ZAMIL INDUSTRIAL INVESTMENT COMPANY (JOINT STOCK COMPANY) AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2004

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Registration No. 45

AUDITORS' REPORT TO THE SHAREHOLDERS OF ZAMIL INDUSTRIAL INVESTMENT COMPANY (JOINT STOCK COMPANY)

We have audited the accompanying consolidated balance sheet of Zamil Industrial Investment Company (the parent company - Joint Stock Company) and its subsidiaries as at 31 December 2004 and the related consolidated statements of income, cash flows and changes in shareholders' equity for the year then ended. These consolidated financial statements are the responsibility of the board of directors of the parent company and have been prepared by them in accordance with the provision of Article 123 of the Regulation for Companies and submitted to us together with all the information and explanations which we required. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the Kingdom of Saudi Arabia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated 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 degree of assurance to enable us to express an opinion on the consolidated financial statements.

In our opinion, the consolidated financial statements taken as a whole:-

- present fairly, in all material respects, the consolidated financial position of the parent company and its i) subsidiaries as at 31 December 2004 and the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with accounting standards generally accepted in the Kingdom of Saudi Arabia.
- comply with the requirements of the Regulations for Companies and the parent company's articles of ii) association in so far as they affect the preparation and presentation of the consolidated financial statements.

for Ernst & Young

Certified Public Accountant Registration No. 339

29 Dhu Al Hijjah, 1425 February 9, 2005

for Deloitte & Touche Bakr Abulkhair & Co

Nasser M. Al-Sagga Certified Public Accountant Registration No. 322

CONSOLIDATED BALANCE SHEET

As At 31 December 2004

| | Note | 2004 SR 000 | 2003 SR 000 |
|--|-----------------------|----------------|----------------|
| ASSETS EMPLOYED | | | |
| PROPERTY, PLANT AND EQUIPMENT | 3 | 322,905 | 312,323 |
| INVESTMENTS | 4 | 33,544 | - |
| GOODWILL ON ACQUISITION | 5 | 5,054 | 5,354 |
| DEFERRED CHARGES | 6 | 7,267 | 20,537 |
| CURRENT ASSETS | | | |
| Inventories | 7 | 833,920 | 519,541 |
| Accounts receivable and prepayments | 8 | 618,710 | 501,653 |
| Amounts due from related parties | 9 | 10,345 | 6,947 |
| Cash and cash equivalents | - | 78,938 | 60,581 |
| | | 1,541,913 | 1,088,722 |
| CURRENT LIABILITIES | | | |
| Notes and accounts payable and accruals | 10 | 1,083,251 | 724,283 |
| Amounts due to related parties | 9 | 6,527 | 5,073 |
| Advances from customers | | 59,564 | 42,303 |
| Bank overdrafts | | 3,687 | 4,229 |
| Short term loans | 11 | 116,658 | 64,841 |
| Current portion of term loans | 15 | 19,275 | 18,516 |
| | | 1,288,962 | 859,245 |
| NET CURRENT ASSETS | | 252,951 | 229,477 |
| | | 621,721 | 567,691 |
| FUNDS EMPLOYED | | | |
| SHAREHOLDERS' EQUITY | | | |
| Share capital | 13 | 350,000 | 300,000 |
| Statutory reserve | 14 | 51,943 | 44,927 |
| Retained earnings | | 55,088 | 35,049 |
| Proposed cash dividends | 16 | 42,000 | 18,000 |
| Proposed stock dividends | 16 | <u>-</u> | 50,000 |
| Unrealised gains on investments | | 7,975 | - |
| Translation loss on consolidation | | (12,057) | (10,727) |
| | | 494,949 | 437,249 |
| MINORITY INTERESTS | 17 | 18,361 | 10,122 |
| | | 513,310 | 447,371 |
| NON CURRENT LIABILITIES | | | |
| Term loans | 15 | 45,575 | 62,346 |
| Long term payables | | 103 | 1,381 |
| Employees' terminal benefits | | 62,733 | 56,593 |
| | | 108,411 | 120,320 |
| | | 621,721 | 567,691 |
| The attached notes 1 to 24 form part of these consolidated | financial statements. | | |

