

AL JURAID & COMPANY
MEMBER FIRM OF
PRICEWATERHOUSECOOPERS 

P.O. Box 16415
Jeddah 21464
Saudi Arabia

SINDI & BATTERJEE
Member of kreston International



P.O. Box 6685
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Saudi Arabia

SAVOLA GROUP COMPANY
(Saudi Joint Stock Company)

**Unaudited Interim Condensed Consolidated
Financial Statements for the Three and Six-
Month Periods Ended June 30, 2005 and 2004
and
Independent Accountants' Review Report**



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INDEPENDENT ACCOUNTANTS' REVIEW REPORT

July 16, 2005

To the Shareholders of Savola Group Company:

We have reviewed the accompanying interim consolidated balance sheet of Savola Group Company (the "Company") and its subsidiaries as of June 30, 2005 and the related interim condensed consolidated statements of income and retained earnings for the three and six-month periods then ended, and the interim condensed consolidated statement of cash flows for the six-month period then ended, including the related condensed notes. These interim condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with Standard of Review of Interim Financial Reports 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 in the Company for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in Saudi Arabia, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim condensed consolidated financial statements as of June 30, 2005 and for the three and six-month periods then ended for them to be in conformity with accounting principles generally accepted in Saudi Arabia appropriate to the circumstances of the Company.

**For AL JURAID & COMPANY
Member Firm of PricewaterhouseCoopers**

For SINDI & BATTERJEE

By: _____
Walid I. Shukri
License Number 329

By: _____
Abdul Qader Ali Sindi
License Number 117

SAVOLA GROUP COMPANY
(A Saudi Joint Stock Company)

INTERIM CONSOLIDATED BALANCE SHEETS (UNAUDITED)
JUNE 30, 2005 AND 2004
(In thousands)

| | <u>2005</u> | <u>2004</u> |
|--|----------------------------|----------------------------|
| <u>ASSETS</u> | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | SR 403,277 | SR 94,561 |
| Available-for-sale securities | 366,200 | 166,155 |
| Accounts receivable - net | 845,076 | 296,476 |
| Inventories - net | 1,005,599 | 516,314 |
| Prepayments and other assets | <u>269,536</u> | <u>205,621</u> |
| Total current assets | 2,889,688 | 1,279,127 |
| INVESTMENTS - Net | 762,209 | 588,150 |
| GOODWILL - Net | 134,919 | 108,910 |
| OTHER NON-CURRENT ASSETS - Net | 77,806 | 40,347 |
| FIXED ASSETS - Net | <u>3,448,754</u> | <u>2,382,213</u> |
| TOTAL | <u>SR 7,313,376</u> | <u>SR 4,398,747</u> |
| <u>LIABILITIES AND EQUITY</u> | | |
| CURRENT LIABILITIES: | | |
| Short-term bank borrowings | SR 1,704,039 | SR 991,041 |
| Current portion of long-term debt | 152,935 | 97,058 |
| Accounts payable | 846,378 | 313,570 |
| Accrued expenses and other liabilities | <u>616,922</u> | <u>290,695</u> |
| Total current liabilities | 3,320,274 | 1,692,364 |
| LONG-TERM PAYABLES | 132,478 | 104,059 |
| LONG-TERM DEBT | 1,022,169 | 280,053 |
| EMPLOYEES' TERMINATION BENEFITS | <u>100,485</u> | <u>78,436</u> |
| Total liabilities | <u>4,575,406</u> | <u>2,154,912</u> |
| EQUITY: | | |
| Equity attributable to the Company's shareholders: | | |
| Share capital (see Note 6) | 1,250,000 | 1,000,000 |
| Share premium reserve | 9,000 | 9,000 |
| Statutory reserve | 394,631 | 344,394 |
| General reserve | 254,000 | 254,000 |
| Foreign currency translation adjustments | (58,919) | (63,452) |
| Unrealized gains on investments | 69,659 | 15,293 |
| Retained earnings | <u>196,133</u> | <u>278,845</u> |
| Total shareholders' equity | 2,114,504 | 1,838,080 |
| Minority interests | <u>623,466</u> | <u>405,755</u> |
| Total equity | <u>2,737,970</u> | <u>2,243,835</u> |
| TOTAL | <u>SR 7,313,376</u> | <u>SR 4,398,747</u> |

The accompanying notes 1 to 10 form an integral part of these interim condensed consolidated financial statements.

