

**ZAMIL INDUSTRIAL INVESTMENT COMPANY
(SAUDI JOINT STOCK COMPANY)**

**INTERIM CONSOLIDATED FINANCIAL STATEMENTS
AND AUDITORS' REPORT (LIMITED REVIEW)
FOR THE THREE MONTHS AND NINE MONTHS
PERIODS ENDED SEPTEMBER 30, 2012**

AUDITORS' REPORT (LIMITED REVIEW) ON INTERIM CONSOLIDATED FINANCIAL STATEMENTS

To the stockholders
Zamil Industrial Investment Company
Dammam, Saudi Arabia

Scope of Review


We have reviewed the interim consolidated balance sheet of Zamil Industrial Investment Company ("the parent company"), a Saudi Joint Stock Company, and its subsidiaries as of September 30, 2012 and the related interim consolidated statement of income for the three months and nine months periods then ended, interim consolidated cash flows for the nine months then ended, and notes 1 to 5 which form an integral part of these interim consolidated financial statements as prepared by the parent company and presented to us with all the necessary information and explanations. These interim consolidated financial statements are the responsibility of the parent company's management.

We conducted our review in accordance with the standard of auditing applicable to interim financial reporting in the Kingdom of Saudi Arabia issued by the Saudi Organization for Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards in the Kingdom of Saudi Arabia, the objective of which is the expression of an opinion regarding the consolidated financial statements taken as a whole. Accordingly, we do not express such an opinion.

Review Results

Based on our limited review, we are not aware of any material modifications that should be made to the accompanying interim consolidated financial statements for them to be in conformity with generally accepted accounting standards in the Kingdom of Saudi Arabia.

Deloitte & Touche
Bakr Abulkhair & Co.


Nasser M. Al-Sagga
License No. 322
1 Dhu-al-Hijjah, 1433
October 17, 2012



INTERIM CONSOLIDATED STATEMENT OF INCOME (Un audited)

All Figures in SAR '000

Particulars	2011		2012	
	Jul-Sep	Jul-Sep	Jan-Sep	Jan-Sep
Net sales	1,167,191	1,281,537	3,459,118	3,728,426
Cost of sales	910,416	1,008,389	2,697,766	2,931,129
Gross profit	256,775	273,148	761,352	797,297
Less: Expenses				
Selling & distribution expenses	99,412	99,679	289,154	294,700
General & administration expenses	87,571	90,305	256,533	251,808
Income from main operations	69,792	83,164	215,665	250,789
Other (expense) income	(982)	3,022	5,908	9,021
Company's share of profits (loss) in associates, net	542	(806)	4,140	(718)
Financial charges	(17,637)	(20,976)	(53,061)	(60,747)
Non-controlling interests + tax	(12,656)	(9,343)	(38,603)	(38,006)
Income before zakat	39,059	55,061	134,049	160,339
Zakat	5,505	8,271	15,812	20,273
Net income	33,554	46,790	118,237	140,066
Earnings per share from net income	0.56	0.78	1.97	2.33
Earnings per share from continuing main operations	0.58	0.73	1.87	2.18
(Loss)/earnings per share from other operations	(0.02)	0.05	0.10	0.15

INTERIM CONSOLIDATED BALANCE SHEET (Un audited)