CONSOLIDATED STATEMENT OF INCOME

Year Ended 31 December 2004

| | Note_ | 2004 SR 000 | 2003 SR 000 |
|---|-------|------------------------|------------------------|
| Net sales Cost of sales | | 1,966,671 1,561,751 | 1,561,238 1,233,397 |
| GROSS PROFIT | _ | 404,920 | 327,841 |
| EXPENSES . | | | |
| Selling and distribution | 18 | 179,982 | 149,347 |
| General and administration | 19 | 120,853 | 103,105 |
| Amortisation of goodwill on acquisition | 5 | 300 | 300 |
| Amortisation of deferred charges | 6 | 14,328 | 14,097 |
| | | 315,463 | 266,849 |
| INCOME FROM MAIN OPERATIONS | | 89,457 | 60,992 |
| Other income | 20 | 21,820 | 20,487 |
| Financial charges | , | (26,108) | (21,087) |
| INCOME BEFORE ZAKAT, TAXES AND MINORITY INTERESTS | | 85,169 | 60,392 |
| Foreign taxes | | (428) | (790) |
| Net minority interests in results of subsidiaries | | (7,883) | (3,372) |
| INCOME BEFORE ZAKAT | | 76,858 | 56,230 |
| Zakat | 12 | 6,703 | 6,020 |
| NET INCOME FOR THE YEAR | | 70,155 | 50,210 |
| Earning per share (Saudi Riyals) | | 10.02 | 7.17 |

The attached notes 1 to 24 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 31 December 2004

