FINANCIAL STATEMENTS

31 DECEMBER 2002

AUDITORS' REPORT TO THE SHAREHOLDERS OF

NATIONAL CORPORATION FOR TOURISM AND HOTELS

We have audited the accompanying balance sheet of National Corporation for Tourism and Hotels ("the Corporation") as of 31 December 2002 and the related statements of income, cash flows and changes in equity for the year then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Corporation as of 31 December 2002 and the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Signed by: Bassam E Hage Partner Registration No. 258

25 March 2003 Abu Dhabi

INCOME STATEMENT

Year ended 31 December 2002

	Notes	2002 AED	2001 AED
Operating revenues Direct operating expenses		167,072,769 (74,511,486)	158,269,361 (69,220,981)
GROSS PROFIT	3	92,561,283	89,048,380
OTHER OPERATING INCOME	4	3,586,181	2,796,539
		96,147,464	91,844,919
General and administration Depreciation Management fee and reimbursement of system cost Board of Directors' remuneration	5 6	(38,524,553) (22,386,753) (5,652,201) (750,000)	(36,624,914) (30,111,290) (4,819,384) (750,000)
PROFIT FROM OPERATIONS		28,833,957	19,539,331
Interest income Interest on term loan	16	4,463,103 (6,979,864)	10,348,691 _(7,000,000)
NET PROFIT FOR THE YEAR Basic earnings per share	22	<u>26,317,196</u> 26	<u>22,888,022</u> <u>23</u>
Dasic carrings per share	22		

BALANCE SHEET At 31 December 2002 2002 2001 **AED** AEDNotes ASSETS Non-current assets 283,092,629 Property, plant and equipment 6 293,573,188 Investment - available for sale 7 2,396,563 Investment in an associate 8 2,500,000 298,469,751 283,092,629 **Current assets** 9 8,188,913 8,487,753 Inventories Accounts receivable and prepayments 10 68,963,207 46,784,065 Bank balances and cash 11 205,259,505 228,756,719 282,411,625 284,028,537 TOTAL ASSETS 580,881,376 567,121,166 **EQUITY AND LIABILITIES** Capital and reserves Share capital 12 100,000,000 100,000,000 Statutory reserve 13 4,920,523 2,288,803 General reserve 14 50,000,000 50,000,000 Retained earnings 31,668,726 22,983,250 Proposed dividends 15 15,000,000 12,000,000 **Total equity** 201,589,249 187,272,053 Non-current liabilities Term loan 16 315,000,000 332,500,000 Employees' end of service benefits 17 7,043,570 6,217,920 322,043,570 338,717,920 **Current liabilities** Accounts payable and accruals 18 39,748,557 23,631,193 Current portion of term loan 16 17,500,000 17,500,000 57,248,557 41,131,193 TOTAL EQUITY AND LIABILITIES 580,881,376 567,121,166 Obaid Seif Al Nasseri Abdulah K.M. Al Romaithi **CHAIRMAN** MANAGING DIRECTOR

STATEMENT OF CASH FLOWS

Year ended 31 December 2002

	2002 AED	2001 AED
OPERATING ACTIVITIES Net profit for the year	26,317,196	22,888,022
Adjustments for: Depreciation of property, plant and equipment Disposal of property, plant and equipment Provision for employees' end of service benefits Interest income Interest charge	22,386,753 186,401 1,935,232 (4,463,103) 6,979,864	30,111,290 1,500,546 (10,348,691) 7,000,000
Operating profit before working capital changes Inventories Accounts receivable and prepayments Accounts payable and accruals	53,342,343 298,840 (22,179,142) 16,117,364	51,151,167 1,853,174 (4,304,508) (<u>10,168,926</u>)
Cash from operations Employees' end of service benefits paid Interest paid	47,579,405 (1,109,582) (6,979,864)	38,530,907 (1,486,648) _(7,000,000)
Net cash from operating activities	39,489,959	30,044,259
INVESTING ACTIVITIES Purchase of property, plant and equipment net of advances Interest income Purchase of available for sale investment Investment in associate	(33,053,713) 4,463,103 (2,396,563) (2,500,000)	(32,065,509) 10,348,691 - -
Net cash used in investing activities	(33,487,173)	(21,716,818)
FINANCING ACTIVITIES Dividends paid Repayment of term loan	(12,000,000) (17,500,000)	(12,000,000)
Cash used in financing activities	(29,500,000)	(12,000,000)
DECREASE IN CASH AND CASH EQUIVALENTS	(23,497,214)	(3,672,559)
Cash and cash equivalents at 1 January	228,756,719	232,429,278
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	<u>205,259,505</u>	228,756,719

