INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

31 MARCH 2010 (UNAUDITED)

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF NATIONAL CENTRAL COOLING COMPANY PJSC

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of National Central Cooling Company PJSC (the "Company") and its subsidiaries (the "Group") as at 31 March 2010, comprising of the interim consolidated statement of financial position as at 31 March 2010 and the related interim consolidated statements of income, comprehensive income, changes in equity and cash flows for the three month period then ended and explanatory notes. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Financial Reporting Standard IAS 34 Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

Scope of review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing. Consequently, it does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

Without qualifying our conclusion, we draw attention to Note 2.1 to the interim condensed consolidated financial statements which indicates that as of 31 March 2010, the Group's current liabilities exceeded its current assets by AED 5.01 billion and its accumulated losses of AED 1 billion amounted to 83 % of its share capital. These conditions, along with other matters as set forth in Note 2.1, indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The interim condensed consolidated financial statements have been prepared on a going concern basis as the management supported by the Board of Directors are confident on the positive outcome of the mitigating factors as outlined in Note 2.1 of the interim condensed consolidated financial statements.

Signed by: Mohammad Mobin Khan Partner Ernst & Young Registration No. 532

Date Abu Dhabi

INTERIM CONSOLIDATED INCOME STATEMENT

Three month period ended 31 March 2010 (Unaudited)

		Three month period ended	Three month period ended
		31 March	31 March
	Notes	2010 AED '000	2009 AED '000
	wotes	ALD 000	ALD 000
Revenues	3	184,614	189,722
Operating costs	3	(95,747)	(109,545)
GROSS PROFIT		88,867	80,177
Administrative and other expenses		(46,315)	(40,636)
Other income		2,042	1,665
OPERATING PROFIT		44,594	41,206
Finance costs	3	(32,889)	(25,988)
Interest income	3	259	3,597
Changes in fair value of derivative liability		16,600	(1,900)
Changes in fair value of investments	2		0.5
carried at fair value through income statement Share of results of associates	3	15 277	85 4,710
Share of results of associates	3	15,277	4,/10
PROFIT FOR THE PERIOD		43,841	21,710
Attributable to:			
Equity holders of the parent		40,438	10,771
Non-controlling interests		3,403	10,939
		43,841	21,710
Market of the State of the Stat			
Basic and diluted earnings per share	64		(g):=275
attributable to ordinary equity holders of the parent (AED)	4	0.02	0.01

INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME Three month period ended 31 March 2010 (Unaudited)

	Three month period ended 31 March 2010 AED 000	Three month period ended 31 March 2009 AED '000
Profit for the period	43,841	21,710
Other comprehensive income (loss) Changes in fair value of derivatives in cash flow hedges Share of changes in fair value of derivatives of associate Changes in fair value of available for sale investments Exchange differences arising on translation of overseas operations Other comprehensive income (loss) for the period	2,466 (11) 36 (7) 2,484	(14,893) 2,962 133 (397) (12,195)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	46,325	9,515
Attributable to: Equity holders of the parent Non-controlling interests	42,922 _3,403	(1,424) 10,939
	46,325	9,515

INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION At 31 March 2010 (Unaudited)