| Receivables (120,455) (54,441) 375,283 144,194 | | 3.7 | 2004 | 2003 |
|--|--|------------|-----------|----------|
| Consolidated income before zakat, taxes and minority interests | OPERATING ACTIVITIES | Note | SK 000 | SK 000 |
| Depreciation | Consolidated income before zakat, taxes and minority interests | | 85,169 | 60,392 |
| Profit on sale of property, plant and equipment Amortisation of deferred charges | | 2 | 46 776 | 40 111 |
| Amortisation of deferred charges Amortisation of goodwill on acquisition 5 300 300 300 300 300 300 300 300 300 3 | | 3 | • | |
| Amortisation of goodwill on acquisition 5 300 300 146,318 116,865 116, | | 6 | | |
| 146,318 116,865 Changes in operating assets and liabilities: (314,379) (92,069) Receivables (120,455) (54,441) Payables 375,283 144,194 Cash from operations 86,767 114,549 Employees' terminal benefits, net 6,140 9,206 Zakat and foreign taxes paid (7,109) (7,186) Net cash from operating activities 88,798 116,569 INVESTING ACTIVITIES Purchase of property, plant and equipment 3 (60,606) (90,574) Proceeds from sale of property, plant and equipment 465 751 Deferred charges (237) (2,242) Investments (acquired)/disposed (25,569) 1,950 Net cash used in investing activities (85,947) (90,115) FINANCING ACTIVITIES Bank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained (22,216) (14,339) Change in short term loans (21,216) (14,339) Change in short term loans (31,001) Change in sho | | | - | |
| Inventories (314,379 (92,069) Receivables (120,455 (54,441) Payables 375,283 144,194 Cash from operations 86,767 114,549 Employees' terminal benefits, net 6,140 9,206 Zakat and foreign taxes paid (7,109) (7,186) Net cash from operating activities 85,798 116,569 INVESTING ACTIVITIES Purchase of property, plant and equipment 3 (60,606) (90,574) Proceeds from sale of property, plant and equipment 465 751 Deferred charges (237) (2,242) Investments (acquired)/disposed (25,569) 1,950 Net cash used in investing activities (85,947) (90,115) FINANCING ACTIVITIES Bank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained (6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS 17,470 (14,789) Cash and cash equivalents, at the beginning of the year Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | • | | 146,318 | |
| Receivables (120,455) (54,441) Payables 375,283 144,194 144,19 | Changes in operating assets and liabilities: | | , | · |
| Payables 375,283 144,194 Cash from operations 86,767 114,549 Employees' terminal benefits, net 6,140 9,206 Zakat and foreign taxes paid (7,109) (7,186) Net cash from operating activities 85,798 116,569 INVESTING ACTIVITIES Purchase of property, plant and equipment 3 (60,606) (90,574) Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 751 Proceeds from sale of property, plant and equipment 465 405 Proceeds from sale of property, plant and equipment 465 405 Proceeds from sale of property, plant and equipment 465 405 Proceeds from sale of property, plant and equipment 465 405 Proce | | | (314,379) | (92,069) |
| Cash from operations 86,767 114,549 Employees' terminal benefits, net 6,140 9,206 Zakat and foreign taxes paid (7,109) (7,186) Net cash from operating activities 85,798 116,569 INVESTING ACTIVITIES Eurchase of property, plant and equipment 3 (60,606) (90,574) Proceeds from sale of property, plant and equipment 465 751 (2,242) Investments (acquired)/disposed (237) (2,242) (2,242) Investments (acquired)/disposed (85,947) (90,115) FINANCING ACTIVITIES Bank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained (22,216) (14,339) Change in short term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash a | Receivables | | (120,455) | (54,441) |
| Employees' terminal benefits, net 6,140 9,206 Zakat and foreign taxes paid (7,109) (7,186) Net cash from operating activities 85,798 116,569 INVESTING ACTIVITIES Purchase of property, plant and equipment 3 (60,606) (90,574) Proceeds from sale of property, plant and equipment 465 751 751 761 762 | Payables | | 375,283 | 144,194 |
| Zakat and foreign taxes paid (7,109) (7,186) Net cash from operating activities 85,798 116,569 INVESTING ACTIVITIES Unchase of property, plant and equipment 3 (60,606) (90,574) Proceeds from sale of property, plant and equipment 465 751 (2,742) (237) (2,242) Investments (acquired)/disposed (25,569) 1,950 Net cash used in investing activities (85,947) (90,115) FINANCING ACTIVITIES Sank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained 6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) | Cash from operations | | 86,767 | 114,549 |
| Zakat and foreign taxes paid (7,109) (7,186) Net cash from operating activities 85,798 116,569 INVESTING ACTIVITIES Unchase of property, plant and equipment 3 (60,606) (90,574) Proceeds from sale of property, plant and equipment 465 751 (2,742) (237) (2,242) Investments (acquired)/disposed (25,569) 1,950 Net cash used in investing activities (85,947) (90,115) FINANCING ACTIVITIES Sank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained 6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) | Employees' terminal benefits net | | 6 140 | 0 206 |
| Net cash from operating activities 85,798 116,569 | | | - | - |
| INVESTING ACTIVITIES | | | | |
| Purchase of property, plant and equipment 3 (60,606) (90,574) Proceeds from sale of property, plant and equipment 465 751 Deferred charges (237) (2,242) Investments (acquired)/disposed (25,569) 1,950 Net cash used in investing activities (85,947) (90,115) FINANCING ACTIVITIES Sank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained 6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | Net cash from operating activities | | 85,798 | 116,569 |
| Proceeds from sale of property, plant and equipment 465 751 Deferred charges (237) (2,242) Investments (acquired)/disposed (25,569) 1,950 Net cash used in investing activities (85,947) (90,115) FINANCING ACTIVITIES Sank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained 6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | INVESTING ACTIVITIES | | | |
| Deferred charges (237) (2,242) | Purchase of property, plant and equipment | 3 | (60,606) | (90,574) |
| Investments (acquired)/disposed (25,569) 1,950 Net cash used in investing activities (85,947) (90,115) FINANCING ACTIVITIES Bank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained (6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans (18,358) Minority interests, net (18,358) Minority interests, net (18,358) Net cash from (used in) financing activities (17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (17,470 (14,789) Cash and cash equivalents, at the beginning of the year (60,581 76,027 Movement in translation difference - net (887 (657) | Proceeds from sale of property, plant and equipment | | 465 | 751 |
| Net cash used in investing activities (85,947) (90,115) | Deferred charges | | (237) | (2,242) |
| Bank overdrafts (542) 664 | Investments (acquired)/disposed | | (25,569) | 1,950 |
| Bank overdrafts (542) 664 Dividends paid (18,000) (36,000) Term loans obtained 6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | Net cash used in investing activities | | (85,947) | (90,115) |
| Dividends paid (18,000) (36,000) Term loans obtained 6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | FINANCING ACTIVITIES | | | |
| Dividends paid (18,000) (36,000) Term loans obtained 6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | Bank overdrafts | | (542) | 664 |
| Term loans obtained 6,204 29,349 Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | | | | |
| Repayment of term loans (22,216) (14,339) Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | | | • • • | |
| Change in short term loans 51,817 (18,358) Minority interests, net 356 (2,559) Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | Repayment of term loans | | • | • |
| Minority interests, net Net cash from (used in) financing activities 17,619 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS 17,470 (14,789) Cash and cash equivalents, at the beginning of the year Movement in translation difference - net CASH AND CASH EQUIVALENTS, AT THE END OF | | | | |
| Net cash from (used in) financing activities 17,619 (41,243) INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | | | | |
| EQUIVALENTS 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | Net cash from (used in) financing activities | | 17,619 | (41,243) |
| EQUIVALENTS 17,470 (14,789) Cash and cash equivalents, at the beginning of the year 60,581 76,027 Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | INCREASE/(DECREASE) IN CASH AND CASH | | | |
| Movement in translation difference - net 887 (657) CASH AND CASH EQUIVALENTS, AT THE END OF | | | 17,470 | (14,789) |
| CASH AND CASH EQUIVALENTS, AT THE END OF | | | 60,581 | 76,027 |
| , | Movement in translation difference - net | | 887 | (657) |
| THE YEAR 78,938 60,581 | CASH AND CASH EQUIVALENTS, AT THE END OF | | | |
| | THE YEAR | | 78,938 | 60,581 |

