduct and approval are complied;
- Communicate with the Company's Board of Directors, the External and the Internal Auditors;
- Review reports from Management with respect to the Company's compliance with applicable legal and regulatory requirements as well as the Company Code of Ethics;
- Discuss with Management and the External Auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;

- On an annual basis, Audit Committee should identify the matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies:
    - review with CFO and External Auditors the Financials of the Company;
    - review with the Company's counsel any legal matters;
    - review with the Head of Internal Control Department on matters pertaining to compliance with the Regulatory rules and regulations.

- Examine any instances of misconduct where fictitious or fraudulent or misleading figures appear in the financial statements, and lay down strict control procedures to ensure the application of accounting policies and principles that show a true and fair financial position of the Company;

- Review all reports concerning any significant fraud or regulatory non-compliance that occurs at the Company. This review should include consideration of the internal controls that should be strengthened to reduce the risk of a similar event in the future;

- The Audit Committee should ensure that Risk Management policies are developed and undertake regular examination of cases of noncompliance with the same;

- Perform any other activities consistent with Audit Committee Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

6. Nomination and Remuneration Committee (NRC)

6.1 Nomination and Remuneration Committee (NRC) Composition

Nomination and Remuneration Committee is composed of the following Board members as of December 31st, 2015:

S.No	Name	Role	Capacity
1	Mr. Saeed Humaid Bin Drai	Chairman	Non-executive/independent
2	Mr. Ali Fardan Al Fardan	Member	Non-executive/independent

6.2 Roles and Responsibilities

The Nomination and Remuneration Committee is charged with the following responsibilities:

- Verification of ongoing independence of independent board members. If the committee discovers that any of the members do not meet the independency criteria, it shall present this matter to the company's board of directors and the board shall notify the member by a letter to be sent by registered mail to the members' registered address recorded in the company's files and shall address the reasons for the lack of independency; such member shall provide clarification to the board within fifteen days from the date of the notification.

- Formulation and annual review of the policy on granting remunerations, benefits, incentives and salaries to board members and employees of the Company and the committee shall verify that remunerations and benefits granted to the senior executive management of the Company are reasonable and in line with the Company's performance.
- Determination of the Company's needs for qualified staff at the level of the senior executive management and the basis of their selection;
- Formulation, supervision of application and annual review of the Company's human resources and training policy; and
- Organization and follow-up of procedures of nomination to the membership of the board of directors in line with applicable laws and regulations.

6.2 Nomination and Remuneration Committee Meetings

There were three (3) NRC meetings held during 2015. Minutes of meetings are being recorded and approved copy of the same is being distributed to Board Members, shown below is committee attendance records:

S.No	The Committee Meeting Time Line	Personal Attendance		
		1	2	3
1	05 February 2015	✔	✔	✕
2	09 March 2015	✔	✔	✕
3	23 July 2015	✔	✔	

1- Mr. Saeed Humaid Bin Drai
2- Mr. Ali Fardan Ali Al Fardan
3- Mr. Mana Mohamed Saeed Al Mulla*

