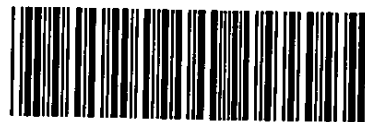


Registered number: 2693876

VECTOR INVESTMENTS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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VECTOR INVESTMENTS LIMITED

COMPANY INFORMATION

Directors	G Brooks I G H Barnett
Company secretary	C M Coombe
Registered number	2693876
Registered office	16 Palace Street London SW1E 5JQ
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH

VECTOR INVESTMENTS LIMITED

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VECTOR INVESTMENTS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The Directors present their report and the audited financial statements of Vector Investments Limited (the 'Company'), for the year ended 31 December 2012

Results and dividends

The loss for the financial year amounted to £135,000 (2011 - profit £208,000)

The Directors do not recommend the payment of a dividend (2011 £NIL)

Principal activities and review of business

The Company's principal activity is the development of and investment in property

Where appropriate, movements on reserves and net assets are set out in the financial statements. The Company has net liabilities of £3,602,000 (2011 £3,400,000). The Directors, having made relevant enquiries and on the basis of written assurances from a fellow group undertaking, Istithmar P&O Estates (UK) Limited, consider that the Company has adequate resources to continue in operational existence for the foreseeable future and therefore they consider it appropriate to adopt the going concern basis in preparing the financial statements.

Principal risks and uncertainties

Price risk

Conditions in the UK property market have experienced a significant downturn in recent years and whilst improvements have been observed in certain situations, these have related to particular locations and types of property. Tenant and investor demand for commercial property continues to remain soft. These represent uncertainties in the operating environment rather than risks which can be managed.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were

G Brooks
I G H Barnett

VECTOR INVESTMENTS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2012**

Directors' indemnity insurance

All Directors are entitled to contractual indemnification from the Company to the extent permitted by law against claims and legal expenses incurred in the course of their duties

Such qualifying third party indemnity insurance is provided and remains in force as at the date of approving the Directors' report

Provision of information to auditors

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that

- so far as that Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information

Independent auditors

PricewaterhouseCoopers LLP are auditors to the Company

On behalf of the board



I G H Barnett
Director

Date 27th September 2013

VECTOR INVESTMENTS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

VECTOR INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VECTOR INVESTMENTS LIMITED

We have audited the financial statements of Vector Investments Limited for the year ended 31 December 2012, which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of Directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

VECTOR INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VECTOR INVESTMENTS LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the Directors were not entitled to prepare financial statements in accordance with the small company regime and take advantage of the small companies' exemption in preparing the Directors' report



Sonia Copeland (Senior Statutory Auditor)

for and on behalf of

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

Date

27th September 2013

VECTOR INVESTMENTS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012**

	Note	2012 £000	2011 £000
TURNOVER	1,2	102	-
Administrative expenses		<u>(321)</u>	<u>(137)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(219)	(137)
Tax on loss on ordinary activities	5	<u>84</u>	<u>345</u>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	11	<u>(135)</u>	<u>208</u>

All amounts relate to continuing operations

There are no material differences between the loss on ordinary activities before taxation and the (loss)/profit for the financial year stated above and their historical cost equivalents

The notes on pages 9 to 14 form part of these financial statements

VECTOR INVESTMENTS LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2012**

	Note	2012 £000	2011 £000
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(135)	208
Unrealised deficit on impairment of investment properties	6	<u>(67)</u>	<u>(160)</u>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		<u>(202)</u>	<u>48</u>

The notes on pages 9 to 14 form part of these financial statements

VECTOR INVESTMENTS LIMITED
REGISTERED NUMBER 2693876

BALANCE SHEET
AS AT 31 DECEMBER 2012

	Note	£000	2012 £000	2011 £000
FIXED ASSETS				
Investment property	6		2,300	2,300
CURRENT ASSETS				
Debtors	8	3,010		3,201
CREDITORS amounts falling due within one year	9	(8,912)		(8,901)
NET CURRENT LIABILITIES			(5,902)	(5,700)
TOTAL ASSETS LESS CURRENT LIABILITIES			(3,602)	(3,400)
CAPITAL AND RESERVES				
Called up share capital	10		18,350	18,350
Revaluation reserve	11		68	135
Profit and loss account	11		(22,020)	(21,885)
TOTAL SHAREHOLDERS' DEFICIT	12		(3,602)	(3,400)

The financial statements on pages 6 to 14 were approved by the Board of Directors and signed on its behalf by


I G H Barnett
 Director

Date 27th September 2013

The notes on pages 9 to 14 form part of these financial statements

VECTOR INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

These financial statements are prepared on the going concern basis, under the historical cost convention, as modified by the revaluation of Investment freehold property and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below and have been applied consistently throughout the year.

