

EMAAR THE ECONOMIC CITY
(A Saudi Joint Stock Company)

**UNAUDITED INTERIM CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS**
For the three-month period ended March 31, 2013



KPMG Al Fozan & Al Sadhan
Al Dainy Plaza
Al Madinah Road
P. O. Box 55078
Jeddah 21534
Kingdom of Saudi Arabia

Telephone +966 2 658 1616
Fax +966 2 605 0597
Internet www.kpmg.com.sa

License No. 46/11/323 issued 11/3/1992

REVIEW REPORT ON THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Shareholders
Emaar The Economic City
Jeddah, Kingdom of Saudi Arabia.

Scope of review

We have reviewed the accompanying interim consolidated balance sheet of Emaar The Economic City and its subsidiaries ("collectively referred as the Group") as at March 31, 2013, the related interim consolidated statements of income, cash flows and changes in equity for the three-month period then ended and the attached notes 1 to 22 which form an integral part of these interim condensed consolidated financial statements. These interim condensed consolidated financial statements are the responsibility of the Group's management and have been prepared by them and submitted to us together with all the information and explanations which we required. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

We conducted our review in accordance with the Auditing Standard on Review of Interim Financial Reporting issued by the Saudi Organization for Certified Public Accountants (SOCPA). A review consists principally of applying analytical procedures to financial data and information and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the consolidated financial statements taken as a whole. Accordingly, we do not express such an opinion.

Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim condensed consolidated financial statements for them to be in conformity with accounting standards generally accepted in the Kingdom of Saudi Arabia.

For KPMG Al Fozan & Al Sadhan

Ebrahim Oboud Baeshen
License No.382



Jumada Al Thani 10, 1434H
Corresponding to April 20, 2013

EMAAR THE ECONOMIC CITY
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED BALANCE SHEET (UNAUDITED)

As at March 31, 2013

	<u>Notes</u>	2013 (SR' 000)	2012 (SR' 000) (Restated)
<u>ASSETS</u>			
Current assets:			
Cash and cash equivalents	4	1,017,722	191,342
Murabaha term deposits with banks	5	2,895,298	4,506,139
Accounts receivable and other current assets		150,732	102,480
Development properties	6	570,101	1,173,876
Other investment	7	4,750	4,750
Loan to a related party	8	1,663	5,225
Total current assets		4,640,266	5,983,812
Non-current assets:			
Investment property	9	4,399,296	3,606,050
Property and equipment	10	3,788,140	3,594,306
Investment in an associate	11	638,280	380,980
Loan to an associate	12	429,662	--
		9,255,378	7,581,336
Assets classified as held for disposal	13	154,461	204,148
Total non-current assets		9,409,839	7,785,484
TOTAL ASSETS		14,050,105	13,769,296
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>			
Current liabilities:			
Short-term loan	14	12,000	--
Accounts payable and accruals	15	894,634	1,053,864
Total current liabilities		906,634	1,053,864
Non-current liabilities:			
Long-term loan	17	5,194,303	5,087,199
Deferred contribution		310,351	167,389
Long-term provision		28,811	28,811
Employees' end of service benefits		8,723	6,459
Total non-current liabilities		5,542,188	5,289,858
Total liabilities		6,448,822	6,343,722
Equity attributable to Company's shareholders:			
Share capital	18	8,500,000	8,500,000
Accumulated losses		(898,798)	(1,074,430)
Total shareholders' equity		7,601,202	7,425,570
Non-controlling interests		81	4
Total equity		7,601,283	7,425,574
Total liabilities and equity		14,050,105	13,769,296

The accompanying notes 1 to 22 form an integral part of these unaudited interim condensed consolidated financial statements.

EMAAR THE ECONOMIC CITY
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)
For the three-month period ended March 31, 2013

