

26 May 2009

## AFI DEVELOPMENT PLC

### RESULTS FOR THE THREE MONTHS TO 31 MARCH 2009

AFI Development PLC (“AFI Development”/“the Company”), a leading real estate company focused on developing property in Russia and the CIS, has today announced its financial results for the quarter ended 31 March 2009.

#### Q1 2009 Financial Highlights:

- Profit before tax was US\$522.7 million compared to US\$69.7 million for Q1 2008.
- Net profit increased from US\$68.8 million in Q1 2008 to US\$416.8 million in Q1 2009, largely reflecting the revaluation gain under the new Amendments to IAS 40.
- Revenues increased to US\$17 million in Q1 2009 compared to US\$5.8 million in Q1 2008.
- Amendments to IAS 40 “Investment Property” requiring measurement of investment property under development at fair value were implemented from this quarter leading to a revaluation gain of US\$499.2 million in Q1 2009, with a corresponding deferred tax charge of US\$108 million.

#### Q1 2009 Operational Highlights:

- Continued progress in leasing activity for the Mall of Russia development with further non-binding understandings converted to lease agreements resulting in total take up of circa 20% with additional 30% to 35% covered by letters of intent and memoranda of understanding.
- Continued downward pressure affects the real estate market in Moscow across all asset classes.

Commenting on today's announcement, Alexander Khaldey, Chief Executive stated:

*“Amidst difficult conditions in the real estate market in Russia witnessed in the first quarter of 2009, we continued to focus on our major projects, while keeping the early stage and land bank projects on hold. We believe the quality of our major projects is demonstrated by the interest shown in them by tenants even in the current environment, as shown by the agreement last week with H&M on leasing a two-level store at Mall of Russia.”*

- ends -

For further information, please contact:

#### **AFI Development**

Natalia Ivanova  
Igor Solomon

**+7 495 796 9988**

#### **Citigate Dewe Rogerson, London**

David Westover  
Sandra Novakov  
Lucie Holloway

**+44 20 7638 9571**

**Chairman's & Chief Executive's Statement**

In the first quarter of 2009 we continued to experience deteriorating market conditions across all classes of real estate in the Moscow property market. We see the successful completion and leasing of the Mall of Russia as the key priority for the Company in the short term. Despite the weak rental market, we are witnessing continuing interest in this property, as evidenced by further conversion of non-binding commercial understandings with potential tenants into lease agreements with major international and local retail operators, e.g. H&M, bringing the total take up in the Mall of Russia to circa 20% and additional 30% to 35% covered by letters of intent and memoranda of understanding that are scheduled for conversion into lease agreements in the coming months. We will continue to closely monitor the leasing progress in order to determine the suitable date for the opening of the Mall of Russia.

**Results:**

Our financial performance for the first quarter of 2009 is affected by the implementation of the Amendments to IAS 40 "Investment Property" which require measurement of investment property under development at fair value. We revalued the following projects: Mall of Russia, Tverskaya Zastava Shopping Centre and Plazas, and Ozerkovskaya Embankment projects. This led to a revaluation gain of US\$499.2 million in Q1 2009, with a corresponding deferred tax charge of US\$108 million.

Profit before tax increased to US\$522.7 million in the first quarter of 2009 compared to US\$69.7 million in the first quarter of 2008. Net profit rose from US\$68.8 million in the first quarter of 2008 to US\$416.8 million in the first quarter of 2009. This largely reflects the revaluation gain under the new Amendments to IAS 40.

Revenues also increased to US\$17 million in the first quarter of 2009 compared to US\$5.8 million for the first quarter of 2008. This increase is attributable to the rental income from our completed yielding properties and to residential sales.

Cash and cash equivalents for the first quarter of 2009 are US\$188.15 million compared to US\$272.5 million at the end of the fourth quarter of 2008.

**Strategic update:**

In the first quarter of 2009 we witnessed a further deterioration in market conditions, both locally and globally. Financing remains extremely scarce and the demand for all asset classes continues to suffer leading to significant downward correction in market values. In line with the strategy set out at the time of our third quarter 2008 results, the development of early stage and land bank projects remains suspended, while we continue to focus on our major projects such as the Mall of Russia and the Tverskaya Zastava Shopping Centre. In addition, we are continuing to add long-term value to other projects in our portfolio by progressing the necessary pre-construction permits, so that we are able to capitalise on our position when market conditions improve.