Particulars	As at	
	30.09.2011	30.09.2012
Assets		
Current Assets		
Cash and cash equivalents	277,265	302,880
Trade accounts and notes receivables	1,333,238	1,488,006
Advances, other receivables and prepayments	516,061	466,453
Advances to an unconsolidated subsidiary	141,835	257,089
Inventories	1,774,673	1,824,277
Amounts due from related parties & affiliates	34,732	148,384
Total Current Assets	4,077,804	4,487,089
Non-Current Assets		
Investments	325,953	331,826
Property, plant and equipment	1,406,303	1,474,248
Deferred charges	11,414	18,502
Goodwill	135,462	176,251
Total Non-Current Assets	1,879,132	2,000,827
Total Assets	5,956,936	6,487,916
Liabilities, Shareholders' Equity and Non-controlling interests		
Current Liabilities		
Notes & accounts payable, accruals & provisions	845,271	781,267
Amounts due to related parties & affiliates	7,688	65,788
Advances from customers	247,852	393,940
Murabaha and tawarruq finances	2,325,845	2,741,095
Short term loans	63,114	28,263
Current portion of term loans	243,676	297,646
Total Current Liabilities	3,733,446	4,307,999
Non-Current Liabilities		
S I D F loans	63,550	91,455
Other long term loans	316,634	150,102
Employee's terminal benefits	250,256	273,833
Total Non-Current Liabilities	630,440	515,390
Total Liabilities	4,363,886	4,823,389
Shareholders' Equity and Non-controlling interests		
Share capital	600,000	600,000
Statutory reserve	180,860	198,462
Retained earnings	548,337	614,754
Unrealized loss on investments	(782)	(733)
Translation loss on consolidation	(24,977)	(17,636)
	1,303,438	1,394,847
Non-controlling interests	289,612	269,680
Total Shareholders' Equity and Non-controlling interests	1,593,050	1,664,527
Total Liabilities, Shareholders' Equity and Non-controlling interests	5,956,936	6,487,916

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (Un audited)

Particulars	Period ended	
	30.09.2011	30.09.2012
From Operations		
Net income	118,237	140,066
Depreciation	101,144	102,615
Zakat provision	15,812	20,273
Loss on disposal of property, plant and equipment	44	338
Company's share of (loss) profits from associates, net	(4,140)	718
Non-controlling interests	36,504	36,573
Amortisation of deferred charges	1,427	923
Inventories	(99,550)	54,273
Receivables	(497,405)	(280,162)
Payables & accruals	(124,202)	41,232
End of service benefits, net	26,836	22,467
Zakat & taxes paid	(6,042)	(63,634)
Net cash (used in) from operating activities	(431,335)	75,682
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(153,803)	(134,716)
Acquisition of assets related to subsidiary	(120,922)	-
Proceeds from disposal of property, plant and equipment	605	1,885
Investments	(65,068)	-
Goodwill	(73,184)	-
Deferred charges	(1,000)	(7,650)
Cash used in investing activities	(413,372)	(140,481)
FINANCING ACTIVITIES		
Changes in short term loans, murabaha & tawarruq finances	984,982	334,215
Changes in term loans	(182,598)	(161,548)
Dividends paid	(90,000)	(90,000)
Changes in non-controlling interests	112,507	-
Cash from financing activities	824,891	82,667
(Decrease)/Increase in cash and cash equivalents	(19,816)	17,868
Cash and cash equivalents at January 1	299,361	285,867
Movement in translation loss, net	(2,280)	(855)
Cash and cash equivalents at September 30	277,265	302,880

CHIEF FINANCIAL OFFICER

CHIEF EXECUTIVE OFFICER

The attached notes form an integral part of these interim consolidated financial statements.

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

**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS AND NINE MONTHS PERIODS ENDED SEPTEMBER 30, 2012**

1. STATUS AND ACTIVITIES

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

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

The parent company and its subsidiaries (collectively referred to as “the group”) are engaged in the manufacturing, marketing and maintenance of air conditioners, steel industry and glass industry. The parent company has a branch in Dammam and subsidiaries in Saudi Arabia, Egypt, Vietnam, Austria, Italy, India, China and United Arab Emirates, etc.

The share capital of the parent company, amounting to SR 600 million (30 September 2011: SR 600 million) is divided into 60 million shares of SR 10 each (30 September 2011: 60 million shares of SR 10 each).