The attached notes 1 to 24 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY Year Ended 31 December 2004

| | Share capital SR 000 | Statutory reserve SR 000 | Retained earnings SR 000 | Proposed cash dividends SR 000 | Proposed stock dividends SR 000 | Unrealised gains on investments SR 000 | Translation loss on consolidation SR 000 | Total SR 000 |
|--------------------------------------|----------------------------|--------------------------------|--------------------------------|---|--|---|---|-----------------|
| Balance at 31 December 2002 | 300,000 | 39,906 | 58,860 | 36,000 | • | - | (10,070) | 424,696 |
| Consolidated net income for the year | - | • | 50,210 | - | • | - | - | 50,210 |
| Transfer to statutory reserve | • | 5,021 | (5,021) | - | - | - | - | - |
| Directors' remuneration | - | - | (1,000) | - | - | - | - | (1,000) |
| Dividends paid | - | - | - | (36,000) | - | - | - | (36,000) |
| Cash dividends proposed (note 16) | - | | (18,000) | 18,000 | - | - | - | - |
| Stock dividends proposed (note 16) | - | - | (50,000) | - | 50,000 | - | - | - |
| Movement during the year | | | - | | | - | (657) | (657) |
| Balance at 31 December 2003 | 300,000 | 44,927 | 35,049 | 18,000 | 50,000 | - | (10,727) | 437,249 |
| Increase in share capital (note 16) | 50,000 | | | - | (50,000) | - | - | • |
| Consolidated net income for the year | - | | 70,155 | - | - | - | | 70,155 |
| Transfer to statutory reserve | - | 7,016 | (7,016) | - | - | - | - | - |
| Directors' remuneration | • | - | (1,100) | • | • | - | ···. | (1,100) |
| Dividends paid | • | - | | (18,000) | | - | - | (18,000) |
| Dividends proposed (note 16) | - | - | (42,000) | 42,000 | - | - | - | - |
| Unrealized gains on investments | • | - | - | - | • | 7,975 | - | 7,975 |
| Movement during the year | | | | | _ | • | (1,330) | (1,330) |
| Balance at 31 December 2004 | 350,000 | 51,943 | 55,088 | 42,000 | _ | 7,975 | (12,057) | 494,949 |

The attached notes 1 to 24 form part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2004

1. STATUS AND ACTIVITIES

Zamil Industrial Investment Company was converted into a closed Joint Stock Company in accordance with Ministerial Resolution 407 dated 14.3.1419H (corresponding to 8 July 1998). Prior to that, the company was operating as a Limited Liability Company under the name of Zamil Steel Buildings Company Limited. On 9 February 2002, the company was officially listed on the Saudi Stock Exchange.

The company is registered in Saudi Arabia under Commercial Registration number 2050004215.

The consolidated financial statements include the financial statements of the company's head office, its branches and its subsidiaries as listed below:

Branches:

- Zamil Steel Industries, engaged in the manufacture and erection of steel buildings, transmission line towers and structural steel products.
- Zamil Air Conditioners, engaged in the manufacture and assembly of room and central air conditioners and other related activities.
- Zamil Glass Industries, engaged in the production of glass and mirrors.

Subsidiaries:

| · | Ownership percentage |
|--|----------------------|
| Universal Building Systems Limited - Jersey | 100 |
| Zamil Steel Buildings Company - Egypt | 100 |
| Zamil Steel Building (Shanghai) Company Limited | 100 |
| Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Holdings GmbH- Austria (Formerly, Universal Airconditioning Technological Cooline Europe Eu | gy) 100 |
| Clima Tech Airconditioners GmbH - Austria | 100 |
| Zamil Steel, Polska – Poland | 100 |
| Zamil Steel Engineering India Private Limited | 100 |
| Zamil Steel Buildings - Vietnam Company Limited | 90 |
| Geoclima S.r.l. – Italy | 85 |
| Canam Asia Limited | 65 |
| Middle East Airconditioners Company Limited - Saudi Arabia | 51 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS-Continued

31 December 2004

2. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with accounting standards generally accepted in the Kingdom of Saudi Arabia. The significant accounting policies adopted are as follows:

Basis of consolidation

Entities controlled by the company are classified as subsidiaries and consolidated regardless of the country of their registration. Significant inter-company accounts and transactions are eliminated upon consolidation.