**Mr. Leviev, Chairman****Mr. Khaldey, Chief Executive Officer**

**Independent report on review of condensed consolidated interim financial information to the members of AFI DEVELOPMENT PLC***Introduction*

We have reviewed the accompanying condensed consolidated statement of financial position of AFI Development PLC as at 31 March 2009 and the related condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the three-month period then ended and a summary of significant accounting policies and other explanatory notes (interim financial information). The Company's Board of Directors is responsible for the preparation and fair presentation of this interim financial information in accordance with International Financial Reporting Standard IAS 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information 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 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with International Financial Reporting Standard IAS 34 "Interim Financial Reporting".

KPMG Limited

Chartered Accountants

Nicosia, 25 May 2009

**CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT**
For the period from 1 January 2009 to 31 March 2009

	Note	1/1/09- 31/3/09 US\$ '000	1/1/08- 31/3/08 US\$ '000
<b>Revenue</b>			
Rental income		8,664	5,199
Construction consulting/management services		<u>181</u>	<u>552</u>
		8,845	5,751
Other income		4,311	189
Operating expenses		(1,933)	(2,302)
Administrative expenses		<u>(3,522)</u>	<u>(5,647)</u>
		<u>7,701</u>	<u>(2,009)</u>
Profit on disposal of investments in subsidiaries		<u>23</u>	-
Valuation gains on investment property	5, 6	515,198	35,000
Impairment losses on trading properties	7, 8	<u>(16,048)</u>	-
<b>Net valuation gains</b>		<u>499,150</u>	<u>35,000</u>
Proceeds from sale of trading properties		8,173	-
Carrying value of trading properties sold		<u>(5,344)</u>	-
Profit on disposal of trading properties		<u>2,829</u>	-
<b>Results from operating activities</b>		<u>509,703</u>	<u>32,991</u>
Finance income		13,509	36,929
Finance expenses		<u>(520)</u>	<u>(176)</u>
Net finance income		<u>12,989</u>	<u>36,753</u>
<b>Profit before income tax</b>		522,692	69,744
Income tax expense		<u>(105,847)</u>	<u>(967)</u>
<b>Profit for the period</b>		<u>416,845</u>	<u>68,777</u>
<b>Attributable to:</b>			
Owners of the parent		416,631	68,632
Non-controlling interest		<u>214</u>	<u>145</u>
Profit for the period		<u>416,845</u>	<u>68,777</u>
<b>Earnings per share</b>			
Basic earnings per share (cent)		<u>79.53</u>	<u>13.10</u>
Diluted earnings per share (cent)		<u>79.30</u>	<u>13.10</u>

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**
For the period from 1 January 2009 to 31 March 2009

	1/1/09- 31/3/09 US\$ '000	1/1/08- 31/3/08 US\$ '000
<b>Profit for the year</b>	416,845	68,777
<b>Other comprehensive income:</b>		
Exchange difference on translating foreign operations	(103,926)	4,897
Effect of acquisition of subsidiaries on non-controlling interest	-	797
Share option expense	<u>343</u>	<u>624</u>
<b>Total comprehensive income for the period</b>	<u>313,262</u>	<u>75,095</u>
Total comprehensive income attributable to:		
Owners of the parent	313,236	74,153
Non-controlling interest	<u>26</u>	<u>942</u>
	<u>313,262</u>	<u>75,095</u>

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY**

For the period from 1 January 2009 to 31 March 2009

	Share capital US\$ '000	Attributable to the owners of the parent			Total US\$ '000	Non- controlling Interest US\$ '000	Total US\$ '000
		Share premium US\$ '000	Translation reserve US\$ '000	Retained earnings US\$ '000			
<b>Balance at 1 January 2009</b>	524	1,763,933	(122,157)	85,215	1,727,515	1,866	1,729,381
Total comprehensive income for the period	-	-	(103,738)	416,974	313,236	26	313,262
<b>Balance at 31 March 2009</b>	<u>524</u>	<u>1,763,933</u>	<u>(225,895)</u>	<u>502,189</u>	<u>2,040,751</u>	<u>1,892</u>	<u>2,042,643</u>
<b>Balance at 1 January 2008</b>	524	1,763,933	8,490	393,004	2,165,951	379	2,166,330
Total comprehensive income for the period	-	-	4,897	69,256	74,153	942	75,095
<b>Balance at 31 March 2008</b>	<u>524</u>	<u>1,763,933</u>	<u>13,387</u>	<u>462,260</u>	<u>2,240,104</u>	<u>1,321</u>	<u>2,241,425</u>