SAVOLA GROUP COMPANY
(A Saudi Joint Stock Company)

**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND
RETAINED EARNINGS (UNAUDITED)
FOR THE THREE AND SIX-MONTH PERIODS ENDED JUNE 30, 2005 AND 2004**
(In thousands, except for earnings per share)

| | <u>Three months ended</u> | | <u>Six months ended</u> | |
|---|---------------------------|----------------------|-------------------------|----------------------|
| | <u>June 30, 2005</u> | <u>June 30, 2004</u> | <u>June 30, 2005</u> | <u>June 30, 2004</u> |
| REVENUES - Net | SR 1,599,381 | SR 1,237,708 | SR 3,142,913 | SR 2,355,850 |
| COST OF REVENUES | <u>(1,336,392)</u> | <u>(1,014,322)</u> | <u>(2,646,772)</u> | <u>(1,932,002)</u> |
| GROSS PROFIT | 262,989 | 223,386 | 496,141 | 423,848 |
| EXPENSES: | | | | |
| Selling and marketing | (141,108) | (99,958) | (254,572) | (195,360) |
| General and administrative | <u>(71,765)</u> | <u>(53,536)</u> | <u>(137,860)</u> | <u>(108,409)</u> |
| OPERATING INCOME | 50,116 | 69,892 | 103,709 | 120,079 |
| OTHER (EXPENSES) INCOME: | | | | |
| Investments income - net | 77,111 | 43,388 | 157,098 | 70,823 |
| Financing income and other - net | <u>6,671</u> | <u>1,471</u> | <u>(2,332)</u> | <u>5,483</u> |
| INCOME BEFORE ZAKAT, FOREIGN INCOME TAX AND MINORITY INTERESTS | 133,898 | 114,751 | 258,475 | 196,385 |
| ZAKAT AND FOREIGN INCOME TAX | <u>(4,241)</u> | <u>(2,183)</u> | <u>(6,467)</u> | <u>(4,022)</u> |
| INCOME BEFORE MINORITY INTERESTS | 129,657 | 112,568 | 252,008 | 192,363 |
| SHARE OF MINORITY INTERESTS IN NET INCOME OF CONSOLIDATED SUBSIDIARIES | <u>(17,117)</u> | <u>(22,582)</u> | <u>(33,412)</u> | <u>(36,218)</u> |
| NET INCOME | 112,540 | 89,986 | 218,596 | 156,145 |
| RETAINED EARNINGS AT BEGINNING OF PERIOD | 234,193 | 259,459 | 453,737 | 305,900 |
| DIVIDENDS | (150,000) | (70,000) | (225,000) | (182,000) |
| DIRECTORS' REMUNERATIONS | (600) | (600) | (1,200) | (1,200) |
| BONUS SHARES ISSUED | <u>-</u> | <u>-</u> | <u>(250,000)</u> | <u>-</u> |
| RETAINED EARNINGS AT END OF PERIOD | <u>SR 196,133</u> | <u>SR 278,845</u> | <u>SR 196,133</u> | <u>SR 278,845</u> |
| EARNINGS PER SHARE (in SR) (see Note 7) | <u>SR 4.50</u> | <u>SR 3.60</u> | <u>SR 8.74</u> | <u>SR 6.25</u> |

The accompanying notes 1 to 10 form an integral part of these interim condensed consolidated financial statements.