2. SIGNIFICANT ACCOUNTING POLICIES

These consolidated interim financial statements have been prepared in accordance with the Standard for Interim Financial Reporting in the Kingdom of Saudi Arabia issued by the Saudi Organization for Certified Public Accountants (“SOCPA”). Significant accounting policies adopted by the Company are summarized as follows:

Interim period results

The group has made all necessary adjustments which are important to present fairly in all material respects the interim consolidated financial position and interim results of operations. The interim consolidated financial results may not be considered an indicative of the actual results for the whole year.

Basis of consolidation

Operating entities controlled by the parent company are classified as subsidiaries and consolidated regardless of the country of their registration. Significant inter-company accounts and transactions are eliminated upon consolidation. Subsidiaries under formation are accounted for at cost.

Use of estimates

The preparation of interim consolidated financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

Sales

Net sales represent the invoiced value of goods supplied, services rendered and work executed by the group 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. If losses are foreseen, they are provided for in full.

Costs in excess of progress billings are disclosed under advances, other receivables and prepayments in the interim consolidated balance sheet. Whereas billings in excess of cost are disclosed under notes and accounts payable, accruals and provisions in the interim consolidated balance sheet.

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

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS AND NINE MONTHS PERIODS ENDED SEPTEMBER 30, 2012

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 process and finished goods	-	Cost of direct materials and labour plus attributable overheads based on normal level of activity.

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.

Loans front-end fees represents the fee relating to the loans from Saudi Industrial Development Fund ("SIDF"). These costs are being amortized over the period of the loans and the amortization is capitalized as part of capital work-in-progress (if applicable) up to the date of commencement of commercial operations and subsequently it is charged to the interim consolidated statement of income.

Expenses

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

Property, plant and equipment/depreciation

Property, plant and equipment are initially recorded at cost and are stated at cost less accumulated depreciation and any impairment in value. Freehold land and capital work-in-progress are not depreciated. Depreciation is provided on other 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.

Employees' terminal benefits

Provision is made for amounts payable under the employment contracts applicable to employees' accumulated periods of service at the balance sheet date.

Foreign subsidiaries make provision in accordance with the laws of countries in which subsidiaries operate.

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 interim consolidated 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 interim consolidated shareholders' equity. Translation loss that is considered permanent is charged to the interim consolidated statement of income.

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

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS AND NINE MONTHS PERIODS ENDED SEPTEMBER 30, 2012

Investments

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

Income from the investments in marketable equity securities is recognized when dividends are declared.

An associate is an enterprise over which the group is in a position to exercise significant influence, through participation in the financial and operating policy decisions of the investee. The results of associates are incorporated in these interim consolidated 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.

Subsidiaries and associates which are dormant or under development stage or where the information is not available are stated at cost.

Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any minority interests in the acquiree. For each business combination, the acquirer measures the minority interest in the acquiree either at fair value or at the proportionate share of the acquirer's identifiable net assets. Acquisition costs incurred are expensed.

When the group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill is initially measured at cost being the excess of the consideration transferred over the group's net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in the interim consolidated statement of income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the group's cash generating units, or groups of cash generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the group are assigned to those units or groups of units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the operation disposed off is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed off in this circumstance is measured based on the relative values of the operation disposed off and the portion of the cash-generating unit retained. When subsidiaries are sold, the difference between the selling price and the net assets plus cumulative translation differences and goodwill is recognised in the interim consolidated statement of income.

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

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS AND NINE MONTHS PERIODS ENDED SEPTEMBER 30, 2012

Permanent impairment of non-current assets

At each balance sheet date, the group reviews the carrying values of property, plant and equipment and other non-current assets to determine whether there is any indication that those assets have suffered impairment. If such indicators exist, the recoverable amount of the asset is estimated in order to determine the extent of impairment (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash generating unit to which the asset belongs.

The carrying value of the asset (or cash generating unit) is reduced to the recoverable value when the recoverable value is below the carrying value. Impairment loss is recognized as expense when incurred.