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 MARCH 2009**

	Note	31/3/09 US\$ '000	31/12/08 US\$ '000
<b>Assets</b>			
Investment property	5	160,902	186,275
Investment properties under development	6	1,692,721	1,112,003
Property, plant and equipment		89,216	102,833
Long-term loans receivable		5,376	5,610
VAT recoverable		32,270	22,189
Goodwill		150	150
<b>Total non-current assets</b>		<u>1,980,635</u>	<u>1,429,060</u>
Trading properties	7	77,275	-
Trading properties under construction	8	161,183	271,035
Inventory		97	91
Short-term loans receivable		641	640
Trade and other receivables	9	186,005	228,008
Cash and cash equivalents		<u>188,148</u>	<u>272,498</u>
<b>Total current assets</b>		<u>613,349</u>	<u>772,272</u>
<b>Total assets</b>		<u>2,593,984</u>	<u>2,201,332</u>
<b>Equity</b>			
Share capital		524	524
Share premium		1,763,933	1,763,933
Translation reserve		(225,895)	(122,157)
Retained earnings		<u>502,189</u>	<u>85,215</u>
<b>Total equity attributable to equity holders of the Company</b>	10	2,040,751	1,727,515
Non-controlling interest		<u>1,892</u>	<u>1,866</u>
<b>Total equity</b>		<u>2,042,643</u>	<u>1,729,381</u>
<b>Liabilities</b>			
Long-term loans and borrowings	11	173,786	158,744
Deferred tax liability		<u>109,944</u>	<u>6,321</u>
<b>Total non-current liabilities</b>		<u>283,730</u>	<u>165,065</u>
Short-term loans and borrowings	11	89,070	139,562
Trade and other payables	12	156,044	140,339
Income tax payable		2,155	2,703
Deferred income		<u>20,342</u>	<u>24,282</u>
<b>Total current liabilities</b>		<u>267,611</u>	<u>306,886</u>
<b>Total liabilities</b>		<u>551,341</u>	<u>471,951</u>
<b>Total equity and liabilities</b>		<u>2,593,984</u>	<u>2,201,332</u>

The condensed consolidated interim financial statements were approved by the Board of Directors on the 25 May 2009.

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS**
For the period from 1 January 2009 to 31 March 2009

	1/1/09- 31/3/09 US\$'000	1/1/08- 31/3/08 US\$'000
<b>Cash flows from operating activities</b>		
Profit for the period	416,845	68,777
<i>Adjustments for:</i>		
Depreciation	405	2,126
Interest income	(2,372)	(11,437)
Interest expense	321	53
Share option expense	343	624
Net valuation gains	(499,150)	(35,000)
Profit on disposal of investments	(23)	-
Loss on disposal of property, plant and equipment	154	16
Unrealised gain on foreign exchange	(11,137)	(25,492)
Income tax expense	<u>105,847</u>	<u>967</u>
	11,233	634
Change in trade and other receivables	12,115	3,508
Change in inventories	(6)	(2)
Change in trading properties under construction	956	(6,270)
Change in trade and other payables	(34,018)	(12,817)
Change in deferred income	<u>(3,940)</u>	<u>3,288</u>
	(13,660)	(11,659)
Income taxes paid	<u>(828)</u>	<u>(281)</u>
<b>Net cash flow from operating activities</b>	<u>(14,488)</u>	<u>(11,940)</u>
<b>Cash flows from investing activities</b>		
Interest received	2,372	11,251
Net cash outflow from the acquisition of investments	(31,894)	(47,233)
Change in advances and payables to builders	57,649	(17,619)
Payments for investment properties under development	(53,635)	(57,487)
Change in VAT recoverable	(1,270)	(4,105)
Payments for acquisition of property, plant and equipment	<u>(400)</u>	<u>(213)</u>
<b>Net cash flow from investing activities</b>	<u>(27,178)</u>	<u>(115,406)</u>
<b>Cash flows from financing activities</b>		
Payments for loans receivable	-	(113)
Proceeds from repayment of loans receivable	-	13
Proceeds from loans and borrowings	780	15,284
Repayment of loans and borrowings	(17,136)	(449)
Interest paid	<u>(8,201)</u>	<u>(10,610)</u>
<b>Net cash flow from financing activities</b>	<u>(24,557)</u>	<u>4,125</u>
Effect of exchange rate fluctuations	<u>(18,127)</u>	<u>12,506</u>
<b>Net decrease in cash and cash equivalents</b>	(84,350)	(110,715)
Cash and cash equivalents at 1 January	<u>272,498</u>	<u>812,373</u>
<b>Cash and cash equivalents at 30 March</b>	<u>188,148</u>	<u>701,658</u>
<b>The cash and cash equivalents consist of:</b>		
Cash at banks	188,148	701,652
Cash in hand	-	6
	<u>188,148</u>	<u>701,658</u>