Minority interests principally represent the interest in Zamil Steel Buildings - Vietnam Company Limited, Middle East Airconditioners Company Limited, Canam Asia Limited and Geoclima S.r.l., not held by the company.

Subsidiaries have been consolidated based on their financial statements for the year ended 31 December, with the exception of Middle East Airconditioners Company Limited, whose financial year ends on 30 September.

Accounting convention

The consolidated financial statements are prepared under the historical cost convention.

Goodwill

Goodwill represents the excess of the cost of the acquisition over the fair value of identifiable net assets of a subsidiary at the date of acquisition. Goodwill is amortised using the straight-line method over a maximum period of 20 years during which benefits are expected to be received.

Property, plant and equipment/depreciation

All property, plant and equipment are recorded at cost. Depreciation is provided on property, plant and equipment at rates calculated to write off the cost of each asset over its expected useful life.

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

Deferred charges

Expenses which have a long term future benefit are treated as deferred charges and are amortised over the estimated periods of benefit not exceeding five years.

Investments

Investments in financial instruments are classified according to the company's intent with respect to those securities. Financial instruments held to maturity are stated at amortized cost, adjusted for the related premium or discount. Financial instruments held for trading are stated at fair value, and unrealized gains and losses thereon are included in the statement of income. Financial instruments available for sale are stated at fair value, and unrealized gains and losses thereon are included in shareholders' equity. Where the fair value is not readily determinable, such financial instruments are stated at cost less allowance for impairment in value.

An associate is an enterprise over which the Company is in a position to exercise significant influence, through participation in the financial and operating policy decisions of the investee. The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting. The carrying amount of such investments is reduced to recognize any impairment in the value of the individual investments.

Income from the investments in financial instruments is recognized when dividends are received.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS-Continued

31 December 2004

Inventories

Inventories are stated at the lower of cost and market value. Cost is determined as follows:

Raw materials

Purchase cost on weighted average basis.

Work in progress and finished goods -

Cost of direct materials and labour plus attributable overheads.

Accounts receivable

Accounts receivable include sales made on trade credit which are outstanding at the balance sheet date, net of provision for amounts estimated to be uncollectible.

Warranties

Amounts are accrued on an estimated basis to meet possible future costs under warranty commitments.

Zakat and income tax

Zakat is provided for in accordance with Saudi Arabian fiscal regulations as well as foreign fiscal authorities in which the company's foreign subsidiaries operate. The liabilities are charged direct to the statement of income.

Income tax relates to foreign subsidiaries in their respective countries.

Employees' terminal benefits

Provision is made for amounts payable under the Saudi Arabian Labour Law applicable to employees' accumulated periods of service at the balance sheet date.

Revenue recognition

Net sales represent the invoiced value of goods supplied, services rendered and work executed by the company and its subsidiaries during the year. For central air conditioning jobs, revenue and proportionate profit are recognised when the outcome of the contract can be determined with reasonable certainty on a percentage of completion basis. If losses are foreseen, they are provided for in full.

Expenses

Selling and distribution expenses are those that specifically relate to salesmen, warehousing and delivery vehicles as well as provision for doubtful debts. All other expenses are classified as general and administration expenses.

Foreign currencies

Transactions in foreign currencies are recorded in Saudi Riyals at the rate ruling at the date of the transactions. 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 statement of income.

Financial statements of foreign operations are translated into Saudi Riyals using the exchange rate at the balance sheet date for assets and liabilities and the average exchange rate for revenues, expenses, gains and losses. Components of equity, other than retained earnings, are held at the historical rates. Translation adjustments are recorded as a separate component of shareholders' equity.