	<u>Notes</u>	<u>2013</u> (SR '000)	<u>2012</u> (SR '000) (Restated)
Revenue		14,503	142,042
Cost of revenue		<u>(6,424)</u>	<u>(20,160)</u>
Gross profit		8,079	121,882
Expenses:			
Selling and marketing		(6,242)	(6,015)
General and administration		(28,140)	(36,902)
Depreciation		<u>(8,615)</u>	<u>(10,646)</u>
Total expenses		(42,997)	(53,563)
(Loss) / profit from operations		(34,918)	68,319
Financial charges		(23,543)	(25,374)
Commission income		11,384	11,843
Gain on disposal of investment property	9.3 & 11	89,045	--
Other income, net		<u>196</u>	<u>386</u>
Income before Zakat and non-controlling interests		42,164	55,174
Zakat	20	<u>(10,500)</u>	<u>(10,000)</u>
Net income before non-controlling interests		31,664	45,174
Share of non-controlling interests in the net (income) / loss of consolidated subsidiaries		<u>(56)</u>	<u>--</u>
Net income attributable to Company's shareholders		31,608	45,174
(Loss) / earnings per share on (loss) / profit from operations (in SR)	19	<u>(0.041)</u>	<u>0.080</u>
Earnings per share on net income (in SR) attributable to Company's shareholders	19	<u>0.037</u>	<u>0.053</u>

The accompanying notes 1 to 22 form an integral part
of these unaudited interim condensed consolidated financial statements

EMAAR THE ECONOMIC CITY
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)
For the three-month period ended March 31, 2013

	<u>Note</u>	<u>2013</u> (SR '000)	<u>2012</u> (SR '000) (Restated)
Operating activities:			
Income before Zakat		42,164	55,174
Adjustments for:			
Depreciation		8,615	10,646
Employees' end of service benefits, net		212	974
Financial charges		23,543	25,374
Commission income		(11,384)	(11,843)
Gain on disposal of investment property	9.3 & 11	(89,045)	--
Other income		(85)	--
		<u>(25,980)</u>	<u>80,325</u>
Changes in operating assets and liabilities:			
Accounts receivable other current assets		(39,393)	(34,586)
Development properties		32,557	(126,046)
Accounts payable and accruals		17,068	(68,561)
Cash used in operations		<u>(15,748)</u>	<u>(130,743)</u>
Net movement in deferred contribution		14,856	18,125
Zakat paid		<u>--</u>	<u>(4,229)</u>
Net cash used in operating activities		<u>(892)</u>	<u>(134,972)</u>
Investing activities:			
Purchase of property and equipment		(96,930)	(60,431)
Proceeds from disposal of property and equipment		102	--
Net movement in Murabaha term deposits with banks		(2,036,019)	(1,336,527)
Commission income		11,384	11,843
Net movement in loan to a related party		--	713
Loan to an associate	12	(85,021)	--
Investment in an associate	11	(29,300)	--
Net cash used in investing activities		<u>(2,235,784)</u>	<u>(1,384,402)</u>
Financing activities:			
Short-term loan	14	<u>12,000</u>	<u>--</u>
Net change in cash and cash equivalents		(2,224,676)	(1,519,374)
Cash and cash equivalents at the beginning of the period		<u>3,242,398</u>	<u>1,710,716</u>
Cash and cash equivalents at the end of the period	4	<u>1,017,722</u>	<u>191,342</u>

The accompanying notes 1 to 22 form an integral part of these unaudited interim condensed consolidated financial statements.

EMAAR THE ECONOMIC CITY
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)
For the three-month period ended March 31, 2013

<u>2013</u>	Equity attributable to the shareholders' of the Company				
	Share capital (SR '000)	Accumulated losses (SR '000)	Total shareholders' equity (SR '000)	Non- controlling interests (SR '000)	Total (SR '000)
Balance at January 1 - Audited	8,500,000	(930,406)	7,569,594	25	7,569,619
Net income	--	31,608	31,608	56	31,664
Balance at March 31 - Unaudited	<u>8,500,000</u>	<u>(898,798)</u>	<u>7,601,202</u>	<u>81</u>	<u>7,601,283</u>

<u>2012 (Restated)</u>	Equity attributable to the shareholders' of the Company				
	Share capital (SR '000)	Accumulated losses (SR '000)	Total shareholders' equity (SR '000)	Non- controlling interests (SR '000)	Total (SR '000)
Balance at January 1 - Audited	8,500,000	(1,119,604)	7,380,396	4	7,380,400
Net income	--	45,174	45,174	--	45,174
Balance at March 31 - Unaudited	<u>8,500,000</u>	<u>(1,074,430)</u>	<u>7,425,570</u>	<u>4</u>	<u>7,425,574</u>

The accompanying notes 1 to 22 form an integral part of these unaudited interim condensed consolidated financial statements.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For the three-month period ended March 31, 2013