Consolidated financial statements are not prepared as the Company is wholly owned by a parent which prepares consolidated financial statements including the results of the Company.

1.2 Going concern

The Directors have received written assurances from a fellow group undertaking, Istithmar P&O Estates (UK) Limited, that the Company will be provided with sufficient financial support to enable it to meet its liabilities as they fall due for the foreseeable future. Accordingly, the financial statements have been prepared on the basis that the Company is a going concern.

1.3 Turnover

Turnover, which excludes value added tax, represents rents receivable. All turnover arises in the United Kingdom.

1.4 Investment properties

Investment properties are included in the Balance sheet at their open market value in accordance with Statement of Standard Accounting Practice No 19 and are not depreciated. This treatment is contrary to the Companies Act 2006 which states that fixed assets should be depreciated but is, in the opinion of the Directors, necessary in order to give a true and fair view of the financial position of the Company.

1.5 Cash flow

The Company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised) "Cash flow Statements" from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.6 Taxation

The credit for current taxation for the year is based on the result for the year, adjusted for disallowable items.

Full provision has been made for deferred taxation in respect of timing differences that have originated, but not reversed at the balance sheet date where an event has occurred that results in an obligation to pay more or less tax in the future, except that deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which the timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

VECTOR INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES (continued)

1.7 Related party transactions

The Company has taken advantage of the exemption available to it under FRS8 "Related Party Disclosures" not to disclose transactions with other group companies

1.8 Classification of shares as debt or equity

All shares issued by the Company are considered equity instruments on the basis that they represent a residual interest in the assets of the entity after deducting all its liabilities and

(i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable, and

(ii) the instrument is a non-derivative that contains no contractual obligations to deliver a variable number of shares or is a derivative that will be settled only by the company exchanging a fixed amount of cash or other assets for a fixed number of the company's own equity instruments

The proceeds on issue are included in shareholders' equity, net of transaction costs. The carrying amount of equity is not re-measured in subsequent years

2 TURNOVER

The whole of the turnover is attributable to rents receivable

All turnover arose within the United Kingdom

3 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

(a) The Company's business is organised and turnover is generated wholly in the United Kingdom

(b) The basis of charging intra-group interest is agreed between the parties from time to time

(c) Fees for audit and non-audit services provided by PricewaterhouseCoopers LLP to the Company have been borne by other group undertakings. It is not practicable to ascertain what proportion of such fees relates to the Company

4. STAFF COSTS

The Company has no employees (2011: None) other than the Directors, who did not receive any remuneration (2011: £NIL). The Directors are also Directors/employees of, and were paid by, other group undertakings. The Directors do not believe that it is practicable to apportion these emoluments between their services as Directors of the Company and their services as Directors/employees of other group undertakings

VECTOR INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

5. TAX ON LOSS ON ORDINARY ACTIVITIES

	2012 £000	2011 £000
Analysis of tax credit in the year		
UK corporation tax credit on loss for the year	(84)	(79)
Adjustments in respect of prior periods	-	(266)
Tax on loss on ordinary activities	<u>(84)</u>	<u>(345)</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%). The differences are explained below

	2012 £000	2011 £000
Loss on ordinary activities before tax	<u>(219)</u>	<u>(137)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%)	(54)	(36)
Effects of:		
Capital allowances for year in excess of depreciation	(30)	(43)
Adjustments to tax charge in respect of prior periods	-	(266)
Current tax credit for the year (see note above)	<u>(84)</u>	<u>(345)</u>

Factors that may affect future tax charges

A number of changes to the UK Corporation tax system were announced in the March 2012 Budget Statement, the 2012 Autumn Statement and the March 2013 Budget Statement. The Finance Act 2012 reduced the main rate of corporation tax for the financial year 2012 to 24% and for the financial year 2013 to 23%. The 2012 Autumn Statement announced proposals to reduce the main rate of corporation tax for the financial year 2014 to 21%. The 2013 Budget Statement announced further proposals to reduce the main rate of corporation tax for the financial year 2015 to 20%. These rates were enacted in the Finance Act 2013 on 17 July 2013.