SAVOLA GROUP COMPANY
(A Saudi Joint Stock Company)

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2005 AND 2004
(In thousands)

| | <u>2005</u> | <u>2004</u> |
|---|-------------------|------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | SR 218,596 | SR 156,145 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 105,636 | 76,565 |
| Minority interests | 33,412 | 36,218 |
| Investments income - net | (157,098) | (70,823) |
| Net changes in operating assets and liabilities | <u>(121,991)</u> | <u>(177,305)</u> |
| Net cash provided by operating activities | <u>78,555</u> | <u>20,800</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Dividends received from an associated company | 100,825 | 120,990 |
| Net change in investments | (220,734) | 1,148 |
| Changes in goodwill | (2,474) | (3,582) |
| Additions to other non-current assets | (22,103) | (21,506) |
| Additions to fixed assets - net | <u>(350,623)</u> | <u>(424,878)</u> |
| Net cash used by investing activities | <u>(495,109)</u> | <u>(327,828)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net changes in short-term bank borrowings | 711,876 | 252,345 |
| Net changes in long-term debt | (49,027) | 163,499 |
| Net changes in minority interests and other | (42,344) | (958) |
| Dividends paid | <u>(64,460)</u> | <u>(179,669)</u> |
| Net cash provided by financing activities | <u>556,045</u> | <u>235,217</u> |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | 139,491 | (71,811) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | <u>263,786</u> | <u>166,372</u> |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | <u>SR 403,277</u> | <u>SR 94,561</u> |

The accompanying notes 1 to 10 form an integral part of these interim condensed consolidated financial statements.

SAVOLA GROUP COMPANY
(A Saudi Joint Stock Company)

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
FOR THE THREE AND SIX-MONTH PERIODS ENDED JUNE 30, 2005 AND 2004

1. THE COMPANY, ITS SUBSIDIARIES AND NATURE OF BUSINESS

Savola Group Company (the "Company"), a Saudi joint stock company, was formed under the Regulations for Companies in the Kingdom of Saudi Arabia per Royal Decree number M/21 dated Rabi-ul-Awal 29, 1398H (March 9, 1978). The Company's commercial registration number 4030019708 was issued in Jeddah on Rajab 21, 1399H (June 16, 1979). The purpose of the Company includes the manufacturing and marketing of vegetable oils and to set up related industries, retail outlets, dairy products, snack foods, packing materials, exports and imports, commercial contracting, trade agencies and development of agricultural products.

The Company has investments in the following consolidated subsidiaries (collectively the "Group"), which operate under separate commercial registrations and are principally engaged in the manufacturing and marketing of food products, retailing, packaging materials and fast food operations:

| <u>Name</u> | <u>Country of incorporation</u> | <u>Effective ownership interest (%) at June 30,</u> | |
|--|---------------------------------|---|-------------|
| | | <u>2005</u> | <u>2004</u> |
| Savola Packaging Systems Limited ("SPS") | Saudi Arabia | 100 | 100 |
| Utur Packaging Materials Company Limited | Saudi Arabia | 100 | 100 |
| Royah Company for the Development of Information Systems and Computer Services | Saudi Arabia | 100 | 100 |
| Savola Trading International Limited ("STI") | Virgin Islands | 100 | 100 |
| Tayseer FZCO ("Tayseer") | United Arab Emirates | 100 | 100 |
| Azizia Panda Trading Company ("APTC") | Saudi Arabia | 100 | 100 |
| Al-Azizia-Panda United Company (formerly Al Azizia - Panda Al Qassim Company) | Saudi Arabia | 100 | 100 |
| Savola Edible Oils Company Ltd. ("SEO") | Saudi Arabia | 90.63 | 90.63 |
| Herfy Food Services Company Ltd. | Saudi Arabia | 70 | 70 |
| Savola Industrial Investments Co. ("SIIC") | Saudi Arabia | 63.5 | 63.5 |
| Modern Marafiq for Real Estate Development Co. Ltd. ("MMRDC") | Saudi Arabia | 100 | - |

SEO also has the following consolidated subsidiaries:

| <u>Name</u> | <u>Country of incorporation</u> | <u>Effective ownership interest (%) at June 30,</u> | |
|---|---------------------------------|---|-------------|
| | | <u>2005</u> | <u>2004</u> |
| Malintra Holdings | Luxembourg | 100 | 100 |
| Afia International Company, Jordan (formerly Savola Jordan Company) | Jordan | 75 | 75 |
| Savola Morocco Company | Morocco | 51 | 51 |
| Savola Sime Foods Limited ("SSFL") | Virgin Islands | 50 | 50 |
| Savola Edible Oils (Sudan) Ltd. (under development) ("S SC") | Sudan | 74.86 | 60 |
| Inveskz Inc. ("Inveskz") | Virgin Islands | 90 | - |
| Savola Behshahr Company ("SBeC") | Iran | 49 | - |

SIIC has a 64.79% ownership interest in United Sugar Company Ltd. ("USC"), a limited liability company registered in Saudi Arabia, which was consolidated in SIIC's interim financial statements before the preparation of these interim condensed consolidated financial statements.