1. THE COMPANY AND ITS ACTIVITIES

Emaar The Economic City (“the Company”) is a Saudi Joint Stock Company incorporated under Ministerial Resolution No. 2533 dated Ramadan 3, 1427H, corresponding to September 21, 2006 and registered in the Kingdom of Saudi Arabia under Commercial Registration number 4030164269 dated Ramadan 8, 1427H, corresponding to September 26, 2006. The Company and its subsidiaries constitutes “the Group”. The Company is engaged in the development of real estate in the economic or other zones and other development activities including infrastructures, promotion, marketing and sale of land within development areas, transfer/lease of land, development of buildings/housing units, construction on behalf of other parties and development of economic areas. The main activity of the Company is the development of the King Abdullah Economic City (KAEC).

The registered office is located at the following address:

P. O. Box 8299
Amir Sultan Street
Jeddah 21482
Kingdom of Saudi Arabia.

As at March 31, 2013, the Company has investments in the following subsidiaries which are primarily involved in development, investments, marketing, sale / lease, operations and maintenance of properties and establishment and purchase of companies.

<u>Name</u>	<u>Country of incorporation</u>	<u>Ownership interest</u>	
		<u>2013</u>	<u>2012</u>
Economic Cities Investments Holding Company (ECIHC)	Kingdom of Saudi Arabia	99%	99%
Industrial Zones Development Company Limited (IZDCL)	Kingdom of Saudi Arabia	100%	100%

2. BASIS OF PRESENTATION

Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with the accounting standards generally accepted in the Kingdom of Saudi Arabia and the Accounting Standard on Interim Financial Reporting issued by Saudi Organization for Certified Public Accountants (SOCPA).

Functional and presentation currency

These accompanying interim condensed consolidated financial statements are presented in Saudi Arabian Riyals (SR) which is the functional currency of the Group. All financial information presented in SR has been rounded to the nearest thousand.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For the three-month period ended March 31, 2013

2. BASIS OF PRESENTATION (continued)

Upto September 30, 2012, both ECIHC and IZDLC did not start operations and were immaterial to the overall financial position of the Company. As a result, these entities were not consolidated in the financial statements and the investment in subsidiaries was stated at cost. During the quarter ended December 31, 2012, the Company made an additional capital contribution of SR 2.7 billion in ECIHC with a view to commence its operations and accordingly, the Company prepared consolidated financial statements for the year ended December 31, 2012.

In addition to the effects of prior period comparative information relating to investments in subsidiaries, certain other comparative figures have been restated and / or regrouped on a basis consistent with current period classification.

The interim results may not be an indicator of the annual results of the Group. These consolidated interim condensed financial statements should be read in conjunction with the latest annual audited consolidated financial statements of the Group.

Accounting convention

The interim condensed consolidated financial statements have been prepared under the historical cost convention modified to include the measurement at fair value of available-for-sale financial assets using accrual basis of accounting and going concern assumption.

Use of estimates and judgements

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected. The key areas requiring significant management judgments and estimates are as follows:

Impairment of accounts receivable

An estimate of the collectible amount of accounts receivable is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed collectively and an allowance applied according to the length of time past due.

Cost to complete the projects

As part of application of percentage of completion method on contract accounting, the cost to complete the project is estimated. These estimates include, amongst other items, the construction costs, variation orders by contractors and the cost of meeting other contractual obligations to the customers. Such estimates are reviewed at regular intervals. Any subsequent changes in the estimated cost to complete may affect the results of the subsequent periods.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For the three-month period ended March 31, 2013

2. BASIS OF PRESENTATION (continued)

Use of estimates and judgements (continued)

Impairment on assets classified as held for disposal

Assets classified as held for disposal are assessed for impairment at regular intervals in order to reflect adequate recoverable amount in the interim condensed consolidated financial statements, based on the prevailing market value obtained from professionals involved in the sale of these assets.

Long-term provision

Long-term provision is assessed periodically based on excess costs to be incurred in providing property and city maintenance services to residential customers, to reflect the probable outflow of resources required to settle the obligation.

Useful lives of property and equipment

The management determines the estimated useful lives of property and equipment for calculating depreciation. This estimate is determined after considering expected usage of the assets or physical wear and tear. Management reviews the residual value and useful lives annually and change in depreciation charges, if any, are adjusted in current and future periods.