3. PROPERTY, PLANT AND EQUIPMENT

The estimated useful lives of the assets for the calculation of depreciation are as follows:

Buildings on leasehold land Plant, equipment, furniture, fixtures and vehicles 20 to 40 years 2 to 20 years

| | Freehold land SR 000 | Buildings on leasehold land SR 000 | Plant, equipment, furniture, fixtures and vehicles SR 000 | Capital work in progress SR 000 | Total 2004 SR 000 | Total 2003 SR 000 |
|------------------------------|----------------------------|--|---|--|-------------------------|-------------------------|
| Cost: | | | | · | | |
| At the beginning of the year | 7,213 | 217,231 | 521,620 | 41,829 | 787,893 | 707,482 |
| Additions | - | 7,179 | 39,189 | 14,238 | 60,606 | 90,574 |
| Disposals | - | (927) | (18,859) | • | (19,786) | (10,070) |
| Transfers | - | 16,408 | 23,101 | (40,330) | (821) | - |
| Translation loss | (429) | (176) | (2,515) | - | (3,120) | (93) |
| At the end of the year | 6,784 | 239,715 | 562,536 | 15,737 | 824,772 | 787,893 |
| Depreciation: | | | | | | |
| At the beginning of the year | | 116,258 | 359,312 | - | 475,570 | 442,906 |
| Charge for the year | - | 8,756 | 38,020 | - | 46,776 | 42,111 |
| Disposals | - | (926) | (18,650) | - | (19,576) | (9,354) |
| Translation loss | | 291 | (1,194) | | (903) | (93) |
| At the end of the year | - | 124,379 | 377,488 | - | 501,867 | 475,570 |
| Net book amounts: | | | | | | |
| At 31 December 2004 | 6,784 | 115,336 | 185,048 | 15,737 | 322,905 | _ |
| At 31 December 2003 | 7,213 | 100,973 | 162,308 | 41,829 | | 312,323 |

Capital work in progress represents the cost incurred in respect of a new building site and plant and machinery acquired for general modernisation in the plant in progress at the year end.

4. INVESTMENTS

| | 2004 SR 000 | 2003 SR 000 |
|---|-----------------|----------------|
| Investment in listed companies Unrealised gain on revaluation | 21,811 7,975 | - |
| Available for sale investments Investment in an associate | 29,786 3,758 | - |
| | 33,544 | |

The investment in an associate represents the Company's 27.5% share in Saudi Aerated Concrete Industrial Company (a Saudi Limited Liability Company). The investee company is still under the development stage and its principal activity is the production of aerated concrete blocks and partitions. Since the fair value is not readily determinable, the carrying value of this investment is considered to be its fair value.

5. GOODWILL ON ACQUISITION

| | 2004 SR 000 | 2003 SR 000 |
|---|--|--|
| At the beginning of the year Amortised during the year | 5,354 (300) | 5,654 (300) |
| At the end of the year | 5,054 | 5,354 |
| 6. DEFERRED CHARGES | | |
| | 2004 SR 000 | 2003 SR 000 |
| At the beginning of the year Incurred during the year Amortised during the year | 20,537 1,058 (14,328) | 32,392 2,242 (14,097) |
| At the end of the year | 7,267 | 20,537 |
| 7. INVENTORIES | | |
| | 2004 SR 000 | 2003 SR 000 |
| Materials, supplies and stores Work in progress Finished goods Goods in transit | 567,810 29,308 161,684 75,118 | 310,187 16,735 120,678 71,941 |
| Ood II Halli | 833,920 | 519,541 |
| 8. ACCOUNTS RECEIVABLE AN | D PREPAYMENTS | |
| | 2004 SR 000 | 2003 SR 000 |
| Trade accounts and notes receivable Prepaid expenses Retentions receivable Advances, deposits and other receiv | 12,416 24,111 | 424,921 20,715 16,976 39,041 |
| and the second second second second second | 618,710 | 501,653 |

9. RELATED PARTY TRANSACTIONS AND BALANCES

The following are the details of major related party transactions during the year:

| | 2004 | 2003 |
|---|--------|--------|
| | SR 000 | SR 000 |
| Companies affiliated to Al Zamil Group: | | |
| Purchase of goods and services | 42,553 | 44,336 |
| Sale of goods and services | 21,601 | 17,449 |

The company also paid SR 1.97 million (2003: SR 1.81 million) to certain directors as salary and other benefits in their capacity as executives of the company.

Directors' fee amounted to SR 1.1 million (2003: SR 1 million).

Prices and terms of payment for these transactions are approved by the directors.

Amounts due from and due to related parties are shown in the consolidated balance sheet under current assets and current liabilities respectively and consist of amounts due from/to Al Zamil Group of companies.