✔ Attended
✕ Apologized

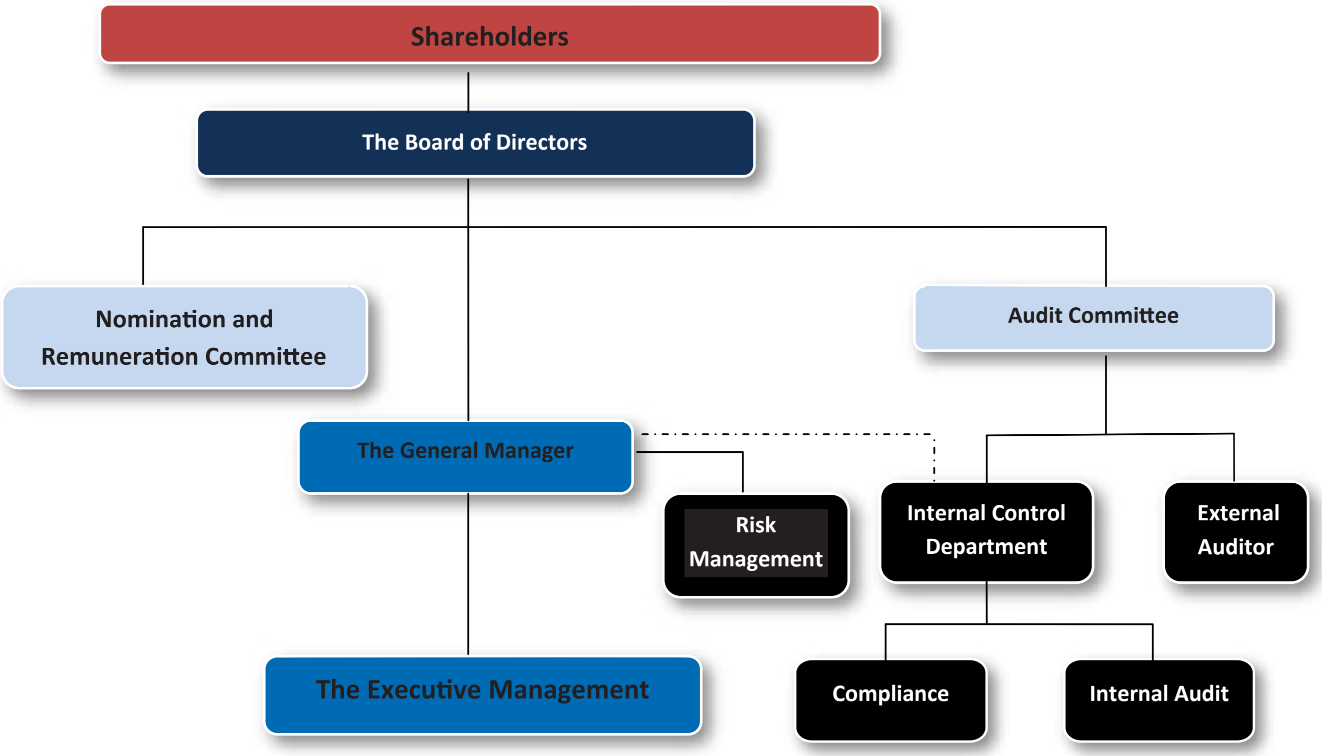
*Left during the year on 24th June, 2015.

7. Internal Control System

7.1 The Board of Directors' acknowledgement of its responsibility for the Internal Control System

The Board of Directors acknowledges its responsibility for the internal control system in the Company and for reviewing it and ensuring its effectiveness through the Internal Control Department (ICD).

The Audit Committee is responsible for monitoring the Internal Control System and updating the Board on a quarterly basis at the Board meetings on the resourcing, testing and effectiveness of internal controls in the Company. The Internal Control System's structure established within Union Properties is depicted as follows:



7.2 Work Mechanism of the Internal Control Department

The Internal Control Department reports to the Senior Management of the Company and to the Board of Directors through the Audit Committee in such a manner to ensure its independence. In performing its duties, the ICD applies the latest international standards issued by the IIA of USA as well as the international best practices in the following areas:

- Performing the required updates for the procedures manual and charter to be consistent with the latest international standards as approved by the Audit Committee;
- Developing an audit plan based on the risks related to every sector / department / section in order to prioritize the sections with high risks. The plan is discussed with the GM and approved by the Audit Committee;
- At the end of each audit, preparing an audit report for every audited department whereby the objectives scope, methodology and findings of the audit are presented. The reports also evaluate the notes in terms of the risk levels, in addition to an extensive assessment of the audited sector or department according to the assessment matrix. The Audit Committee is provided with a copy of the reports and the findings after the discussion with the concerned departments in order to help the Committee to evaluate the internal control within their respective area of responsibility;
- The ICD prepared quality reports on assurances during the year to ensure the efficiency of the completed audit assignments and the availability of permanent and temporary files for each assignment in line with international best practices;
- The ICD followed up on the implementation of corrective actions according to the reports issued by the internal and external auditors;
- Offering consulting services with the aim of developing and improving work procedures in a manner which does not compromise the independence of the auditors, and in accordance with the stipulations of the work charter of the ICD;
- Monitoring the communication channels used for confidential reporting;
- Preparing the Corporate Governance Report in light of the provisions of the Ministerial Resolution No. 518 circulated by the SCA.

7.3 Internal Control Department In-charge's Profile:

Arafat Umer Naviwala is the Head of Internal Control Department of UP. He is Chartered Accountant (UAECA) and also a fellow member of Chartered Certified Accountant – (FCCA-UK). He is highly accomplished and seasoned professional with strong Governance, Risk & Control (GRC); and Internal Audit and Compliance experience across multiple diversified business environments. He has vast international experience with 2 out of 4 big accountancy practices in South Africa, Saudi Arabia, UAE and Pakistan. The Head of Internal Control Department is responsible for the Group Internal Audit and Compliance function in UP.

7.4 How Internal Control Department handle intractable problems

Internal Control Department is handling the intractable problems, if any, through evaluation and studying such problems to eliminate them and prevent future recurrence. The Department shall provide reports by including remarks and recommendations for solving such problems to the Board of Directors through Audit Committee.

During the year 2015 there were no significant problems faced by the Internal Control Department in the company.

8. Details Regarding Corporate Non-Compliance

To the best of the knowledge of the Board of Directors and the Executive Management, UP has not committed any breaches/violations during 2015.

9. Corporate Social Responsibility (CSR)

The company and its subsidiaries recorded the following achievements in terms of CSR activities in the year 2015:

Participated in United Nations Global Compact

Union Properties participated at the United Nations Global Compact, the world's largest corporate responsibility initiative with over 8,000 business and non-business participants from 135 countries. The UN Global Compact provides a universal language for corporate responsibility and provides a framework to guide all businesses regardless of size, complexity or location. As a participant, Union Properties commits to align strategies and operations with universal principles on human rights, labor and environment, and take actions that advance societal goals. The ten principles of UN Global Compact become part of UP strategy, culture and day-to-day operations including its subsidiaries and the supply chain.

Participated in Entrepreneurs Development Program

Union Properties sponsored the Business Startup Seminar which was held in coordination with Mubaader Service Company in Kuwait to support Entrepreneurs Development Program. Moreover, UP participated as a Strategic partner for the seminar that provides guidelines to have successful business as well as fundamental steps for Small and Medium Businesses.

Train Dubai / Revolutionary Nights

Dubai Autodrome has taken the initiative that they opened their track every Wednesday for residents and general public to cycle, run or walk. This initiative had been taken with partnership of ‘Daman’. Full provision of safety and paramedics are in hand enabling a fun, safe and healthy session for all public to attend. Every week, over 500 active participants are benefiting from this facility.

Clean up the World

Union Properties and its subsidiary ServeU participated in ‘Clean up the World’ campaign launched by Dubai Municipality from 22 to 27 November 2015. The environmental initiative took place in MotorCity. UP have got recognition for CSR program and practices on environmental sustainability, and awarded with the Commendation Award.

Helping the Needy People

UPTOWN Mirdiff was involved in collecting donations for charity work, "the noble goal of helping the needy people throughout the country” with Bait Al Khair Society, Dar Al Ber Society and Dubai Charity association.

Smile Campaign at Greenwood International School

UPTOWN Mirdiff participated in spreading happiness and bringing smiles to people’s faces by distributing cupcake, donuts, cookies free of cost through the smile campaign organized by Greenwood International School.