Impairment of property and equipment and investment property

Property and equipment and investment property are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable in part or full. Whenever the carrying amount of these assets exceeds their recoverable amount, an impairment loss is recognized in the consolidated statement of income. The recoverable amount is the higher of an asset's net selling price and the value in use. The net selling price is the amount obtained from the sale of an asset in an arm's length transaction while value in use is present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Impairment of available for sale investments

The Group exercises judgement to consider the impairment of available for sale investments as well as their underlying assets. This includes the assessment of objective evidence which causes other than temporary decline in the value of investments. Any significant and prolonged decline in the fair value of equity investment below its cost is considered as objective evidence for the impairment. The determination of what is 'significant' and 'prolonged' requires judgement. The Group also considers impairment testing to be appropriate when there is evidence of deterioration in the financial health of the investee, industry and sector performance, changes in technology, and operational and financing cash flows.

Impairment of other non-financial assets

The Group assesses, at each reporting date or more frequently if events or changes in circumstances indicate, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount, which is higher of fair value less cost to sell and its value in use.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For the three-month period ended March 31, 2013

3. SIGNIFICANT ACCOUNTING POLICIES

The following significant accounting policies used by the Group for the preparation of these interim condensed consolidated financial statements are consistent with those used for the preparation of the annual consolidated financial statements:

Basis of consolidation

These interim condensed consolidated financial statements include the financial statements of the Company and its subsidiaries. Associate is accounted for using the equity method.

Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. The financial statements of subsidiaries are included in the interim condensed consolidated financial statements from the date that control commences until the date control ceases.

All intra-group balances and financial transactions resulting from transactions between the Company and the subsidiaries and those arising between the subsidiaries are eliminated in preparing these interim condensed consolidated financial statements. Also, any unrealized gains and losses arising from intra-group transactions are eliminated on consolidation.

Non-controlling interest

The Group applies a policy of treating transactions with non-controlling interest transactions with parties external to the Group. Disposals to non-controlling interests, if any, result in gains and losses for the Group that are recorded in the statement of income if control is lost. Purchase of non-controlling interest result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash with banks and other short-term highly liquid investments, if any, with original maturities of three months or less.

Accounts receivable

Accounts receivable are stated at original invoice amount less allowance for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written-off as incurred.

Development properties

Properties acquired, constructed or in the course of construction and development for sale are classified as development properties. Unsold properties are stated at the lower of cost and net realizable value. Sold properties in the course of development are stated at cost plus attributable profit / (loss) less progress billings. The cost of development properties includes the cost of land and other related expenditure which is transferred to development properties as and when activities that are necessary to get the properties ready for sale are in progress. Net realizable value represents the estimated selling price less cost of completion and costs to be incurred in selling the property.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For the three-month period ended March 31, 2013

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Development properties (continued)

The property is considered to be completed when all related activities, including the infrastructure and facilities for the entire project, have been completed and handed over and title is transferred. At that stage, cost, attributable profit / (loss) and progress billings are eliminated from development properties.

Management reviews the carrying values of the development properties at each reporting date.

Investment properties

Properties held for rental or capital appreciation purposes as well as those held for undetermined future use are classified as investment properties. Investment properties are carried at cost less accumulated depreciation and accumulated impairment losses, if applicable. Investment properties include buildings which are depreciated over 30 years.

Properties are transferred from investment properties to development properties when and only when there is a change in use, evidenced by commencement of development with a view to sell. Such transfers are made at the carrying value of the properties at the date of transfer.

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and any impairment in value. Freehold land is not depreciated. The cost less estimated residual value of property and equipment is depreciated on a straight line basis over the estimated useful lives of the assets.

The estimated useful lives of assets are as follow:

	<u>Years</u>
Buildings	20-30
Furniture and fixtures	4
Motor vehicles	4
Heavy equipment and machinery	5-10
Leasehold improvements	2
Office equipments	3
Infrastructure assets	10-30

Expenditure for repair and maintenance are charged to the interim consolidated statement of income. Improvements that increase the value or materially extend the useful life of the related assets are capitalised.

Investment in an associate

An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture. Investment in associate is accounted for using the equity method of accounting together with any long-term interests that, in substance, form part of the investor's net investment in the associate. Under the equity method, the investment in the associate is carried in the interim balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate less impairment loss, if any.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For the three-month period ended March 31, 2013

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Loan to an associate

Loan to an associate is measured at amortised cost, less impairment loss, if any.