10. NOTES AND ACCOUNTS PAYABLE AND ACCRUALS

| | 2004 SR 000 | 2003 SR 000 |
|---------------------------------------|----------------|----------------|
| Trade accounts payable | 180,074 | 172,130 |
| Notes payable under Morabaha finances | 740,556 | 466,664 |
| Other notes payable | 3,279 | 2,956 |
| Accrued contractual costs | 36,268 | 13,732 |
| Accrued expenses | 114,874 | 60,623 |
| Zakat payable (note 12) | 8,200 | 8,178 |
| | 1,083,251 | 724,283 |

11. SHORT TERM LOANS

Short term loans are for a duration of less than one year with an option to roll over. They carry commission at commercial rates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS-Continued 31 December 2004

12. ZAKAT

Charge for the year

The zakat charge for the year consists of:

| | 2004 SR 000 | 2003 SR 000 |
|--|--------------------------------|---------------------------------|
| Current year provision | 6,703 | 6,020 |
| The current year's provision is based on the following: | | ŧ |
| | 2004 SR 000 | 2003 SR 000 |
| Equity Opening provisions and other adjustments Book value of long term assets | 432,486 72,202 (358,537) | 400,976 114,825 (350,435) |
| Zakatable profit for the year | 146,151 <u>64,499</u> | 165,366 45,410 |
| Zakat base | 210,650 | 210,776 |

The differences between the financial and the zakat results are mainly due to elimination of the Company's share of profit in foreign subsidiaries which are consolidated in the financial statements and adjustments for certain costs/claims based on the relevant fiscal regulations.

Movements in provision for zakat during the year

The movement in the zakat provision was as follows:

| | 2004 SR 000 | 2003 SR 000 |
|------------------------------|----------------|----------------|
| At the beginning of the year | 8,178 | 8,554 |
| Provided during the year | 6,703 | 6,020 |
| Payments during the year | (6,681) | (6,396) |
| At the end of the year | 8,200 | 8,178 |

Status of assessments

Zakat assessments have been agreed with the Department of Zakat and Income Tax (DZIT) up to 2003.

13. SHARE CAPITAL

Share capital is divided into 7,000,000 shares of SR 50 each (2003: 6,000,000 shares).

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14. STATUTORY RESERVE

As required by Saudi Arabian Regulations for Companies, 10% of the net income for the year has been transferred to the statutory reserve. The company may resolve to discontinue such transfers when the reserve totals 50% of the share capital. The reserve is not available for distribution.

15. TERM LOANS

| | 2004 SR 000 | 2003 SR 000 |
|-----------------------|----------------|----------------|
| Loan No. 1 | 16,492 | 22,283 |
| Loan No. 2 | · • | 2,576 |
| Loan No. 3 | 40,672 | 42,560 |
| Loan No. 4 | · - | 2,925 |
| Loan No. 5 | 7,620 | 10,518 |
| Loan No. 6 | 66 | - |
| Less: current portion | (19,275) | (18,516) |
| | 45,575 | 62,346 |

Loan No. 1 is repayable in US Dollars by six annual instalments commencing on 31 May 2002. The loan carries commission at normal commercial rates and is secured by a mortgage over certain assets of Zamil Steel Buildings - Vietnam Company Limited together with corporate guarantees from the company and the minority interest partner.

Loan No. 2 represents the medium term loan obtained in 2002. The remaining balance of the loan was settled in 2004.

Loan No. 3 represents the loans obtained by Zamil Steel Industries, Zamil Air Conditioners and Zamil Glass Industries from Saudi Industrial Development Fund (SIDF). The total amount of loans sanctioned by SIDF for these branches was SR 93.9 million. These loans carry appraisal fees which are being amortised over the terms of the loans and are repayable in 8 to 14 semi- annual unequal instalments, the last being payable on 15 Shawwal 1432H (corresponding to 14 September 2011). The loan agreements also contain certain covenants in respective of maintenance of financial ratios.

Loan No. 4 represents a medium term loan of SR 4.5 million approved by a local commercial bank to Canam Asia Limited. The loan has been obtained to finance the working capital requirements and the company drew down SR 2.9 million in 2003. The loan was originally repayable in five semi-annual equal instalments of SR 0.8 million each commercing from 30 September 2004 and carries commission at normal commercial rates. The loan is covered by an order note and a corporate guarantee by the shareholders of Canam Asia Limited. During 2004, the medium term loan has been converted into a short term loan by the bank.

Loan No. 5 is repayable by equal quarterly instalments in Euro. The final instalment is due in 2008. The loan carries commission at normal commercial rates and is covered by guarantees provided by the company's bankers.