During 2005, USC set up United Sugar Company - Egypt ("USCE"), as a limited liability company registered in the Arab Republic of Egypt. The purpose of USCE is to own and operate a cane sugar refinery in Egypt and to sell and distribute refined sugar and related by-products.

During 2005, SPS signed an agreement to acquire 100% effective ownership interest in Al-Sharq Plastic Industries Co. Ltd. ("Al-Sharq"), a limited liability company registered in Saudi Arabia. The main purpose of Al-Sharq is the manufacturing of, and wholesale and retail trading in plastic products. As of June 30, 2005, Al-Sharq is going through a reorganization phase and SPS is expected to take over the control of Al-Sharq during the third quarter of 2005. Accordingly, Al-Sharq's financial statements have not been consolidated in the accompanying interim condensed consolidated financial statements.

The Group also has an effective ownership interest of 49.9% in Savola Sime Egypt ("SSE"), a limited liability company registered in the Arab Republic of Egypt, which was also consolidated in SSFL's financial statements (having 75% ownership interest in SSE) before the preparation of these interim condensed consolidated financial statements. The Group has significant control over SSE.

During 2004, SSC was set up as a limited liability company in Sudan for the purpose of manufacturing and trading in edible oil products. As of June 30, 2005, SSC was still under development. Management expects that it will become operational in late 2005.

During the third quarter of 2004, SEO acquired 90% ownership interest in Inveskz, an international business company registered in the British Virgin Islands. The main purpose of Inveskz is to hold an investment in a Kazakhstan-based company engaged in the production and distribution of edible oil products.

During the third quarter of 2004, SEO also acquired 49% ownership interest in SBeC, a closed joint stock company registered in Iran. The main purpose of SBeC is to hold investments in two Iranian publicly traded joint stock companies engaged in the production and distribution of edible oil products and margarine. SEO has significant control over SBeC.

The accompanying interim condensed consolidated financial statements include all adjustments comprising mainly of normal recurring accruals considered necessary by the Group's management to present a fair consolidated statement of financial position, results of operations and cash flows. The interim results of the operations for the three and six-month periods ended June 30, 2005 and 2004 may not represent a proper indication for the Group's annual results of operations. These interim condensed consolidated financial statements and notes should be read in conjunction with the annual audited consolidated financial statements of the Company and the related notes for the year ended December 31, 2004.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying interim condensed consolidated financial statements have been prepared in accordance with the Standard of Interim Financial Reporting issued by the Saudi Organization for Certified Public Accountants (SOCPA). Significant accounting policies adopted by the Company in the preparation of its interim condensed consolidated financial statements are in conformity with those described in the Company's annual report for 2004, which are summarized as follows:

Basis of consolidation - The consolidated financial statements include the financial statements of the Company and its subsidiaries set forth in Note 1 above. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of estimates - The preparation of interim condensed 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 condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates.

Cash and cash equivalents - Cash and cash equivalents comprise cash on hand, cash with banks and other highly liquid short-term investments, if any, with original maturities of three months or less, which are available to the Group without any restrictions.

Accounts receivable - Accounts receivable are carried at original amounts less provision made for doubtful accounts. A provision for doubtful accounts is established when there is a significant doubt that the Group will not be able to collect all amounts due according to the original terms of accounts receivable.

Inventories - Inventories are valued at the lower of cost or market. Cost is determined on the weighted-average method. Cost of finished goods and work-in-process includes the cost of raw materials, direct labor and production overheads.