ACCETTO	Notes	31 March 2010 AED '000	(Audited) 31 December 2009 AED '000
ASSETS Non-current assets Capital work in progress Property, plant and equipment Intangible assets Investments in associates Available for sale investments Loan to an associate Finance lease receivable	5	1,660,039 3,499,984 37,600 254,702 65,624 21,084 1,230,436	1,824,867 3,310,103 37,600 239,655 68,421 21,084 1,135,762
Current assets Inventories Trade and other receivables Loan to an associate Finance lease receivable Contract work in progress Prepayments Cash and short term deposits	v.	36,278 644,714 9,781 58,017 39,418 1,617 384,119	36,307 581,848 9,781 33,862 30,813 5,374 343,954
Assets classified as held for sale TOTAL ASSETS		1,173,944 	1,041,939 33,800 7,713,231
EQUITY AND LIABILITIES Equity attributable to equity holders of the parent Issued capital Treasury shares Statutory reserve Accumulated losses Foreign currency translation reserve Cumulative changes in fair value of derivatives and available for sale investments Mandatory convertible bond – equity component		1,213,380 (10,050) 47,433 (1,005,328) (699) (75,212) 1,301,679 1,471,203	1,213,380 (10,050) 47,433 (1,045,766) (692) (77,703) 1,301,679
Non - controlling interests Total equity		21,788 1,492,991	<u>18,385</u>
Non-current liabilities Retentions payable and deferred income Obligations under finance lease Mandatory convertible bond – liability component Employees end of service benefits		69,397 37,137 146,345 16,902	76,608 38,004 160,847 16,116 291,575
Current liabilities Bank overdraft Accounts payable and accruals Advances Interest bearing loans and borrowings Islamic financing arrangements Mandatory convertible bond – liability component Obligations under finance lease	6 6	53,074 1,561,965 400,000 1,726,825 2,312,895 118,518 7,364 6,180,641	52,007 1,892,972 400,000 1,174,444 2,330,327 117,876 7,364 5,974,990
Total liabilities TOTAL EQUITY AND LIABILITIES		6,450,422 7,943,413	6,266,565 7,713,231
Khadem Abdulla Al Qubaisi CHAIRMAN		Sujit S. Parhar CHIEF EXECUTIV	VE OFFICER

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Three month period ended 31 March 2010 (Unaudited)

Attributable to equity holders of the parent

Cumulative changes in fair value of derivatives of derivatives of derivatives and Convertible currency available bond-ranslation for sale equity reserve investments component Total interests equity AED '000 AED '000 AED '000 AED '000 AED '000 AED '000	(664) (112.189) 1.301.679 2.512.322 161.766 2.674.088	(397) (11.798) - (12.195) - (12.195)	(397) (11,798) - (1,424) 10,939 9,515	(540)	۳	40.438 3.403 2.484 -	2,491 - 42,922 3,403	(699) (75,212) 1,301,679 1,471,203 21,788 1,492,991
(Accumulated Foreign Losses) currency Retained translation reserve eurinigs reserve AED 000 AED 000	47.433 72.733	10.771	- 10,771		83.504	40.438	40.438	47,433 (1,005,328)
Issued Treasury Stat. capital slares re ED '000 AED '000 AED	213,380 (10,050) 47		i		(10.050)	+ (000.01) 000.5012-		.213,380 (10,050) 4
	Balance at 1 January 2009	Profit for the period Other comprehensive loss for the period	Total comprehensive income for the period	rolling interest shareholders		Baltance at 1 January 2010 Profit for the period Other commrehensive income (loss) for the period	Total comprehensive income for the period	Balance at 31 March 2010

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

Three month period ended 31 March 2010 (Unaudited)

	Three month period ended 31 March 2010 AED '000	Three month period ended 31 March 2009 AED '000
OPERATING ACTIVITIES Profit for the period Non cash adjustments to reconcile profit for the period to net cash flows:	43,841	21,710
Depreciation of property, plant and equipment Share of results of associates Net movement in employees' end of service benefits Finance income on finance lease receivable Interest income Finance costs Changes in fair value relating to financial assets carried at fair value through income statement	26,413 (15,058) 786 (1,669) (259) 32,889	18,519 (4,273) (256) - (3,597) 25,988 (85)
Changes in fair value of derivative liability Working capital adjustments:	(16,600)	1,900
Inventories Trade and other receivables and prepayments Contract work in progress Accounts payable and accruals Lease rentals received	29 (25,309) (8,605) (36,741) 658	33,656 (53,876) (20,606) (7,590)
Net cash flows from operating activities	375	11,490
INVESTING ACTIVITIES Purchase of property, plant and equipment Purchase of intangible assets Payments against capital work in progress Advances received Interest received	(29,970) - (402,417) - 259	(4,782) (316) (464,225) 400,000 3,597
Net cash flows used in investing activities	(432,128)	_(65,726)
FINANCING ACTIVITIES Interest bearing loans and borrowings received Interest bearing loans and borrowings repaid Islamic financing arrangement received Islamic financing arrangement repaid Transaction cost on interest bearing loans and borrowings	550,000	157,168 (62,041) 368,000 (378,735) (3,213)
Transaction cost on Islamic financing arrangements Payments for obligations under finance lease Interest paid Dividends paid to non-controlling interests	(867) (58,282)	(7,930) (788) (78,663) (540)
Net cash flows from (used in) financing activities	470,851	(6,742)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	39,098	(60,978)
Cash and cash equivalents at 1 January	291,947	468,633
CASH AND CASH EQUIVALENTS AT 31 MARCH	<u>331,045</u>	407,655