**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the period from 1 January 2009 to 31 March 2009

**1. INCORPORATION AND PRINCIPAL ACTIVITY**

AFI Development PLC (the "Company") was incorporated in Cyprus on 13 February 2001 as a limited liability company under the name Donkamill Holdings Limited. In April 2007 the Company was transformed into public company and changed its name to AFI Development PLC. The address of the Company's registered office is 25 Olympion Street, 3035 Limassol, Cyprus. The Company is a 71.70% indirect subsidiary of Africa Israel Investments Group which is listed in the Tel Aviv Stock Exchange (TASE). The 9.7% of its share capital is held by Nirro Group S.A. and the remaining shareholding is held by a custodian bank in exchange for the GDR's issued and listed in the London Stock Exchange.

The condensed consolidated interim financial statements of the Company for the period from 1 January 2009 to 31 March 2009 comprise of the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in jointly controlled entities. The principal activity of the Group is real estate investment and development.

The principal activity of the Company is the holding of investments in subsidiaries and joint ventures.

**2. STATEMENT OF COMPLIANCE**

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standard (IFRS) IAS 34 Interim Financial Reporting. They do not include all of the information required for the full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 December 2008.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2008 except from the application of the Revised IAS1: "Presentation of Financial Statements" which had a material effect on the presentation of Financial Statements and the improvements to IFRSs of 2008, specifically improvements to IAS 40 "Investment property" which had a material impact on the financial statements of the 3month period ended 31 March 2009. Under the new requirements investment property under development was measured at fair value. As a result, US\$519,669 thousand was recognised as revaluation gain and a deferred tax expense of US\$108,780 thousand. The net effect was an increase of US\$410,889 thousand of the profit for the period.

**4. ESTIMATES**

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. In preparing the condensed consolidated interim financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2008.

## 5. INVESTMENT PROPERTY

	31/3/09 US\$ '000	31/12/08 US\$ '000
Balance 1 January	186,275	287,865
Transfer from investment properties under development	-	48,982
Fair value adjustment	(4,471)	(8,383)
Disposal	-	(107,668)
Effect of movement in foreign exchange rates	<u>(20,902)</u>	<u>(34,521)</u>
Balance 31 March/ 31 December	<u>160,902</u>	<u>186,275</u>

The carrying amount of investment property is the fair value of the property as determined by a registered independent appraiser having an appropriate recognised professional qualification and recent experience in the location and category of the property being valued. Fair values are determined having regard to recent market transactions for similar properties in the same location as the Group's investment property. The last valuation took place on 31 December 2008.

Investment property comprises of the building H2O which is part of the Paveletskaya development, the building situated at 71 Bolshaya Gruzinskaya street which is part of the Four Winds project, the Ozerkovsky Lane 3 building located at Ozerkovskaya Embankment 22-28 and Berezhkovskaya buildings located within the Dorogomilovsky district of Moscow.

## 6. INVESTMENT PROPERTIES UNDER DEVELOPMENT

	31/3/09 US\$ '000	31/12/08 US\$ '000
Balance 1 January	1,112,003	1,062,545
Additions due to acquisitions of subsidiaries	44,836	124,484
Construction costs	53,635	272,631
Fair value adjustment	519,669	-
Capitalised interest	5,949	15,919
Transfer from property, plant and equipment	-	(63,709)
Transfer to investment property	-	(48,982)
Transfer to trading properties under construction	-	(90,644)
Fair value adjustment	-	(125,809)
Effect of movements in foreign exchange rates	<u>(43,371)</u>	<u>(34,432)</u>
Balance 31 March / 31 December	<u>1,692,721</u>	<u>1,112,003</u>

As from 1 January 2009 the Group applied the improvements to IFRSs of 2008 and specifically improvements to IAS 40 "Investment property" which had a material impact on the carrying amount of the investment property under development. Under the new requirements investment property under development is measured at fair value. As a result, US\$519,669 was recognised as revaluation gain during the current period.