STATEMENT OF CHANGES IN EQUITY Year Ended 31 December 2002

	Share capital AED	Statutory reserve AED	General reserve AED	Retained earnings AED	Proposed dividends AED	Total AED
Balance at 31 December 2000	100,000,000	-	-	64,384,031	12,000,000	176,384,031
Net profit for the year 2001 Proposed dividends	-	-	-	22,888,022 (12,000,000)	12,000,000	22,888,022
Dividends paid Transfer to general reserve	-	-	50,000,000	(50,000,000)	(12,000,000)	(12,000,000)
Transfer to statutory reserve	_	2,288,803		(2,288,803)		
Balance at 31 December 2001	100,000,000	2,288,803	50,000,000	22,983,250	12,000,000	187,272,053
Net profit for the year 2002	-	-	-	26,317,196	-	26,317,196
Proposed dividends	-	-	-	(15,000,000)	15,000,000	-
Dividends paid	=	=	-	-	(12,000,000)	(12,000,000)
Transfer to statutory reserve	-	<u>2,631,720</u>		(2,631,720)	=	=
Balance at 31 December 2002	100,000,000	4,920,523	50,000,000	31,668,726	15,000,000	201,589,249

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

1 ACTIVITIES

National Corporation for Tourism and Hotels ("the Corporation") was formed on 11 December 1996 in accordance with Law No. 7 of 1996, to own, manage and invest in hotels and leisure complexes and related businesses. As stated in the law, as of the date of its formation, the Corporation acquired from the Government of Abu Dhabi the ownership of Abu Dhabi Inter-Continental Hotel, Al Ain Inter-Continental Hotel and Al Dhafra Beach Hotel, all located in the Emirate of Abu Dhabi. Accordingly, the three hotels now operate as divisions of the Corporation. In addition, the Corporation manages on behalf of the Government of Abu Dhabi, two hotels located in Abu Dhabi and provides catering services. The registered head office of the Corporation is at P O Box 6942, Abu Dhabi, United Arab Emirates.

The activities of the Hotels owned by the Corporation are summarised as follows:

Abu Dhabi Inter-Continental Hotel

The hotel is managed by the Inter-Continental Hotels Corporation. The Operating and Management Agreement dated 26 April 2001 is for a period of 10 years from 1 January 2001, renewable for a further period of five years.

Al Ain Inter-Continental Hotel

The hotel is managed by the Inter-Continental Hotels Corporation. The Operating and Management Agreement dated 26 April 2001 is for a period of 10 years from 1 January 2001, renewable for a further period of five years.

Al Dhafra Beach Hotel

The hotel is managed by the Corporation.

The Corporation employed 1,369 employees as of 31 December 2002 (2001: 989 employees).

The financial statements of National Corporation for Tourism and Hotels for the year ended 31 December 2002 were authorised for issue in accordance with a resolution of the Board of Directors on 25 March 2003.

2 SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with Standards issued or adopted by the International Accounting Standards Board (IASB), and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB.

The financial statements have been presented in United Arab Emirates Dirhams (AED).

Accounting convention

The financial statements are prepared under the historical cost convention, as modified for the measurement at fair value of available for sale investments.

The accounting policies are consistent with those used in the previous year.

Operating revenue

Operating revenue represents the invoiced value of goods and services supplied by the Corporation during the year. Interest revenue is recognised as the interest accrues.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

2 SIGNIFICANT ACCOUNTING POLICIES continued

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any impairment in value. Land is not depreciated.

Depreciation is calculated on a straight line basis over the estimated useful lives of other assets as follows:

Freehold buildings	10 - 25 years
Fixtures and fittings	5 years
Mechanical and electrical plant	7 years
Motor vehicles	4 years

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount.

Impairment and uncollectability of financial assets

An assessment is made at each balance sheet date to determine whether there is objective evidence that a financial asset or group of financial assets may be impaired. If such evidence exists, the estimated recoverable amount of that asset is determined and any impairment loss recognised for the difference between the recoverable amount and the carrying amount. Impairment losses are recognised in the income statement.