1 ACTIVITIES

National Central Cooling Company PJSC (the "Company") is registered in the United Arab Emirates as a Public Joint Stock Company pursuant to the U.A.E. Commercial Companies Law No. 8 of 1984 (as amended). The principal activities of the Company are to construct, own, assemble, install, operate and maintain cooling and air conditioning systems. In addition, the Company's activities include the distribution and sale of chilled water for use in district cooling technologies. The Company's registered office is located at P.O. Box 32444, Dubai, United Arab Emirates

The interim condensed consolidated financial statements of the Group were authorised for issuance by the Board of Directors on ______.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

2.1 FUNDAMENTAL ACCOUNTING CONCEPT

At 31 March 2010, the Group's current liabilities exceeded its current assets by AED 5.01 billion (31 December 2009: AED 4.9 billion) and its accumulated losses of AED 1 billion (31 December 2009: AED 1.04 billion) amounted to 83 % (31 December 2009: 86%) of its issued share capital. The excess of current liabilities over current assets includes the impact of reclassification of interest bearing loans and borrowings and Islamic financing arrangements amounting to AED 2.8 billion (31 December 2009: AED 3.2 billion), net of prepaid finance costs, which were due more than one year from the balance sheet reporting date based on their respective original maturity profile but have been reclassified to current liability in the interim consolidated statement of financial position as at 31 March 2010. The reclassification has been made in accordance with the requirement of International Accounting Standard No.1 which requires an entity which breaches a provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability is capable of being payable on demand, to reclassify such liability as current. As at 31 March 2010, the Company had a technical breach in relation to its financial covenant in some of its debt obligations. A breach of a financial covenant in one debt obligation can result in cross default provisions in other debt obligations being triggered such that the entire debt obligations of the Group is capable of being payable on demand.

As noted above, the accumulated losses of the Group amounted to 83 % of the issued share capital at 31 March 2010. The UAE Commercial Companies Law of 1984 (as amended), states, "if the losses of a joint stock company amount to half the capital, the Board of Directors must call the extra ordinary general assembly to convene and decide whether the company should continue or be dissolved before the duration specified in its articles".

The above factors indicate the existence of a material uncertainty which may cast significant doubt about the Groups's ability to continue as a going concern. The interim condensed consolidated financial statements have been prepared on a going concern basis based on the following mitigating factors:

- 1. Short term loan facility approved by a shareholder amounting to AED 1.3 billion (this short-term financing may be converted to long-term capital) out of which an amount of AED 550 million has been drawn by the Company during the period;
- 2. Expected profitability and operating cash flows in the 12 month period ending 31 March 2011, which together with the short term loan in (1) above is expected to cover funding shortfall relating to anticipated operating and capital expenditure and finance costs up to 31 March 2011; and

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 31 March 2010 (Unaudited)

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES continued

2.1 FUNDAMENTAL ACCOUNTING CONCEPT continued

- 3. Comprehensive recapitalization plan launched by the Company's Board of Directors on 7 March 2010 with the objective to achieve a stable long-term capital structure. The recapitalisation plan addresses the following:
 - o Entering into discussions with strategic investors to provide the long-term capital necessary to support the development of the business;
 - Proposal for a capital reduction;
 - Options for new capital including a private placement and offering to all shareholders;
 - o Proactively engaging with creditors to secure amendments to support the recapitalization process (address short-term maturity profile and other terms and conditions to facilitate new investment);
 - o Identification of significant funding requirement to complete projects and fund committed capital expenditure; and
 - Addresses near-term operational funding issues through provision of AED 1.3 billion short term loan.