Loan No. 6 represents a loan obtained by Zamil Steel Engineering India Private Ltd in the amount of SR 92,000 from a bank and is secured by a mortgage of machineries. The loan is repayable in 36 equal monthly instalments and carries commission at normal commercial rates.

Loan instalments due in 2005 are shown as a current liability.

16. PROPOSED DIVIDENDS

The Board of directors has proposed cash dividends amounting to SR 42 million being 12% of share capital (2003: Cash dividends of SR 18 million being 6% of share capital and stock dividends amounting to SR 50 million (one share for every 6 shares) being 16.66% of share capital) for the approval of shareholders in the annual general meeting.

17. MINORITY INTERESTS

Minority interests are as follows:

| | 2004 % | 2003 % |
|---|-----------|-----------|
| Middle East Airconditioners Company Limited | 49 | 49 |
| Geoclima S.r.l. | 15 | 15 |
| Canam Asia Limited | 35 | 35 |
| Zamil Steel Buildings - Vietnam Company Limited | 10 | 10 |
| 18. SELLING AND DISTRIBUTION EXPENSES | | |
| | 2004 | 2003 |
| | SR 000 | SR 000 |
| Employee costs | 82,806 | 71,280 |
| Advertising and sales promotion | 20,415 | 24,100 |
| Services | 18,004 | 8,679 |
| Rent and utilities | 4,692 | 5,704 |
| Transportation, business travel and entertainment | 20,816 | 10,844 |
| Depreciation | 5,119 | 5,110 |
| Repairs and maintenance | 878 | 1,396 |
| Others | 27,252 | 22,234 |
| | 179,982 | 149,347 |
| 19. GENERAL AND ADMINISTRATION EXPENSES | | |
| | 2004 | 2003 |
| | SR 000 | SR 000 |
| Employee costs | 63,903 | 60,882 |
| Depreciation | 9,313 | 8,445 |
| Services | 21,331 | 13,921 |
| Supplies | 3,730 | 5,179 |
| Others | 22,576 | 14,678 |
| | 120,853 | 103,105 |

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20. OTHER INCOME

| | 2004 SR 000 | 2003 SR 000 |
|---|----------------|----------------|
| Scrap sales and miscellaneous Profit on sale of property, plant and equipment | 21,565 255 | 20,452 35 |
| | 21,820 | 20,487 |

21. SEGMENTAL ANALYSIS

(a) Analysis of sales, operating income and net assets by activities:

| | Sales (lo | | (losse | • | | assets |
|--|----------------------|--------------------|---------------------|-------------------|--------------------|--------------------|
| | 2004 | 2003 | 2004 | 2003 | 2004 | 2003 |
| Air Conditioner industry Steel Industry | 843,308 1,074,558 | 810,849 696,879 | 35,891 78,347 | 44,734 27,506 | 303,592 200,431 | 300,461 135,522 |
| Glass Industry Others | 48,805 | 53,510 - | (18,683) (6,098) | (10,667) (581) | (18,875) 9,801 | 1,266 |
| | 1,966,671 | 1,561,238 | 89,457 | 60,992 | 494,949 | 437,249 |

(b) Analysis of sales, and operating income by geographical location:

| | | Sales SR 000 | | Operating Income SR 000 | |
|--|------------------------------|-----------------------------|-----------------------------|----------------------------|--|
| | 2004 | 2003 | 2004 | 2003 | |
| Saudi Arabia: Local sales Export sales | 697,980 896,354 | 854,935 478,322 | 29,617 38,045 | 30,986 17,124 | |
| Total sales of Saudi Arabia | 1,594,334 | 1,333,257 | 67,662 | 48,110 | |
| Other Asian countries Africa Europe | 188,954 115,589 67,794 | 105,308 65,652 57,021 | 10,464 12,689 (1,358) | 6,996 6,330 (444) | |
| | 1,966,671 | 1,561,238 | 89,457 | 60,992 | |

The board of directors have taken appropriate measures to improve the performance of Zamil Glass Division, and have agreed to support the Division to ensure that it operates as a going concern.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS-Continued

31 December 2004

22. CONTINGENT LIABILITIES

The company's bankers have issued on behalf of the company performance bonds in respect of certain contracts amounting to SR 206 million (2003: SR 150 million).

23. CAPITAL COMMITMENTS

The directors have approved future capital expenditure amounting to SR 60.0 million (2003: SR 56.7 million).

24. COMPARATIVE FIGURES

Certain prior year amounts have been reclassified to conform with the presentation in the current year.