Other investments (available-for-sale)

Investments are initially recognised at cost being the fair value of consideration given. After initial recognition, investments purchased neither with the intention of being held to maturity nor for trading purposes are remeasured at fair value. Unrealised gains and losses are reported as a separate component of equity until the investment is derecognised or the investment is determined to be impaired. On derecognition or impairment the cumulative gain or loss previously recorded in equity is recognised in the interim consolidated statement of income for the period. Fair value is determined by reference to the market value if an open market exists. In the absence of an active market, the fair value is determined through other indicators, otherwise, cost is considered to be the fair value.

Non-current asset held for disposal

Non-current assets that are classified as held for disposal are measured at the lower of their carrying amount and fair value less costs to sell. Assets are transferred to non-current assets held for disposal when it is expected that the carrying amount will be recovered principally through disposal rather than from continuing use. For this to be the case, the asset must be available for immediate disposal in its present condition subject only to terms that are usual and customary for disposals of such assets and its disposal must be highly probable.

Accounts payable and accruals

Liabilities are recognised for amounts to be paid in the future for services received or when risks and rewards associated with the goods are transferred to the Group, whether billed by the supplier or not.

Deferred contribution

Deferred contributions represents amounts received from customers in respect of infrastructure assets and land, which are recognised as an obligation to provide access to the properties sold. The obligation, which is measured with reference to the contributions received, is then amortised over the useful life of the infrastructure assets for the portion that relates to infrastructure assets and recognised as income upon transfer of risks and rewards of land for the portion that relates to the transfer of land.

Employees' end of service benefits

Provision is made for amounts payable under the Saudi Arabian labour law applicable to employees' accumulated periods of service at the interim consolidated balance sheet date.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

For the three-month period ended March 31, 2013

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

Provisions are recognised when the Group has an obligation (legal or constructive) arising from a past event, and the costs to settle the obligation are both probable and can be measured reliably.

Segment reporting

In accordance with the requirements of accounting standards generally accepted in the Kingdom of Saudi Arabia, the Group is required to disclose segmental information, however due to the nature of Group's business operations, segment reporting is not applicable to the Group.

Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the interim consolidated statement of income as follows:

Sale of property

Revenue on sale of plots of land is recognised on the basis of the full accrual method as and when all of the following conditions are met:

- a) a sale is consummated and contracts are signed;
- b) the buyer's investment, to the date of the consolidated financial statements, is adequate to demonstrate a commitment to pay for the property;
- c) the Group's receivable is not subject to future subordination;
- d) the Group has transferred to the buyer the usual risks and rewards of ownership in a transaction that is in substance a sale and does not have a substantial continuing involvement with the property; and
- e) work to be completed is both easily measurable and accrued or is not significant in relation to the overall value of the contract.

Revenue on sale of apartments and villas is recognized on the basis of percentage of completion as and when all of the following conditions are met:

- a) the buyer's investment, to the date of the consolidated financial statements, is adequate (20% and above) to demonstrate a commitment to pay for the property;
- b) construction is beyond a preliminary stage. The engineering, design work, construction contract execution, site clearance and building foundation are finished;
- c) the buyer is committed: the buyer is unable to claim a refund except for non-delivery of the unit; and
- d) the aggregate sales proceeds and costs can be reasonably estimated.

Lease of investment property

Rental income from investment properties is accounted for on a straight-line basis over the lease term on ongoing leases.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

For the three-month period ended March 31, 2013

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Services

Revenue from rendering of services is recognized when the outcome of the transaction can be estimated reliably, by reference to the stage of completion of the transaction at the interim balance sheet date.

Murabaha term deposits with banks

Income on Murabaha term deposits with banks is recognised on an accrual basis.

Cost of revenue

Cost of revenue includes the cost of land, development and other services related costs. Development costs include the cost of construction.

The cost of revenues in respect of apartments and villas is based on the estimated proportion of the development cost incurred to date to the estimated total development costs for each project.

The cost of revenues in respect of land sales is based on the total estimated cost of the land site over the total land area in a particular development.

Expenses

Selling and marketing expenses are those that specifically relate to the selling and marketing activities of the Group. All other expenses are classified as general and administration expenses.

Borrowing costs

Borrowing costs that are directly attributable to the construction of an asset are capitalised using capitalised rate up to the stage when substantially all the activities necessary to prepare the qualifying asset for its intended use are completed and, thereafter, such costs are charged to the interim consolidated statement of income.