Charity Event Support

Dubai Autodrome gets involved in supporting local charity events – these include providing prizes and giveaways, provision of space for events support, as follows;
Boy Scouts of America - Troup 813, Dubai; Fund raising activity support through prizes;
Berets MC - Autism Awareness Charity Ride – space allocation during event.

Tourism Support

Dubai Autodrome had also contributed with prizes and giveaways to Department of Tourism and Commerce Marketing (DTCM) for development and support of Dubai Tourism across GCC.

Supporting local ladies through Ministry of Social Affairs

UPTOWN Mirdiff provided support to the local ladies without business set-up to sell domestic cooked food & sweets through local food fair organized by Ministry of Social Affairs.

Supporting abandon and stray animals

UPTOWN Mirdiff was involved in raising money for supporting abandon and stray animals through selling of books with charity organizer “Friends for Animals”.

Education Support

Dubai Autodrome provided prizes to students through its unit Kartdrome to support local education institutions, as follows:

- Gems Metropole (Summer & Winter Fair)
- Dubai Cares / Super Kids Nursery
- Jebel Ali School

Spreading Islamic education to kids and women

MotorCity unit has contributed towards enhancement of Quran education to kids and women by providing one of its units in Claverton House 1 to Royati Quran Center.

Building up of Masjid

Union Properties is building a Masjid in MotorCity for the community. Full expenses for the building and maintenance of the Masjid are being paid by UP.

Facilitating the charitable institutions

MotorCity division of UP has supported the charity institutions; Dar Al Ber Society and Beit Al Khair Society by providing them spaces to fix their containers of unwanted and unused clothes across the community.