## 7. TRADING PROPERTIES

	31/3/09 US\$ '000	31/12/08 US\$ '000
Balance 1 January	-	-
Transfer from trading properties under construction	80,682	-
Impairment loss	<u>(3,407)</u>	-
Balance 31 March / 31 December	<u>77,275</u>	-

**8. TRADING PROPERTIES UNDER CONSTRUCTION**

	31/3/09 US\$ '000	31/12/08 US\$ '000
Balance 1 January	271,035	172,177
Construction costs	4,389	28,925
Impairment loss	(12,641)	(20,792)
Transfer from investment property under development	-	90,644
Transfer to trading properties	(80,682)	-
Capitalised interest	650	7,224
Disposals	(5,344)	-
Effect of movements in exchange rates	<u>(16,224)</u>	<u>(7,143)</u>
Balance 31 March / 31 December	<u>161,183</u>	<u>271,035</u>

**9. TRADE AND OTHER RECEIVABLES**

	31/3/09 US\$ '000	31/12/08 US\$ '000
Advances to builders	103,565	111,939
Amounts receivable from related companies	5,241	4,292
Prepayments for acquisition of investments	10,916	30,179
Deferred expenditure	-	2,411
Trade receivables	9,242	17,940
Other receivables	39,104	34,123
VAT recoverable	17,044	25,808
Tax receivables	<u>893</u>	<u>1,316</u>
	<u>186,005</u>	<u>228,008</u>

**Prepayments for acquisition of investments**

2009: Represents an amount prepaid for acquisition of shareholding of OOO Avtograd.

2008: Includes US\$12,750 thousand prepaid for the acquisition of 100% shareholding of Roppler Engineering Inc. and US\$10,916 thousand prepaid for the acquisition of 100% shareholding of OOO Avtograd.

**Other receivables**

Includes an amount of US\$19.938 (31/12/2008: US\$20,958) thousand prepaid for the acquisition of 100% of shareholding in Pinkerton Limited owning 100% of the share capital of JSC WTIC Mercury, registered in the Russian Federation. The Group decided not to proceed with the acquisition and funds will be returned.

**10. SHARE CAPITAL AND RESERVES**

<b><u>Share Capital</u></b>	31/3/09 US\$ '000	31/12/08 US\$ '000
Authorised 1,000,000,000 shares of US\$0.001 each	<u>1,000</u>	<u>1,000</u>
Issued and fully paid 523,847,027 shares of US\$0.001 each	<u>524</u>	<u>524</u>

**Share premium**

It represents the share premium on the issued shares on 31 December 2006 for the conversion of the shareholders' loans to capital US\$421,325 thousand. It also includes the share premium on the issued shares which were represented by GDRs listed in the LSE in 2007. It is the result of the difference between the offering price, US\$14, and the nominal value of the shares, US\$0.001, after deduction of all listing expenses. An amount of US\$1,399,900 thousand less US\$57,292 thousand transaction costs was recognised during the year 2007.

**Employee Share option plan**

The Company has established an employee share option plan which is operated by the Board of Directors. Eligible are employees and directors, excluding independent directors, of the Company and employees and directors of the ultimate holding company, Africa Israel investments Ltd and its subsidiaries. The employees share option plan is discretionary and options will be granted only when the Board so determines at an exercise price derived from the closing middle market price preceding the date of grant.

Options over 1,979,380 GDRs were granted up to 31 March 2009 to Russian and Israeli employees and directors with an exercise price of US\$14 vesting one-third on the second anniversary of the date of grant, a further one-third on the third anniversary and the remaining one-third, on the fourth anniversary of the date of grant provided that the participants remain in employment until the vesting date. The contractual life is ten years.

**Translation reserve**

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations to the Group presentation currency.

**Retained earnings**

The amount at each reporting date is available for distribution. No interim dividends were proposed, declared or paid during the three-month period ended 31 March 2009.

