CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND AUDITORS' REPORT (LIMITED REVIEW) FOR THE THREE MONTHS PERIOD ENDED MARCH 31, 2015

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

To the stockholders Zamil Industrial Investment Company Dammam, Kingdom of Saudi Arabia

Scope of Review

We have reviewed the consolidated interim balance sheet of Zamil Industrial Investment Company ("the parent company"), a Saudi Joint Stock Company, and its subsidiaries as of March 31, 2015 and the related consolidated interim statements of income and cash flows for the three months then ended, and notes 1 to 7 which form an integral part of these consolidated interim financial statements as prepared by the parent company and presented to us with all the necessary information and explanations. These consolidated interim 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, 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 consolidated interim 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 Rajab, 1436 April 20, 2015

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CONSOLIDATED INTERIM BALANCE SHEET **AS OF MARCH 31, 2015**

110 01 11111011 01, 11010			
	Note	2015 SR 000	2014 SR 000
	Note	(un-audited)	(un-audited
ASSETS		(un municu)	(an addited
Current assets			
Cash and cash equivalents		413,996	305,043
Trade accounts and notes receivables		1,527,120	1,663,335
Advances, other receivables and prepayments		570,190	648,070
Current portion of net investment in finance lease		19,281	18,482
Inventories		1,642,796	1,905,897
Amounts due from related parties	-	62,807	42,526
Total current assets	-	4,236,190	4,583,353
Non-current assets			
Investments	1	268,795	169,543
Net investment in finance lease		420,717	433,886
Property, plant and equipment		1,414,305	1,606,403
Amount due from an associate		33,850	- 0.000
Deferred charges Goodwill		20,699 110,706	8,009
Total non-current assets	-	2,269,072	2,376,384
TOTAL ASSETS	-		
	=	6,505,262	6,959,737
LIABILITIES, STOCKHOLDERS' EQUITY AND NON-CONTROLLING INTERESTS			
Current liabilities			
Notes and accounts payable, accruals and provisions		1,116,730	1,224,232
Amounts due to related parties		30,267	29,290
Advances from customers		335,752	408,859
Murabaha and tawarruq finances		1,942,019	2,175,054
Short term loans		131,919	97,156
Current portion of term loans	=	147,839	187,870
Total current liabilities	_	3,704,526	4,122,461
Non-current liabilities		# < #00	51.060
SIDF loans Other long term loans and navables		56,788	51,363
Other long term loans and payables Employees' terminal benefits		340,341 326,572	517,228
Total non-current liabilities	-	723,701	314,731 883,322
Total liabilities	-	4,428,227	5,005,783
Stockholders' equity and non-controlling interests	_	4,420,227	3,003,763
Share capital	1	600,000	600,000
Statutory reserve	ī	261,543	234,737
Retained earnings		906,691	787,430
Proposed cash dividends		60,000	60,000
Translation loss on consolidation		(12,125)	(5,337)
Total stockholders' equity	3	1,816,109	1,676,830
Non-controlling interests	_	260,926	277,124
Total stockholders' equity and non-controlling interests	-	2,077,035	1,953,954
TOTAL LIABILITIES, STOCKHOLDERS' EQUITY AND NON-CONTROLLING INTERESTS	-	6,505,262	6,959,737

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

CONSOLIDATED INTERIM STATEMENT OF INCOME FOR THE THREE MONTHS PERIOD ENDED MARCH 31, 2015

	From January 1 to March 31 2015 2014		
	SR 000	SR 000	
	(un-audited)	(un-audited)	
Revenue	1,258,949	1,292,862	
Cost of revenue	(953,525)	(987,350)	
Gross profit	305,424	305,512	
Expenses Selling and distribution General and administration	119,859 88,072	119,414 91,183	
Income from main operations	97,493	94,915	
Other income, net	4,950	3,718	
Share of profit from associates, net	1,961	691	
Financial charges	(16,720)	(19,060)	
Income before non-controlling interests, zakat and taxes	87,684	80,264	
Non-controlling interests	(5,711)	(4,985)	
Income before zakat and taxes	81,973	75,279	
Foreign taxes	(1,597)	(3,234)	
Zakat	(6,642)	(6,038)	
NET INCOME	73,734	66,007	
Earnings per share from net income	SR 1.23	SR 1.10	
Earnings per share from continuing main operations	SR 1.15	SR 1.04	
Earnings per share from other operations	SR 0.08	SR 0.06	
Weighted average number of shares	60,000,000	60,000,000	



CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED MARCH 31, 2015

	1 January to 31	1 January to 31
	March	March
	2015 SR 000	2014 SR 000
	(un-audited)	
OPERATING ACTIVITIES	()	(un uuuneu)
Income before zakat and taxes Adjustments for:	81,973	75,279
Depreciation	37,649	36,861
Employees' terminal benefits, net	5,641	4,106
Loss on disposal of property, plant and equipment		1,300
Non-controlling interests	5,711	4,985
Share of profit from associates, net	(1,961)	(691)
Amortisation of deferred charges Amortisation of front end fees	227	321
Financial charges	418 16,386	589 19,060
	146,044	
Changes in operating assets and liabilities:	140,044	141,810
Inventories	(45,525)	44,837
Receivables	37,118	(79,532)
Net investment in finance lease	4,694	10,611
Payables and accruals	13,404	71,657
Cash from operations	155,735	189,383
Financial charges paid	(16,386)	(19,060)
Foreign taxes paid	(1,597)	
Net cash from operating activities	137,752	167,089
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(36,467)	(33,763)
Proceeds from disposal of property, plant and equipment	41	995
Investments made	(60,000)	-
Net cash used in investing activities	(96,426)	(32,768)
FINANCING ACTIVITIES		
Changes in short term loans, murabaha and tawarruq finances	80,490	(560,584)
Changes in term loans	(17,852)	463,879
Net cash from (used in) financing activities	62,638	(96,705)
Net increase in cash and cash equivalents	103,964	37,616
Cash and cash equivalents at the beginning of the year	309,721	268,557
Movement in translation loss, net	311	(1,130)
CASH AND CASH EQUIVALENTS AT MARCH 31	413,996	305,043



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

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2015

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 design and engineering, manufacturer and fabricator of construction materials, pre-engineered steel buildings, steel structures, air conditioning and climate control systems for commercial, industrial and residential applications, telecom and transmission towers, process equipment, precast concrete building products, fiberglass, rockwool and engineered plastic foam insulations, and solar power projects.

The parent company has a branch in Dammam and its main subsidiaries are in Saudi Arabia, Egypt, Vietnam, Austria, Italy, India, China and United Arab Emirates.

In 2014, the parent company lost its control in Rabiah and Nasser and Zamil Concrete Industrial Co. Ltd (RANCO) (formerly a subsidiary of the parent company with 50% holding) and the investee company has been deconsolidated effective October 1, 2014 and recognized as investment in associate using equity method.

In 2014, the parent company acquired controlling interest in an existing investee company, Saudi Central Energy Company, which has become a wholly owned subsidiary effective January 1, 2014 at a carrying value of SR 0.35 million.

In 2014, Gulf Insulation Group (GIG), a subsidiary of the parent company, transferred its 100% interest in its subsidiary, Saudi Preinsulated Pipes Company Limited (SPPI), to its shareholders against consideration in term of payment of dividend of SR 24.63 million. Further, the change in structure of the ownership in SPPI resulted in accounting for SPPI (formerly subsidiary of GIG up to December 31, 2013) as a subsidiary of the parent company effective January 1, 2014.

In 2014, GIG has disposed off its 49% investment in an associate, Armacell Zamil Middle East Company Limited, effectively May 31, 2014 for a consideration of SR 22.5 million and recognized a gain of SR 14.08 million. Legal formalities associated with the transfer of ownership were in process at the period-end.

In 2014, the parent company transferred its direct shareholding of 65% in Canam Asia Limited to one of its subsidiaries, Zamil Steel Holding Company. Further, the status of Canam Asia Limited was also changed from limited liability company to a branch under Zamil Steel Holding Company. The operating results of this branch has been combined in financial results of Zamil Steel Holding Company.

During the period, the parent company has applied for equity shares under the initial public offering amounting to SR 60 million, the allotment of which is pending at the period-end.

The share capital of the parent company, amounting to SR 600 million (31 March 2014: SR 600 million) is divided into 60 million shares of SR 10 each (31 March 2014: 60 million shares of SR 10 each).

ZAMIL INDUSTRIAL INVESTMENT COMPANY AND ITS SUBSIDIARIES

(SAUDI JOINT STOCK COMPANY)

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued) FOR THE PERIOD ENDED MARCH 31, 2015

2. SIGNIFICANT ACCOUNTING POLICIES

These consolidated interim financial statements have been prepared in accordance with generally accepted accounting standards in the Kingdom of Saudi Arabia issued by the Saudi Organization for Certified Public Accountants ("SOCPA"). Significant accounting policies adopted by the Group are summarized as follows:

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 consolidated interim 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 consolidated interim financial statements and the reported amounts of revenues and expenses during the reporting period.