Operating leases

Operating lease payments are recognized as an expense in the interim consolidated statement of income on a straight line basis over the lease term.

Zakat

Zakat is provided for in accordance with Saudi Arabian Department of Zakat and Income Tax (DZIT) regulations. The liability is charged to the interim consolidated statement of income.

Foreign currencies

Transactions in foreign currencies are recorded in Saudi Arabian Riyals at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the interim balance sheet date. All differences are taken to the interim consolidated statement of income.

Non-monetary items measured at historical cost denominated in a foreign currency are translated at the exchange rate at the date of initial recognition.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For the three-month period ended March 31, 2013

4. CASH AND CASH EQUIVALENTS

	<u>2013</u> (SR '000)	<u>2012</u> (SR '000) (Restated)
Bank balances and cash	374,225	91,342
Short-term Murabaha deposits	<u>643,497</u>	<u>100,000</u>
	<u>1,017,722</u>	<u>191,342</u>

5. MURABAHA TERM DEPOSITS WITH BANKS

Murabaha term deposits with banks amounting to SR 2,895 million (2012: SR 4,506 million) represents funds placed with commercial banks at market rates with original maturities of more than three months.

6. DEVELOPMENT PROPERTIES

Development properties represent costs incurred to-date on projects under progress at KAEC, intended to be sold, and costs incurred to-date plus attributable profit / (loss) on sold properties less progress billings made in respect of sold properties under development.

Development properties also include plots of land, amounting to SR 197.5 million, (2012: SR 176.5 million) which have been identified by the management to be sold in their present condition. Accordingly, these have been reclassified from investment property to development properties.

During the year ended December 31, 2012, the Company reclassified certain projects, initially identified for sale in their present condition, as projects for long-term lease. Consequently, related cost amounting to SAR 888.1 million, including land of SR 7.6 million, was reclassified from development properties to investment properties (note 9).

7. OTHER INVESTMENT

In May 2008, the Company established an entity, Cadre The Economic Cities, LLC (Cadre), which is engaged in human resource management and is incorporated in the Kingdom of Saudi Arabia on Jumada Awal 6, 1429H, corresponding to May 11, 2008. The Company has a 95% holding in Cadre.

During 2011, Cadre entered into the management agreement with Economic Cities Authorities (ECA) whereby management, operations and control of Cadre was assigned to ECA. As the Company will not participate in the management of Cadre and has no longer control over Cadre, therefore, the investment is not consolidated.

During the quarter ended December 31, 2012, the Board of Directors of the Company has decided to transfer ownership of Cadre to ECA at a price and time to be mutually agreed in due course of time. Therefore, the investment is classified as short-term, carried at cost which is considered as fair value.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

For the three-month period ended March 31, 2013

8. LOAN TO A RELATED PARTY

Loan to a related party represents balance of commission free loan receivable from Cadre. During 2011, the Company signed a Supplement Loan Agreement Term Sheet (SLATS) with Cadre whereby initially agreed loan of SR 20 million was reduced to SR 9.5 million that had already been released to Cadre in 2010. As per revised SLATS, the loan has quarterly repayments commencing from April 2011, with the last instalment falling due in April 2013. As the loan is repayable on demand, therefore, it has been classified as a current asset.

9. INVESTMENT PROPERTY

The investment properties include the following:

	March 31, <u>2013</u> (SR '000)	March 31, <u>2012</u> (SR '000)
Greenfield land and associated cost (note 9.1)	3,519,071	3,606,050
Properties under construction (note 6, 9.2)	<u>880,225</u>	<u>--</u>
	<u>4,399,296</u>	<u>3,606,050</u>

- 9.1** A Greenfield Land measuring approximately 168 million square meters has been earmarked for the master development of the KAEC. This includes land measuring approximately 37 million square meters which has been contributed by a shareholder as part of its capital contribution for an agreed sum of SR 1,700 million in lieu of shares of the same value in the Company.

The specific allocation of Greenfield Land to be used by different projects, which could be for sale or rental, has not yet been completed. Therefore, the Greenfield Land and associated costs amounting to SR 3,519 million (2012: SR 3,606 million) has been classified as investment property. No depreciation has been charged as these comprise only freehold land.

Greenfield Land includes 24.7 million sqm pledged in favour of Ministry of Finance against a long-term loan of SR 5,000 million (note 17).