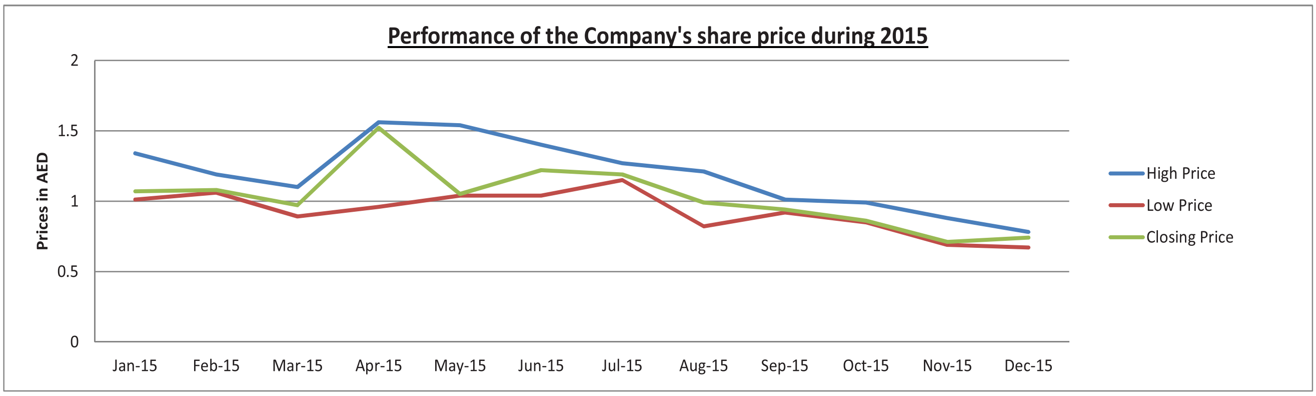
10. General Information

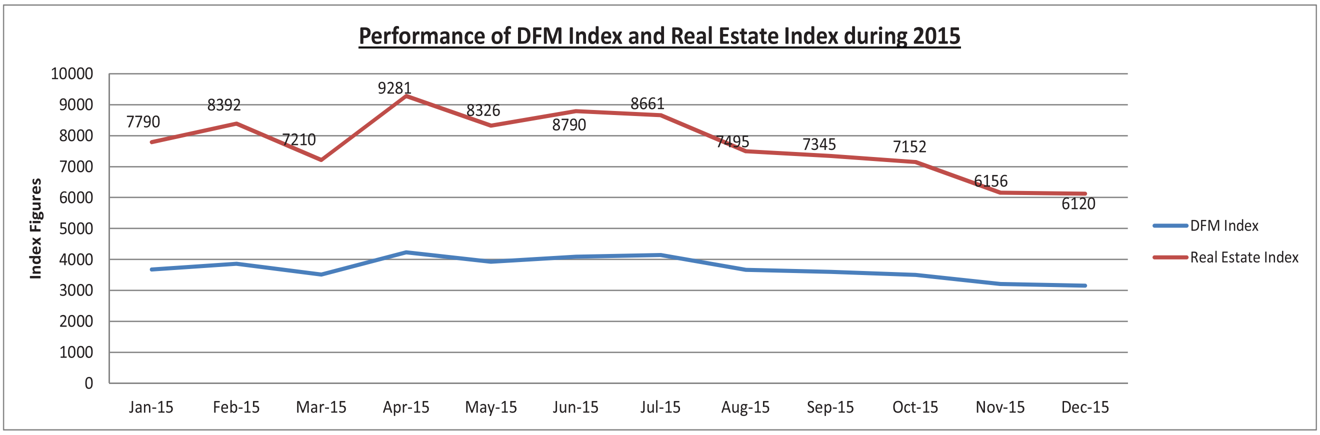
10.1 Significant Events during the Year 2015

- UP participated in Cityscape and International Property Show with upcoming projects.
- UP also participated in Dubai Property Show in London i.e. UK's longest running residential property event.
- UP issued 5% bonus shares and 3% cash dividends to its shareholders.

10.2 Statements by company's share price at Dubai Financial Market during Financial year 2015

Month	High Price	Low Price	Closing Price	DFM Index	Real Estate Index
Jan-15	1.34	1.01	1.07	3674	7790
Feb-15	1.19	1.06	1.08	3864	8392
Mar-15	1.1	0.89	0.97	3514	7210
Apr-15	1.56	0.96	1.52	4229	9281
May-15	1.54	1.04	1.05	3923	8326
Jun-15	1.4	1.04	1.22	4087	8790
Jul-15	1.27	1.15	1.19	4143	8661
Aug-15	1.21	0.82	0.99	3662	7495
Sep-15	1.01	0.92	0.94	3593	7345
Oct-15	0.99	0.85	0.86	3503	7152
Nov-15	0.88	0.69	0.71	3204	6156
Dec-15	0.78	0.67	0.74	3151	6120





10.3 Shareholders' Ownership as per their nationalities

S.No	Description	Nationality	Shares	Ownership %
1	Individual	Local	1,865,070,347	50%
		Others	127,684,828	3%
		GCC	53,688,553	1%
		Arab	329,445,441	9%
2	Company	Local	588,845,975	16%
		Others	86,152,169	2%
		GCC	48,548,353	1%
		Arab	19,152,249	1%
3	Bank	Local	445,141,959	12%
		Others	13,097,387	0%
		GCC	5,233,581	0%
		Arab	2,320,568	0%
4	Institution (Sole Property)	Local	126,438,362	3%
		Arab	-	0%
5	Government	Local	1,139,500	0%

EmiratesNBD PJSC owns 374,165,495 UP shares, accounting for 10.08 % of the Company's shares.

Distribution of shareholders’ as per the volume of ownership as on 31st December 2015 is as follows:

Sr. No.	Ownership of Shares	No. of shareholders	No. of shares owned	Percentage of shares owned in the capital
1	Less than 50,000	7,502	111,252,059	3%
2	From 50,000 to Less than 500,000	4,558	668,598,683	18%
3	From 500,000 to less than 5,000,000	746	966,884,428	26%
4	More than 5,000,000	86	1,965,224,102	53%

Mr. Khalid Bin Kalban
Chairman