The above recapitalization plan will be presented at the proposed Extra Ordinary General Meeting to seek approval from the shareholders to authorize the Company's Board of Directors to negotiate and implement the recapitalization plan.

- 4. The Company's Board of Directors has resolved to call an extra ordinary general assembly to comply with the requirement of the UAE Commercial Companies Law of 1984 (as amended).
- 5. As of the date of approval of the interim condensed consolidated financial statements of the Company, no lender has requested accelerated repayment of its loans and borrowings. The management is currently engaged in discussions with the lenders to secure amendments to address the resulting short term maturity profile. Management is confident that the outcome of the discussions with the lenders and the implementation of the recapitalisation plan launched by the Company's Board of Directors on 7 March 2010 will address the liquidity risk of the Company.

The Company's management and Board of Directors are confident on the positive outcome of the mitigating factors noted above.

Had the going concern basis not been used, adjustments would be made relating to the recoverability of recorded asset amounts, or to the amounts of liabilities to reflect the fact the Group may be required to realise its assets and extinguish its liabilities other than in the normal course of business, at amounts different from those stated in the interim condensed consolidated financial statements.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES continued

2.2 BASIS OF PREPARATION

The interim condensed consolidated financial statements of the Company and its subsidiaries ("the Group") are prepared in accordance with International Accounting Standard 34, Interim Financial Reporting.

The interim condensed consolidated financial statements have been presented in United Arab Emirates Dirhams (AED), which is the functional currency of the Group. All values are rounded to the nearest thousand (AED '000) except otherwise indicated.

The interim condensed consolidated financial statements do not include all information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Company's annual consolidated financial statements for the year ended 31 December 2009. In addition, results for the three months ended 31 March 2010 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2010.

2.3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2009.

3 SEGMENT INFORMATION

For management purposes, the Group is organised into four operating segments based on their products and services, as follows:

- The 'chilled water' segment constructs, owns, assembles, installs, operates and maintains cooling and conditioning systems. In addition, the segment distributes and sells chilled water for use in district cooling technologies. This also includes Tabreed's share in a joint venture engaged in similar activity.
- The 'contracting' segment is involved in construction of air conditioning chilled water central plants and networks for new or existing buildings. This also includes Tabreed's share in a joint venture which is involved in engineering, procurement, construction and construction management in the field of District Cooling.
- The 'manufacturing' segment is engaged in production of pre-insulated piping systems for chilled and hot water, gas and other energy related applications and provision of pipe protection services.
- The 'services' segment is involved in design and supervision of electrical, mechanical coding and sanitary engineering works.

Operating segments which have similar economic characteristics are aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the interim condensed consolidated financial statements. However, Group financing (including finance costs, interest income, and changes in fair value of derivatives) is managed on a group basis and is not allocated to operating segments.

3 SEGMENT INFORMATION continued

The following table presents revenue and results relating to the Group's operating segments for the three months ended 31 March 2010 and 2009, respectively.

	Chilled water AED '000	Contracting AED '000	Manufacturing AED '000	Services AED'000	Eliminations AED '000	Total AED 000
Three months ended 31 March 2010 (unaudi	ted):					
Revenue External revenue Inter–segment revenue	117,057	36,057 _4,082	15,641 	15,859 1,568	(<u>12,691)</u>	184,614
Total revenue	117,057	40,139	22,682	17,427	(12,691)	184,614
Operating cost	(61,964)	(18,436)	(12,983)	(2,364)		(95,747)
Gross profit	55,093	21,703	9,699	15,063	(<u>12,691</u>)	88,867
Results Segment results	22,820	15,638	686	5,450		44,594
Finance costs Interest income Changes in fair value of derivative liability Share of results of associates	15,277	5		:	ie Ie	(32,889) 259 16,600 15,277
Profit for the period						43,841
Three months ended 31 March 2009 (unaudi	ted):					
Revenue External revenue Inter—segment revenue	61,284	26,317	81,405 310	20,716 _1,979	(2,289)	189,722
Total revenue	61,284	<u>26,317</u>	81,715	22,695	<u>(2,289</u>)	189,722
Operating cost	(27,558)	(25,868)	(53,652)	(2,467)		(109,545)
Gross profit	33,726	449	28,063	20,228	(2,289)	80,177
Results Segment results	10,900	_(144)	24,943	_5,507		41,206
Finance costs Changes in fair value of derivative liability Interest income Changes in fair value of investments Share of results of associates	4,710	- - -				(25,988) (1,900) 3,597 85 4,710
Profit for the period						21,710