Unrecognised deferred tax

A deferred tax asset of £5,422,000 (2011: £5,893,000) in respect of trading and non-trading losses has not been recognised as there is uncertainty as to the existence of future profits/gains available for offset.

A deferred tax asset of £123,000 (2011: £164,000) in respect of decelerated capital allowances has not been recognised as there is no depreciation charged to the profit and loss account. A deferred tax asset will be recognised when there are suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

VECTOR INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

6. INVESTMENT PROPERTY

	Freehold investment property £000
Valuation	
At 1 January 2012	2,300
Additions at cost	67
Impairment charge revaluation	(67)
	<hr/>
At 31 December 2012	2,300
	<hr/> <hr/>

The 2012 valuations were made by a chartered surveyor, who was also a Director, on an open market value for existing use basis

7. FIXED ASSET INVESTMENTS

Subsidiary undertakings

The following were subsidiary undertakings of the Company

Name	Class of shares	Holding
Vector Trading Limited	Ordinary	100%

Vector Trading Limited is registered in England and Wales. The Company has an investment of £100 (2011 £100) in Vector Trading Limited, a dormant Company.

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

8. DEBTORS

	2012 £000	2011 £000
Amounts owed by group undertakings	2,854	3,059
Group relief receivable	84	79
Other debtors	-	7
Prepayments and accrued income	72	56
	<hr/>	<hr/>
	3,010	3,201
	<hr/> <hr/>	<hr/> <hr/>

There are no debtors falling due after more than one year.

Amounts owed by group undertakings are unsecured, interest free and do not have specified terms of settlement and are therefore considered current.

VECTOR INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

9 CREDITORS:

Amounts falling due within one year

	2012	2011
	£000	£000
Amounts owed to group undertakings	8,885	8,885
Value added tax	16	-
Accruals and deferred income	11	16
	8,912	8,901

There are no creditors falling due after more than one year

Amounts owed to group undertakings are unsecured, interest free and do not have specified terms of settlement and are therefore considered current

10. SHARE CAPITAL

	2012	2011
	£000	£000
Authorised		
100,000 Ordinary shares of £1 each	100	100
18,750,000 Cumulative redeemable preference shares of £1 each	18,750	18,750
	18,850	18,850
Allotted, called up and fully paid		
100,000 Ordinary shares of £1 each	100	100
18,250,000 Cumulative redeemable preference shares of £1 each	18,250	18,250
	18,350	18,350

Dividends accrue on the preference shares at 1% above Barclays Bank base rates. These shares are redeemable by the Company given six months notice by shareholders. The cumulative preference stockholders have waived their rights to all dividends accumulated to date and any future dividends. Accordingly, the Directors consider that these preference shares should be treated as equity in the financial statements.

VECTOR INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

11. RESERVES

	Revaluation reserve £000	Profit and loss account £000
At 1 January 2012	135	(21,885)
Loss for the year	-	(135)
(Deficit) on revaluation of freehold property	(67)	-
At 31 December 2012	<u>68</u>	<u>(22,020)</u>

12 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	2012 £000	2011 £000
Opening shareholders' deficit	(3,400)	(3,448)
(Loss)/profit for the year	(135)	208
Other recognised gains and losses during the year	(67)	(160)
Closing shareholders' deficit	<u>(3,602)</u>	<u>(3,400)</u>

13 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking at 31 December 2012 is Istithmar P&O Estates (UK) Limited, a company incorporated in the United Kingdom

The smallest group of companies for which consolidated financial statements are prepared and in which the Company is consolidated is Istithmar Building FZE, a company incorporated in Dubai. The consolidated financial statements of this group are available on request from 6th Floor, Building No 4, The Galleries, Downtown Jebel Ali, Dubai, United Arab Emirates

The largest group of companies for which consolidated financial statements are prepared and in which the Company is consolidated is the ultimate parent company Dubai World. The consolidated financial statements of this group are available on request from P O Box 1700, Dubai, United Arab Emirates