Revenue recognition

Net sales represent the invoiced value of goods supplied, services rendered and work executed by the group during the period. 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.

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

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 principally comprises of pre-operating expenses, software cost and right of use of leased land. Pre-operating expenses comprise of expenses incurred prior to commencement of commercially viable production which is expected to provide benefits in future periods. These costs also include plants testing and commissioning costs net off any proceeds from sale of off-spec production during the testing phase. Deferred charges except right of use of land are amortised over the estimated periods of benefit not exceeding five years. The right of use of leased land is amortized over the lease period using the straight-line method.

Expenses

Selling and distribution expenses are those that specifically relate to salesmen, warehousing, distribution 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.

ZAMIL INDUSTRIAL INVESTMENT COMPANY AND ITS SUBSIDIARIES

(SAUDI JOINT STOCK COMPANY)

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued) FOR THE PERIOD ENDED MARCH 31, 2015

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 consolidated interim statement of income. Financial statements of foreign subsidiaries 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 consolidated interim stockholders' equity. Translation loss that is considered permanent is charged to the consolidated interim statement of income.

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 consolidated interim statement of income. Marketable equity securities available for sale are stated at fair value and unrealized gains and losses thereon are included in consolidated interim 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 consolidated interim 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.

Net investment in finance lease

Leases in which the group transfers substantially all the risks and rewards incidental to the ownership of an asset to the lessee are classified as finance leases. A receivable is recognized at an amount equal to the present value of the lease payments which is included in the consolidated interim financial statements as "net investment in finance lease".

Goodwill

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 consolidated interim statement of income.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued) FOR THE PERIOD ENDED MARCH 31, 2015

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 consolidated interim statement of income.

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 unit) is less than the carrying amount of the cash-generating unit (or group of cash-generating unit) 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 (or 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 (or 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 directly to the consolidated interim statement of income. The zakat charge and income tax, assessable on the non-controlling stockholders is included in non-controlling interests. 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.

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued) FOR THE PERIOD ENDED MARCH 31, 2015

Earnings per share

Earnings per share are computed by dividing net income for the period by the weighted average number of shares outstanding, during the period ended March 31, 2015 of 60 million shares (2014: 60 million shares).

Earnings per share from the continuing main operations are computed by dividing the operating income adjusted with zakat and tax, finance charges, net share of profit/loss from associates 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.

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 1 January to 1 January to		Income/ (loss) from main operations SR 000		Net assets SR 000	
	31 March 2015	31 March 2014	31 March 2015	1 January to 31 March 2014	31 March 2015	31 March 2014
	(un-audited)	(un-audited)	(un-audited)	(un-audited)	(un-audited)	(un-audited)
Air conditioner industry	547,186	502,686	49,812	42,682	802,024	673,487
Steel industry	628,684	658,108	42,730	52,847	1,016,672	973,375
Insulation	81,118	73,957	8,969	7,394	128,175	102,326
Head office and others	1,961	58,111	(4,018)	(8,008)	(130,762)	(72,358)
	1,258,949	1,292,862	97,493	94,915	1,816,109	1,676,830

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

	_				
			Income /(loss) from main		
	Sales SR 000		operations SR 000		
	1 January to	1 January to	1 January to	1 January to	
	31 March	31 March	31 March	31 March	
	2015	2014	2015	2014	
	(un-audited)	(un-audited)	(un-audited)	(un-audited)	
Saudi Arabia					
Local sales	923,085	937,577	80,385	71,121	
Export sales	98,686	112,750	5,534	8,452	
Other Asian countries	142,278	137,982	4,173	7,029	
Africa	92,998	103,457	7,374	8,585	
Europe	1,902	1,096	27	(272)	
	1,258,949	1,292,862	97,493	94,915	

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued) FOR THE PERIOD ENDED MARCH 31, 2015

4. DIVIDENDS

In 2014, the board of directors proposed a final cash dividend of SR 1.00 per share for the year 2014 totalling SR 60 million being 10% of the share capital (2013: SR 1 per share totalling SR 60 million being 10% of the share capital) which was subsequently approved by the stockholders in April 2015 in their annual general assembly.

5. CONTINGENT LIABILITIES

At March 31, 2015, the group has outstanding bank guarantees amounting to SR 933 million (March 31, 2014: SR 1,181 million) issued during the normal course of the business.

6. RESULTS OF INTERIM PERIOD

The results of the interim period are not audited and therefore it may not give accurate indication of the annual operating results.

7. COMPARATIVE FIGURES

Certain figures for 2014 have been reclassified to conform with the presentation in the current period.