Investments in associates

The Corporation's investments in associates are accounted for under the equity method of accounting. These are entities in which the Corporation has between 20% to 50% of the voting power or over which it exercises significant influence. Investments in associates are carried in the balance sheet at cost, plus post-acquisition changes in the Corporation's share of net assets of the associate, less any impairment in value. The income statement reflects the Corporation's share of the results of its associates.

Investments – available for sale

All investments are initially recognised at cost, being the fair value of the consideration given and including acquisition charges associated with the investments. After initial recognition, investments are remeasured at fair value with unrealised gains and losses reported as a separate component in equity until the investment is sold, collected or otherwise disposed of.

When an investment is determined to be impaired the cumulative gain or loss previously reported in equity is included in the income statement.

Inventories

Inventories are stated at the lower of cost and net realisable value after making due allowance for any obsolete or slow moving items. Costs are those expenses incurred in bringing each product to its present location and condition, and are determined on a weighted average cost basis except for inventories at Al Dhafra Beach Hotel, which are determined on a first-in first-out basis.

Accounts receivable

Accounts receivable are stated net of provisions for amounts estimated to be impaired. Bad debts are written off as incurred.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents consist of bank balances and cash.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

2 SIGNIFICANT ACCOUNTING POLICIES continued

Accounts payable and accruals

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

Provisions

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

Term loan

The Corporation's term loan is carried on the balance sheet at its principal amount. Interest is charged as an expense as it accrues, with unpaid amounts included in "accounts payable and accruals".

Employees' end of service benefits

The Corporation provides end of service benefits to its employees. The entitlement to these benefits is usually based upon the employees' final salary and length of service, subject to completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

Foreign currencies

Transactions in foreign currencies are recorded at the rate 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 balance sheet date. All differences are taken to the income statement.

Financial instruments

Financial instruments include investments, receivables, bank balances and cash, payables and certain other assets and liabilities.

Fair values of financial instruments are based on estimated fair value, calculated using methods such as net present values of future cash flows.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

3 SEGMENTAL INFORMATION

Primary segment information

For management purposes, the Corporation is currently organised into two major operating businesses. These businesses are the basis on which the Corporation reports its primary segmental information. These are:

- Hotels
- Catering services

		Hotels		Catering services		Total	
	2002	2001	2002	2001	2002	2001	
	AED	AED	AED	AED	AED	AED	
Operating revenue	144,207,763	138,874,511	22,865,006	19,394,850	167,072,769	158,269,361	
Direct operating expenses	(54,859,706)	(54,601,564)	(<u>19,651,780</u>)	(14,619,417)	(74,511,486)	<u>(69,220,981</u>)	
Gross profit	89,348,057	84,272,947	3,213,226	4,775,433	92,561,283	89,048,380	

Included in direct operating expenses is an amount of AED 26,637,529 (2001: AED 25,243,316) relating to payroll and employee related costs.

Secondary segment information

For operational and management reporting purposes, the Corporation is organised as one geographical segment. Accordingly, no secondary segment information is required to be provided.

4 OTHER OPERATING INCOME

	2002	2001
	AED	AED
Rental income	1,151,064	1,092,174
Management fees	1,303,240	420,760
Miscellaneous	<u>1,131,877</u>	1,283,605
	<u>3,586,181</u>	2,796,539
5 GENERAL AND ADMINISTRATION		
	2002	2001
	AED	AED
Payroll and employee related costs	16,345,784	14,141,528
Other expenses	18,669,010	19,619,837
Energy costs	3,509,759	2,863,549
	<u>38,524,553</u>	36,624,914

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

6 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment at year-end consist of the following:						
					2002 AED	2001 AED
Property, plant and equipment at net carrying amount Advance to contractors				289,296,593 4,276,595		280,002,459 3,090,170
				293,5	<u>573,188</u>	283,092,629
	Land and buildings AED	Fixtures and fittings AED	Mechanical and electrical plant AED	Motor vehicles AED	Capital work in progress AED	Total AED
Cost: At 1 January 2002 Additions Transfer Disposals At 31 December 2002	311,398,186 - (42,233) 311,355,953	88,642,296 4,768,954 5,966,848 (111,793) 99,266,305	4,647,947 763,250 - - - 5,411,197	3,446,408 707,885 (302,500) 3,851,793	5,629,878 25,627,199 (5,966,848) —- 25,290,229	413,764,715 31,867,288 (456,526) 445,175,477
Depreciation: At 1 January 2002 Charge for the year Disposals	61,572,967	68,500,731 7,707,463 (10,000)	2,048,276 699,842	1,640,282 801,270 (260,125)		133,762,256 22,386,753 (270,125)
At 31 December 2002	<u>74,751,145</u>	<u>76,198,194</u>	<u>2,748,118</u>	<u>2,181,427</u>		<u>155,878,884</u>
Net carrying amount At 31 December 2002	236,604,808	23,068,111	<u>2,663,079</u>	<u>1,670,366</u>	<u>25,290,229</u>	<u>289,296,593</u>
At 31 December 2001	<u>249,825,219</u>	20,141,565	<u>2,599,671</u>	<u>1,806,126</u>	5,629,878	280,002,459
7 INVESTMENT-AV	7 INVESTMENT-AVAILABLE FOR SALE					
					2002 AED	2001 AED
Unquoted investment	Unquoted investment					
Cost: Additions and balance at 31 I	December			<u>2,3</u>	<u> 396,563</u>	