**11. LOANS AND BORROWINGS**

	31/3/09 US\$ '000	31/12/08 US\$ '000
<b><u>Long-term loans</u></b>		
Secured bank loans	153,661	128,583
Secured loan from non-related company	20,000	30,000
Unsecured loan from non related company	<u>125</u>	<u>161</u>
	<u>173,786</u>	<u>158,744</u>
<b><u>Short-term loans</u></b>		
Secured bank loan	56,827	105,025
Secured loans from non-related companies	20,209	21,005
Unsecured loans from other non related companies	<u>12,034</u>	<u>13,532</u>
	<u>89,070</u>	<u>139,562</u>

There were no significant movements of loans and borrowings during the period apart for the following:

- (i) A non-revolving credit line which was obtained from MDM Bank for US\$16,758 thousand during the year ended 31 December 2008 was reclassified from short to long term during the period as the repayment date of the loan was extended to 20 December 2010. This credit line initially carried interest of 12% annually (dollar terms) and starting from 30 September 2008 the interest rate was increased, by the bank, to 20% annually (dollar terms). The funds drawn under the credit line are being used to finance the construction of the Four Winds project. The loan is secured by both residential and non-residential premises and parking places of Four Winds Plaza I & II projects.
- (ii) A non-revolving credit line which was obtained from MDM Bank for €35 million during the year ended 31 December 2007 was also reclassified as long term during the period as the repayment date of the loan was extended to 20 December 2010. This credit line initially carried interest of 12% and 14% annually (euro terms) and starting from 30 September 2008 interest rate was increased, by the bank, to 20% annually (euro terms). The funds drawn under the credit line are being used to finance the construction of the Four Winds Project. The loan is secured by both residential and non-residential premises and parking places of Four Winds Plaza I & II projects.

**12. TRADE AND OTHER PAYABLES**

	31/3/09 US\$ '000	31/12/08 US\$ '000
Trade payables	596	453
Payables to related parties	1,027	471
Amount payable to builders	68,536	19,261
VAT and other taxes payable	1,152	1,647
Down payments received for construction projects	-	2,932
Provisions for construction costs	22,197	30,934
Other payables	<u>62,536</u>	<u>84,641</u>
	<u>156,044</u>	<u>140,339</u>

Other payables

Include an amount of US\$ 58,556 thousand (2008: US\$ 80,991) payable to the 50% partner of the joint venture Krown LLC, which was disposed during the second quarter of 2008.

**13. FINANCIAL RISK MANAGEMENT**

The Group's financial risk management objectives and policies are consistent with that disclosed in the consolidated financial statements as at and for the year ended 31 December 2008.

**14. GROUP ENTITIES**

During the three month period ended 31 March 2009 the Group acquired the following subsidiaries:

100% of Ropler Engineering Inc, a British Virgin Islands company, which owns 100% shareholding of OOO Centr Dosuga Molodegi, registered in Russia. OOO Centr Dosuga Molodegi LLC holds the land rights in Kunstevo project.

100% of Amakri Management Limited and 100% of Jaquetta Investments Limited, Cypriot companies, owning cumulatively 100% shareholding of ABG Sozidatel, which holds land rights in Zaporozhie project in Ukraine.

During the year ended 31 December 2008 the Group acquired or incorporated the following subsidiaries:

100% of Occuper Holdings Ltd, a Cypriot company, which owns 100% shareholding of OOO Adnera, registered in Russia. OOO Adnera holds ownership rights in real estate required for the Phase III of the Bolshaya Pochtovaya project in Moscow.

100% of OOO AFI RUS SM, registered in the Russian Federation.

24% additional interest in the share capital of OOO Bizar, registered in the Russian Federation. The Company acquired during 2007 50% shareholding in OOO Bizar, therefore it currently holds a total of 74%.

**14. GROUP ENTITIES (continued)**

50% of Noana Limited and 100% of Eitan Cyprus Limited, Cypriot companies, that hold investment in four properties located in the Caucasian Mineral Springs area, in the Kislovodsk region, in the southern part of the Russian Federation.

100% shareholding of AFI Ukraine Limited, a Cypriot company, and LLC "AFI DS-1", LLC "AFI DS-2", LLC "AFI DS-3" and LLC Bundikom-Ukraine, registered in Ukraine. These companies are the owners of the Boryspol project in the vicinity of Kiev international airport.

40% additional shareholding of Krusto Enterprises Ltd. The Company acquired during 2007 60% shareholding in Krusto Enterprises Ltd, as a result, the Company will currently hold 50% in ZAO Kama Gate, registered in the Russian Federation.

**15. SUBSEQUENT EVENTS**

Subsequent to 31 March 2009 there were no events that took place which have a bearing on the understanding of these financial statements.