Impairment is determined for goodwill by assessing the recoverable amount of the cash-generating unit (or group of cash-generating units), to which the goodwill relates. Where the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than the carrying amount of the cash-generating unit (group of cash-generating units) to which goodwill has been allocated, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Where an impairment loss subsequently reverses, the carrying value of the asset (cash generating unit) other than goodwill is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash generating unit) in prior years. The reversal of impairment loss other than goodwill is recognized as income once identified.

Zakat and income tax

Zakat is provided for in accordance with Saudi Arabian fiscal regulations. Income tax is provided for in accordance with foreign fiscal authorities in which the group's foreign subsidiaries operate. The liabilities are charged direct to the interim consolidated statement of income. The zakat charge and income tax, assessable on the minority shareholders is included in minority interest. Additional amounts, if any, that become due on finalisation of assessment are accounted for in the period in which assessment is finalised.

The zakat and income tax provision for the interim period is calculated based on the estimated zakat and income tax provision for the whole year. The difference between the provision made during the interim period and the actual provision for the period based on detailed zakat and income tax calculation for the year is accounted for at year end.

Earnings per share

Earnings per share are computed by dividing net income for the periods by the weighted average number of shares outstanding, during the nine months ended September 30, 2012 totalling to 60 million shares (September 30, 2011: 60 million shares).

Earnings per share from the continuing main operations are computed by dividing the operating income less zakat, finance charges and non-controlling interests for the period by the weighted average number of shares outstanding.

Earnings per share from other operations are computed by dividing the other income for the periods by the weighted average number of shares outstanding.

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

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTHS AND NINE MONTHS PERIODS ENDED SEPTEMBER 30, 2012

Segmental reporting

A segment is a distinguishable component of the group that is engaged either in providing products or services (a business segment) or in providing products or services within a particular economic environment (a geographic segment), which is subject to risks and rewards that are different from those of other segments

3. SEGMENTAL ANALYSIS

(a) Analysis of sales, income/(loss) from main operations and net assets by activity:

	Sales SR'000		Income/ (loss) from main operations SR'000		Net assets SR'000	
	Jan - Sept 2011 (unaudited)	Jan - Sept 2012 (unaudited)	Jan - Sept 2011 (unaudited)	Jan - Sept 2012 (unaudited)	30 Sept 2011 (unaudited)	30 Sept 2012 (unaudited)
Air conditioner industry	1,344,769	1,396,155	108,434	123,498	366,910	445,208
Steel industry	1,750,017	1,970,920	62,576	84,947	766,525	798,091
Glass and fibreglass insulation	247,169	252,036	41,876	42,356	158,191	116,104
Concrete	117,163	109,170	11,265	8,745	71,183	57,539
Head office	-	145	(8,486)	(8,757)	(59,371)	(22,095)
	3,459,118	3,728,426	215,665	250,789	1,303,438	1,394,847

(b) Analysis of sales, and income from main operations by geographical location:

	Sales SR'000		Income from main operations SR'000	
	Jan - Sept 2011 (unaudited)	Jan - Sept 2012 (unaudited)	Jan - Sept 2011 (unaudited)	Jan - Sept 2012 (unaudited)
Saudi Arabia:				
Local sales	2,160,876	2,460,828	158,709	181,626
Export sales	677,096	661,028	43,616	42,311
Other Asian countries	352,606	372,110	9,703	19,587
Africa	205,356	234,460	1,514	7,265
Europe	63,184	-	2,123	-
	3,459,118	3,728,426	215,665	250,789

4. DIVIDENDS

In 2012, the parent company paid a cash dividend of SR 0.75 per share totalling SR 45 million for the year 2011 (2011 – SR 0.75 per share totalling SR 45 million for the year 2010). During the period the parent company also paid an interim dividend of SR 0.75 per share totalling SR 45 million (2011 – SR 0.75 per share totalling SR 45 million).

5. CONTINGENT LIABILITIES

At September 30, 2012, the group has outstanding bank guarantees amounting to SR 956 million (September 30, 2011: SR 789 million) issued during the normal course of the business.