The investment represents 15% equity interest acquired by the Corporation in ADDAR, a company registered as a limited liability company in the United Arab Emirates.

The carrying amount of this investment is stated at amortised cost of AED 2,396,563. There is no practical means of estimating the fair value of this investment due to the unpredictable nature of future cash flows.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

8 INVESTMENT IN ASSOCIATE

O	INVESTMENT IN ASSOCIATE	2002 AED	2001 AED
Cost: Additi	ions and balance at 31 December	<u>2,500,000</u>	<u>-</u>

The investment represents a 50% equity participation in National Transportation Company LLC, a company incorporated in March 2002 in the United Arab Emirates as a limited liability company, and has not as yet commenced its commercial activities. Management believe that the carrying value of the investment will ultimately be realised in full.

9 INVENTORIES

	2002 AED	2001 AED
Engineering and operating supplies Food and beverage	5,925,794 2,263,119	6,884,326 1,603,427
	<u>8,188,913</u>	<u>8,487,753</u>

Inventories carried at net realisable value amounted to AED 2,546,531 (2001: AED 3,827,140). Inventories determined on a weighted average basis amounted to AED 4,547,551 (2001: AED 7,327,559). The remaining balance has been determined on a first-in first-out basis.

10 ACCOUNTS RECEIVABLE AND PREPAYMENTS

	2002 AED	2001 AED
Trade accounts and notes receivable	79,639,939	56,075,075
Provision for impairment	(<u>19,483,601</u>)	(16,910,299)
Trade accounts and notes receivable, net of provision for impairment	60,156,338	39,164,776
Amounts due from related parties (note 21)	1,627,995	3,280,501
Other receivables	2,843,843	2,029,381
Prepaid expenses	4,335,031	2,309,407
	<u>68,963,207</u>	46,784,065

The Corporation sells its services and products to a large number of customers. As amounts receivable are stated net of any required provision and are short term in nature, fair value approximates carrying value.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

11 CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the statement of cash flows include the following balance sheet amounts:

	2002 AED	2001 AED
Demand deposits and cash Fixed deposits	15,544,398 <u>189,715,107</u>	16,328,237 212,428,482
	205,259,505	228,756,719

Bank balances are held with banks operating in the United Arab Emirates. Fixed deposits carry interest at the appropriate market rates ranging from 1.4% to 2.2% (2001: 1.5% to 3.5%).

12 SHARE CAPITAL

		Authorised and fully paid-up 2002 AED	Authorised and fully paid-up 2001 AED
Shares	of AED 100 each	100,000,000	100,000,000

In accordance with Law No. 7 of 1996 and the Corporation's articles of association, the share capital of the Corporation has been set at AED 100 million comprising 1 million shares of AED 100 each.

13 STATUTORY RESERVE

In accordance with Law No. 7 of 1996 and the Corporation's articles of association, 10% of the net profit of the year is to be transferred to statutory reserve. The transfer is to commence five years after the formation of the Corporation. The Corporation may resolve to discontinue such annual transfers when the reserve totals 50% of the share capital.

Distribution of this reserve is limited to any amounts in excess of 50% of the share capital, which may be required to enable the payment of the dividend proposed by the board of directors when the retained earnings are not sufficient for payment of a dividend of that amount.

14 GENERAL RESERVE

The general reserve has been established to enhance the equity base of the Corporation. Transfers to the general reserve are made upon the recommendation of the Board of Directors.

15 DIVIDENDS PAID AND PROPOSED

During the year, dividends of AED 12 per share totalling AED 12,000,000 relating to 2001 were paid.