- 9.2** Properties under construction comprise of building and related land. These properties are under construction, therefore, no depreciation is charged for the period.
- 9.3** During the period ended March 31, 2013 the Company contributed land and development cost of SR 58 million as per the agreement with Port Development Company (note 11). At the period ended March 31, 2013 the legal formalities to transfer the relevant land title deeds are under process.

10. PROPERTY AND EQUIPMENT

Property and equipment includes capital work in progress amounting to SR 3,195 million (2012: SR 3,076 million), which represents construction costs in respect of the infrastructure and other projects at KAEC.

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11. INVESTMENT IN AN ASSOCIATE

	<u>2013</u> (SR '000)	<u>2012</u> (SR '000)
Investment	235,980	235,980
Additional capital contribution	<u>402,300</u>	<u>145,000</u>
	<u>638,280</u>	<u>380,980</u>

On Jumada Awwal 14, 1431H (corresponding to April 29, 2010), the Port Development Company (PDC), a closed joint stock company was incorporated in the Kingdom of Saudi Arabia, which will be engaged in development, operation and maintenance of the King Abdullah Port at KAEC (the Port). The Port is in its construction stage.

During 2011, the shareholders of PDC entered into an agreement ("Shareholders Agreement") whereby the shareholding structure and funding mechanism of PDC was agreed. As per the terms of Shareholders Agreement, the Company's shareholding in PDC is agreed to be 34%.

To contribute a part of the equity funding under the Shareholders Agreement, the shareholders of PDC entered into another agreement with PDC whereby, the Company has invested SR 438 million including equity of SR 236 million and additional capital contribution of SR 202 million. The Company has invested SR 145 million in the form of land, infrastructure and other development cost and cash of SR 293 million including SR 29 million cash provided during the quarter ended March 31, 2013.

During the period ended March 31, 2013 the Company entered into another agreement with the shareholders of PDC whereby, the Company agreed to transfer land and development cost at value of SR 200 million to PDC as additional capital contribution.

12. LOAN TO AN ASSOCIATE

During 2012, the Company signed a loan agreement with PDC in accordance with the Shareholders Agreement whereby, the Company has agreed to provide SR 1,000 million commission based loan to PDC, which was approved in the Annual General Meeting of the Company held on March 31, 2012. Accordingly, an amount of SR 420 million, including SR 82 million during the period ended March 31, 2013, has been disbursed to PDC which is repayable, in seven annual instalments commencing from May 1, 2015. The loan is secured by a promissory note signed by PDC for the full amount of disbursement and by PDC's majority shareholder for its shareholding in PDC. The shareholders of PDC have agreed to convert the outstanding loan extended by the Company into equity shares of PDC on the occurrence of certain events in the future. The loan balance as at March 31, 2013 also includes accrued commission amounting to SR 9.7 million.

13. ASSETS CLASSIFIED AS HELD FOR DISPOSAL

The Group has identified certain assets which are to be disposed off in line with the strategic business plan of the Group. Accordingly, these assets are classified as held for disposal. At the period ended March 31, 2013, these assets were reviewed for impairment and the management ascertained that no further impairment is required.

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14. SHORT-TERM LOAN

During the quarter ended March 31, 2013 the Company obtained a short-term loan (Islamic Murabaha loan) of SR 12 million from a commercial bank at prevailing market rates.

15. ACCOUNTS PAYABLE AND ACCRUALS

	<u>2013</u> (SR '000)	<u>2012</u> (SR '000) (Restated)
Accounts payable	250,585	511,622
Advance from customers	248,571	30,114
Contract cost accruals	134,998	232,159
Amount to be donated for charitable purposes (note 15.1)	69,926	74,971
Accrued expenses and other payables	72,721	26,660
Amounts due to affiliates (note 16)	80,617	2,601
Retentions payable	15,345	158,615
Zakat payable	21,871	17,122
	<u>894,634</u>	<u>1,053,864</u>

15.1 The Board of Directors decided in 2006 to donate the amount earned on the founding shareholders' share capital contribution (before initial public offering) placed in fixed deposits maintained with a bank before placing funds under an Islamic deposit scheme. Commission earned on this deposit is added to the amount to be donated for charitable purposes.

16. RELATED PARTY TRANSACTIONS AND BALANCES

Related party transactions mainly represent services, expenses and other transactions which are undertaken at mutually agreed terms and approved by management.