Investments in unconsolidated subsidiaries - Investments in unconsolidated subsidiaries, which are either under formation or liquidation, or where the control does not rest with the Group, or are under restructuring or re-organization, are not consolidated in these interim condensed financial statements but are accounted for using the equity method.

Investments in associated companies - Investments in associated companies, in which the Group has an effective ownership interest of less than 50% and which do not qualify for consolidation, are accounted for using the equity method. According to this method, investments are originally recorded at cost and then adjusted to reflect the Group's share in the profits or losses of the investee companies and their distribution of profits. The Group's share of profits or losses of the investee companies is credited or charged to the interim condensed consolidated statement of income currently.

Available-for-sale securities and other equity investments - Available-for-sale securities principally consist of less than 20% equity investments in various locally listed companies. The management intends to dispose of these investments within a period of one year from the date of the interim consolidated balance sheet date and, hence, such investments have been classified as current assets. Other equity investments, which are not held for trading purposes, principally consist of less than 20% equity investments in various limited liability companies. These investments are recorded at cost when acquired. The carrying values of these investments are adjusted based on the fair values of these companies at the date of the interim consolidated balance sheet, unless it is determined that the fair values cannot be estimated, in which case such investments are reflected at cost. Unrealized gains or losses resulting from changes in fair values, if material, are reported as a separate component of shareholders' equity. On disposal, such unrealized gains or losses are charged to the interim condensed consolidated statement of income. Permanent diminution in the value of such investments, if any, is charged to the interim condensed consolidated statement of income currently.

Goodwill - Goodwill represents the excess cost of investments over the fair value of the net assets acquired, and is being amortized using the straight-line method over a period not exceeding 20 years.

If the cost of the acquired investment is less than its fair value as of the acquisition date, such difference is adjusted by reducing the fair values of the non-current assets of the acquired investee in proportion with their book values.

Other non-current assets

- i) **Deferred charges** - Deferred charges consist of expenses incurred by the Group on setting up new retail outlets and other projects. Such expenses are amortized using the straight-line method over the related estimated economic lives not exceeding five years.

Deferred charges also include SIDF loan approval fees and related costs, which are deferred and are being amortized using the straight-line method over the period of the respective loans.

- ii) **Premium on leased land** - Premium on leased land, which was paid by the Group to a third party to acquire the rights to lease the land from a government agency, is recorded at cost, net of accumulated amortization. Amortization is calculated using the straight-line method over the life of leased land or 20 years, whichever is lower.

Fixed assets - Fixed assets are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets as follows:

| | <u>Years</u> |
|--------------------------------|--------------|
| Land | - |
| Buildings | 20 - 33 |
| Machinery and equipment | 3 - 20 |
| Furniture and office equipment | 4 - 10 |
| Motor vehicles | 3 - 4 |
| Leasehold improvements | 15 - 25 |

Interest costs on borrowings to finance the construction of fixed assets are capitalized during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are expensed when incurred.

Expenditures for maintenance and repairs that do not materially extend the asset's life are included in expenses.

Impairment of long-lived assets - Fixed assets and other non-current assets, including goodwill, are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss, if any, is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount. For the purpose of assessing impairment, assets are grouped at the lowest possible level for which there are separately identifiable cash flows.

Borrowings - Borrowings are recognized at the proceeds received, net of transaction costs incurred.

Other provisions - Other provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

Employees' termination benefits - Employees' termination benefits are accrued in accordance with the labor and workman laws in the countries of incorporation of the Group member companies and charged to the interim condensed consolidated statement of income currently. The liability is calculated at the current value of the vested benefits to which the employee is entitled, should he leave at the interim consolidated balance sheet date. Termination payments are based on the conditions stated in the laws of those countries.

Revenue recognition - Sales are recognized upon delivery of products or providing services to the customers, and are recorded net of discounts. Rental income is recognized over the lease terms, and is included under revenues.

Revenues are principally derived from manufacturing, wholesale and retail business in food and related products.

Operating leases - Rentals in respect of operating leases are charged to the interim condensed consolidated statement of income over the terms of the leases.