The Board of Directors has proposed a cash dividend of AED 15 per share totalling AED 15,000,000 (2001: AED 12 per share totalling AED 12 million) which is subject to the approval of the shareholders at the Annual General Meeting.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

16 TERM LOAN

In accordance with article 4 of law no. 7 of 1996, dated 11 December 1996, the Government of Abu Dhabi sold the three hotels namely, Abu Dhabi Inter-Continental Hotel, Al Ain Inter-Continental Hotel and Al Dhafra Beach Hotel to the Corporation for an amount of AED 350 million. The sale amount of AED 350 million has been granted as a long term loan by the Government of Abu Dhabi to the Corporation and is to be repaid over 20 years following a grace period of 5 years commencing from 11 December 1996 being the date of the loan agreement. The loan carries simple interest at 2% per annum to be charged after a grace period of 3 years.

The portion of the term loan due in less than one year of AED 17,500,000 (2001 : AED 17,500,000) is included under current liabilities.

17 EMPLOYEES' END OF SERVICE BENEFITS

The Corporation provides for end of service benefits in accordance with the employees' contracts of employment.

. . . .

2001

The movement on the provision is as follows:

	2002	2001
	AED	AED
Balance at 1 January	6,217,920	6,204,022
Provided during the year	1,935,232	1,500,546
Paid during the year	(1,109,582)	(<u>1,486,648</u>)
Balance at 31 December	<u>7,043,570</u>	<u>6,217,920</u>
18 ACCOUNTS PAYABLE AND ACCRUALS		
	2002	2001
	AED	AED
Trade accounts payable	14,702,826	7,475,118
Amounts due to related parties (note 21)	50,264	252,431
Accrued expenses and other payables	19,710,364	13,021,391
Advance from customers	3,178,423	2,882,253
Retentions payable	2,106,680	
	<u>39,748,557</u>	23,631,193

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

19 CAPITAL COMMITMENTS

Estimated capital expenditure contracted for at the balance sheet date but not provided for :

2002 2001 **AED** AED

Property, plant and equipment <u>43,534,718</u> <u>122,000,000</u>

20 CONTINGENT LIABILITIES

The Corporation has given bank guarantees from which it is anticipated that no material liabilities will arise, amounting to AED 11,277,614 (2001: AED 3,036,839) in the normal course of business.

21 RELATED PARTY TRANSACTIONS

These represent transactions with related parties, ie. shareholders and the management company managing the Hotels. Pricing policies and terms of these transactions are approved by the Corporation's senior management.

Transactions with related parties included in the income statement are as follows:

•	2002 AED	2001 AED
Expenses	3,685,753	882,292
Management fee	4,465,078	3,708,199
Reimbursement of system cost	1,187,123	1,111,185
Contribution to advertisement fund	17,288	-

Amounts due from and to related parties are disclosed in notes 10 and 18 respectively.

22 BASIC EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit for the year by the weighted average number of shares outstanding during the year as follows:

	2002	2001
Net profit for the year	AED 26,317,196	22,888,022
Ordinary shares in issue throughout the year	<u> 1,000,000</u>	1,000,000
Earnings per share	AED 26	23

The Corporation has not issued any instruments which would have an impact on earnings per share when exercised.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2002

23 RISK MANAGEMENT

Interest rate risk

The Corporation is exposed to interest rate on its interest bearing assets and liabilities (bank deposits and term loan).

Credit risk

Credit risk represents the accounting loss that would be recognised if customers fail to perform as contracted. To reduce the exposure to credit risk, the Corporation performs credit evaluation of its customers but generally does not require collateral. The Corporation places its cash with commercial banks operating in the United Arab Emirates.

Liquidity risk

The Corporation limits its liquidity risk by ensuring bank facilities are available. The Corporation's terms of sale require amounts to be paid within 30 days of the date of sale. Trade payables are normally settled within 60 days of the date of purchase.

Foreign currency risk

The management consider that the Corporation is not exposed to significant currency risk. The majority of their transactions and balances are in either U A E Dirhams or US Dollars. As the U A E Dirham is pegged to the US Dollar, balances in US Dollars are not considered to represent significant currency risk.

24 FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of the Corporation's financial assets and liabilities approximates their carrying amounts.

25 COMPARATIVE AMOUNTS

The corresponding figures for 2001 have been reclassified in order to conform with the presentation for the current year. Such reclassifications do not affect previously reported net profit or equity.