In addition to the disclosures set out in notes 7, 8, 9, 11 and 12, related party transactions for the period ended March 31, 2013 are described as under:

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16. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

<u>Related party</u>	<u>Nature of transaction</u>	<u>2013</u>		<u>2012</u>	
		<u>Amount of transaction</u> (SR '000)	<u>Balance receivable/ (payable)</u> (SR '000)	<u>Amount of transaction</u> (SR '000)	<u>Balance receivable/ (payable)</u> (SR '000)
<i>Affiliates</i>	Advance from affiliate	10,300	(78,100)	--	--
	Commission income	3,021	9,662	--	--
<i>Key management personnel</i>	Remuneration	436	--	1,373	--

17. LONG-TERM LOAN

During 2012, the Company received a loan of SR 5,000 million from the Ministry of Finance (MoF) for the development of KAEC. The loan is secured against pledge of 24.7 million sqm of the Greenfield Land (note 9.1) and carries annual commission at commercial rates and is repayable, with a three years grace period, in seven annual instalments commencing from June 1, 2015. The loan balance as at March 31, 2013 also includes accrued commission amounting to SR 194.3 million (2012: SR 87.2 million).

18. SHARE CAPITAL

The authorized, issued and fully paid share capital of the Company consists of 850 million shares of SR 10 each (2012: 850 million shares of SR 10 each).

19. (LOSS) / EARNINGS PER SHARE

(Loss) / earnings per share on profit from operations are calculated by dividing the (loss) / profit from operations by the weighted average number of ordinary shares of the Company in issue during the period.

Earnings per share on net income attributable to shareholders of the Company are calculated by dividing the net income by the weighted average number of ordinary shares in issue of the Company during the period.

The calculation of diluted earnings per share is not applicable to the Company.

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20. ZAKAT

Charge for the year

The Group has made a provision of SR 10.5 million for the quarter ended March 31, 2013 (2012: SR 10 million).

Status of assessments

The Company filed the Zakat returns up to the year 2011 and obtained the restricted Zakat certificates.

The DZIT issued Zakat assessments for the period /years ended December 31, 2006 to 2008 and claimed additional Zakat and withholding tax differences of SR 90.4 million in addition to delay penalty. The case is currently reviewed at the Higher Appeal Committee (HAC). In compliance of the appeal procedures and without admitting the liability, the Company submitted a bank guarantee and paid under protest the withholding tax differences.

The DZIT issued Zakat assessment for the years 2009 to 2011 and claimed additional Zakat, withholding tax and delay penalty differences of SR 64.7 million. The Company has filed an objection against this assessment.

The Company is of the view that given a fair review of the assessments for the period/years 2006 to 2011, their view should prevail. No provision is made for the additional Zakat and withholding tax liability in these interim condensed financial statements.

ECHIC has filed the Zakat returns for the period/year ended December 31, 2010 and 2011 and obtained an unrestricted Zakat certificate.

IZDCL has filed the Zakat return for the period ended December 31, 2011 and obtained a facility letter.

21. CONTINGENT LIABILITIES AND COMMITMENTS

- a) The Group has contracted with its industrial customers to provide property management and city maintenance services. The costs of providing these services to industrial customers may be higher than the fee or charges that the Group may be able to charge to its industrial customers. The financial effect, if any, is not currently practicable to estimate.
- b) A contractor has filed a case against the Group in relation to an encashment of letter of guarantee for advance payment amounting to SR 138 million, which the Group is contesting due to dispute over deliverables under the contract. The Court has appointed an independent Expert to analyze and report the rights and liabilities of each party towards the other. The Expert has submitted the report to the Court but the Court has not yet announced its decision. The Group is confident of a favourable outcome of the case.

**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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21. CONTINGENT LIABILITIES AND COMMITMENTS (continued)

- c) Certain customers have filed cases against the Group for refund of amount paid for properties purchased in prior years. These cases are at various stages and the amounts cannot be reliably measured at this stage. However, the management is confident of favourable outcome.
- d) The Group had commitments as at March 31, 2013 amounting to SR 378 million (2012: SR 1,526 million) related to future capital expenditure for the development of KAEC.

22. APPROVAL OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The interim condensed consolidated financial statements were approved and authorised to issue by the Board of Directors on Jumada Al Thani 10, 1434H, corresponding to April 20, 2013.