4 BASIC AND DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

Basic and diluted earnings per share are calculated by dividing the profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on the conversion of mandatory convertible bond.

The following reflects the income and share data used in the basic and diluted earnings per share computations:

	Three month period ended 31 March 2010	Three month period ended 31 March 2009
Profit for the period attributable to equity holders of the parent for basic and diluted earnings (AED '000)	40,438	
Weighted average number of ordinary shares (excluding treasury shares) outstanding during the period ('000) Effect of mandatory convertible bond ('000)	1,203,330 _674,603	1,203,330 674,603
Weighted average number of ordinary shares (excluding treasury shares) adjusted for the effect of mandatory convertible bond ('000)	1,877,933	1,877,933
Basic and diluted earnings per share (AED)	0.02	0.01

Basic and diluted earnings per share has been calculated on the basis of maximum number of shares that may be issued for mandatory convertible bond.

5 CAPITAL WORK IN PROGRESS

During the three month period ended 31 March 2010 the Group has incurred expenditure of AED 139 million (31 March 2009: AED 532 million) primarily relating to construction of district cooling plants.

6 INTEREST BEARING LOANS AND BORROWINGS AND ISLAMIC FINANCING ARRANGEMENTS

During the period, the Group made the following total drawdowns and repayments on interest bearing loans and borrowings and Islamic financing arrangements:

	Drawdown AED '000	Repayments AED '000
Interest bearing loans (note a) Islamic financing arrangements	550,000	20,000

a) In February 2010, the Board of Directors of the Company approved short term funding from a shareholder amounting to AED 1.3 billion. During the period ended 31 March 2010, an amount of AED 550 million has been drawn on this facility.

7 COMMITMENTS AND CONTINGENCIES

Commitments

The Board of Directors has authorised future capital expenditure amounting to AED 950 million as of 31 March 2010 (31 December 2009: AED 1,108 million).

Contingencies

The bankers have issued guarantees on behalf of the Group as follows:

	At 31 March 2010 AED '000	At 31 December 2009 AED '000
Performance guarantees Advance payment guarantees Financial guarantees	66,277 20,517 <u>9,248</u>	64,462 20,471 9,248
	96,042	94,181

8 INVESTMENTS, BANK BALANCES AND CASH

Available for sale investments consist of investment in a listed equity with a carrying amount of AED 3.5 million (31 December 2009: AED 3.5 million) and investment in a managed fund with a carrying amount of AED 62.1 million (31 December 2009: AED 65 million).

Geographical concentration of available for sale investments and bank balances and cash is as follows:

	At 31 March	At 31 December
	2010	2009
	AED '000	AED '000
Within UAE	403,299	267,408
Outside UAE	46,444	_144,967
	449,743	412,375

9 COMPARATIVE INFORMATION

Certain comparative figures were reclassified to conform with the current period presentation. Such reclassifications as discussed below have no effect on the results or the equity of the Group.

Statement of cash flows

- Interest paid amounting to AED 78.7 million for the period ended 31 March 2010 previously shown as part
 of Operating activities has now been reclassified to Financing activities.
- Non-cash adjustment relating to payables and accruals for capital work in progress amounting to AED 51.8 million has been adjusted against movement in the accounts payable under Operating activities.