Selling, marketing, general and administrative expenses - Selling, marketing, general and administrative expenses include direct and indirect costs not specifically part of cost of revenues as required under generally accepted accounting principles. Allocations between cost of revenues and selling, marketing, general and administrative expenses, when required, are made on a consistent basis.

Zakat and income tax - The Company and its Saudi Arabian subsidiaries are subject to zakat in accordance with the regulations of the Department of Zakat and Income Tax ("DZIT"). The foreign subsidiaries are subject to tax regulations in their countries of incorporation. Income tax related to foreign subsidiaries are charged to the interim condensed consolidated statement of income currently.

Additional zakat and tax payable, if any, on the finalization of the Group's assessments are accounted for when determined.

Foreign currency translation - The Company's books of account are maintained in Saudi riyals. Foreign currency transactions are translated into Saudi riyals at the exchange rates prevailing at the dates of the transactions. Assets and liabilities denominated in foreign currencies are adjusted to reflect their Saudi riyal equivalents as of the interim consolidated balance sheet date. Exchange adjustments, which were not significant for 2005 and 2004, are charged or credited to the interim condensed consolidated statement of income currently.

Assets and liabilities of foreign subsidiaries are translated at the exchange rates in effect at the date of the interim condensed consolidated financial statements. The components of foreign subsidiaries' equity accounts, except retained earnings, are translated at the exchange rates in effect at the dates the related items originated. The elements of foreign subsidiaries' income statements are translated using the weighted-average exchange rate for the period. Adjustments resulting from the translation of foreign subsidiaries' financial statements into Saudi riyals are reported as a separate component of shareholders' equity in the accompanying interim condensed consolidated financial statements.

Dividends - Interim dividends are recorded in the Group's interim condensed consolidated financial statements in the period in which they are approved by the Boards of Directors. Final dividends are recorded in the period in which they are approved by the shareholders.

Reclassifications - Certain amounts in the 2004 interim condensed consolidated financial statements have been reclassified to conform to the 2005 presentation.

3. INVESTMENTS

Investments at June 30, 2005 include an amount of SR 578.5 million (2004 - SR 529.7 million) relating to 40.33% ownership interest in Al-Marai Company Ltd. ("Al-Marai"), an associated company. The Company's Board of Directors has decided to dispose of 30% of its investment in Al-Marai through the Al-Marai Initial Public Offer, which is expected to be completed during the third quarter of 2005.

4. SEASONAL CHANGES

Some of the Group's activities are affected by seasonal movements related to the month of Ramadan and Eid Al Adha, which cause sales to increase significantly in that period. The effect of such period for 2005 and 2004 will principally fall in the first and last quarters of the financial year.

5. SHORT-TERM BANK BORROWINGS

Short-term bank borrowings consist of bank overdrafts, short-term loans and a Murabaha financing arrangement, and bear financing charges at the prevailing market rates. Some of these short-term loans are secured by corporate guarantees of the Company and other Group member companies.

The Group has unused revolving bank borrowing facilities of SR 310 million as of June 30, 2005. At June 30, 2005 the Group's consolidated total current liabilities exceeded its consolidated total

current assets by SR 431 million. Management believes that these unused facilities will be utilized to meet the Group's financial obligations as they become due.

6. SHARE CAPITAL AND DIVIDENDS DECLARATION

The Company's share capital of SR 1,250 million at June 30, 2005 (2004 - SR 1,000 million) consists of 25 million (2004 - 20 million) fully paid and issued shares of SR 50 each.

The shareholders of the Company, in the extra-ordinary general assembly meeting held on March 19, 2005, resolved to increase the Company's share capital by issuing one bonus share for every four shares outstanding as of that date and approved the payment of final dividends amounting to SR 75 million to the shareholders. As a result, the share capital increased to SR 1,250 million and the number of shares increased to 25 million shares. A transfer of SR 250 million from retained earnings affected such increase in share capital.

The Board of Directors, in its meeting held on May 4, 2005, recommended to increase the Company's share capital by SR 250 million by issuing one bonus share for every five shares outstanding. Such bonus share issue is expected to be completed during the third quarter of 2005 after the approval of the shareholders in their next extra-ordinary general assembly meeting and after obtaining regulatory approvals.

Also, the Board of Directors in its meeting held on June 20, 2005 approved the payment of interim dividends amounting to SR 6 per share.

The Board of Directors, in its meeting held on September 15, 2004, has resolved to further increase the Company's share capital by issuing new right shares to the existing shareholders. Currently, the Company is in process of obtaining regulatory approvals for this increase in capital.

7. EARNINGS PER SHARE

Earnings per share for the six-month period ended June 30, 2004 have been computed by dividing the net income for such period by 25 million shares to give a retroactive effect of the bonus shares issued in March 2005.

8. SEGMENTAL INFORMATION

During the six-month periods ended June 30, 2005 and 2004, the principal activities of the Group related to manufacturing, wholesale and retail trading in various types of food and related products. Selected financial information as of June 30, 2005 and 2004, and for the six-month periods then ended, summarized by segment, is as follows (SR 000's).

| <u>2005</u> | <u>Manufacturing/ wholesale</u> | <u>Retail</u> | <u>Other</u> | <u>Total</u> |
|--------------------------------|-------------------------------------|---------------|--------------|--------------|
| Fixed assets - net | 1,448,789 | 1,980,248 | 19,717 | SR 3,448,754 |
| Other non-current assets - net | 223,188 | 238,761 | 512,985 | 974,934 |
| Revenues - net | 2,016,163 | 1,122,687 | 4,063 | 3,142,913 |
| Net income | 71,317 | 40,785 | 106,494 | 218,596 |

| <u>2004</u> | <u>Manufacturing/ wholesale</u> | <u>Retail</u> | <u>Other</u> | <u>Total</u> |
|--------------------------------|-------------------------------------|---------------|--------------|--------------|
| Fixed assets - net | 831,014 | 1,532,442 | 18,757 | 2,382,213 |
| Other non-current assets - net | 87,288 | 100,287 | 549,832 | 737,407 |
| Revenue - net | 1,385,959 | 969,891 | - | 2,355,850 |
| Net income | 93,204 | 33,345 | 29,596 | 156,145 |

The Group's operations are conducted in Saudi Arabia, Egypt, Iran and certain other geographical areas. Selected financial information as of June 30, 2005 and 2004, and for the six-month periods then ended, summarized by geographic area, is as follows (SR 000's):

| <u>2005</u> | <u>Saudi Arabia</u> | <u>Egypt</u> | <u>Iran</u> | <u>Other countries</u> | <u>Total</u> |
|-----------------------------------|---------------------|--------------|-------------|----------------------------|--------------|
| Fixed assets - net | 2,789,538 | 60,953 | 463,324 | 134,939 | 3,448,754 |
| Other non-current assets - net | 863,992 | 9,471 | 6,385 | 95,086 | 974,934 |
| Revenues - net | 2,272,189 | 217,972 | 491,577 | 161,175 | 3,142,913 |
| Net income (loss) | 238,993 | 1,696 | 1,186 | (23,279) | 218,596 |
| <u>2004</u> | | | | | |
| Fixed assets - net | 2,300,489 | 58,061 | - | 23,663 | 2,382,213 |
| Other non-current assets - net | 596,568 | - | - | 140,839 | 737,407 |
| Revenues - net | 1,952,326 | 186,270 | - | 217,254 | 2,355,850 |
| Net income | 148,610 | 1,890 | - | 5,645 | 156,145 |

9. COMMITMENT, CONTINGENT LIABILITIES AND OTHER MATTERS

During June 2005, the Company has entered into a participative agreement to acquire a stake in an Egyptian company engaged in fertilizers business amounting to approximately SR 405 million. The Company is expected to finalize this deal by December 2005.

The DZIT has assessed additional zakat liability of SR 34.5 million concerning prior periods against the Company and certain of its consolidated subsidiaries. Management has appealed such assessments and believes that the DZIT will eventually reverse its assessments. Accordingly, no provision for such amount has been made in the accompanying interim condensed consolidated financial statements.

10. BOARD OF DIRECTORS' APPROVAL

These interim condensed consolidated financial statements have been approved by the Company's Board of Directors on July 16, 2005.
