DAR AL ARKAN REAL ESTATE DEVELOPMENT COMPANY

Saudi Shareholding Company Riyadh – Kingdom of Saudi Arabia

AUDITORS' REPORT
AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2005

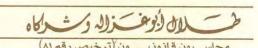
DAR AL ARKAN REAL ESTATE DEVELOPMENT COMPANY Saudi Shareholding Company Riyadh – Kingdom of Saudi Arabia

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Certified Public Accountants (Licence No. 81)





Member of Talal Abu Ghazaleh Organization

TO:
THE SHAREHOLDERS
DAR AL ARKAN REAL ESTATE DEVELOPMENT
Saudi shareholding Company
Riyadh – Kingdom of Saudi Arabia

Subject: Auditors' Report

SCOPE OF AUDIT: We have audited the accompanying balance sheet of DAR AL ARKAN REAL ESTATE DEVELOPMENT - SAUDI SHAREHOLDING COMPANY — as at 31 December 2005 and the statements of income, shareholders' equity and cash flows for the year then ended together with the accompanying notes from (1) to (24) which form an integral part of these statements. These financial statements have been prepared in accordance with Article No. 123 of the Saudi Companies' Regulation, and submitted to us along with the entire information requested. We conducted our audit in accordance with generally accepted auditing standards, which included examination of the accounting records and other audit procedures as we deemed necessary to enable us in establishing a reasonable basis for expressing our opinion on the financial statements.

CLEAN OPINION: In our opinion, the financial statements referred to above taken as a whole:

- Present fairly, the financial position of DAR AL ARKAN REAL ESTATE DEVELOPMENT SAUDI SHAREHOLDING COMPANY as at 31 December 2005, and the results of its operations, and its cash flows for the year then ended, in the light of the presentation and disclosures of information contained in the financial statements and in conformity with the generally accepted accounting principles.
 - Comply with the requirements of the Saudi Companies Regulation and the Company's Articles of Association in regard to the preparation and presentation of the financial statements.

Damas Date: 29 Rabia II 1427 H.

27 May 2006 G.

Signature:

Abdulqadir A. Al-Wohaib

(License No. 48)

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DAR AL ARKAN REAL ESTATE DEVELOPMENT COMPANY Saudi Shareholding Company Riyadh – Kingdom of Saudi Arabia

BALANCE SHEET AS AT 31 DECEMBER 2005

EXHIBIT A

	Note	2005	2004
		SR.	SR
ASSETS			
Current Assets			
Cash and cash equivalents	(3)	525,619,212	65,536,630
Accounts receivable, net	(4)	437,851,469	509,283,642
Projects under construction	(6)	7,592,910,724	3,725,359,955
Developed lands	(5)	1,795,668,274	1,250,360,291
Prepaid expenses and others	(7)	78,591,167	49,400,438
Short term investments	(8)	121,024,965	72,295,863
Total current assets		10,551,665,811	5,672,236,819
Non-Current Assets	(0)	127.000.000	205 257 500
Long term investments	(8)	135,000,000	295,257,599
Fixed assets, net	(9)	133,524,637	80,351,898
Deferred charges, net	(10)	3,611,672	4,711,180
Intangible assets Total non-current assets		272 126 200	114,241 380,434,918
		272,136,309	
TOTAL ASSETS		10,823,802,120	6,052,671,737
LIABILITIES AND SHAREHOLDERS' EQU	ITY		
Current Liabilities			
Notes payable			25,146,380
Projects' shareholders	(11)	83,826,071	429,945,908
Accounts payable	(12)	94,871,324	81,210,936
Accrued expenses and others	(13)	225,476,985	57,037,958
Total current liabilities		404,174,380	593,341,182
Non-Current Liabilities			
Provision for end-of-service benefits	(14)	1,902,056	813,832
Total non - current liabilities		1,902,056	813,832
Shareholders' Equity			
Capital	(15)	5,400,000,000	5,400,000,000
Statutory reserve	(16)	3,242,253,763	143,879,353
General reserve	(17)		1,041,025,641
Treasury stock	(18)	and the second	(2,418,302,445)
Retained earnings		1 775 471 001	1,291,914,174
The state of the s		1,775,471,921	1,271,714,174
Total shareholders' equity - Exhibit c		10,417,725,684	5,458,516,723

THE ACCOMPANYING NOTES FROM (1) TO (24) CONSTITUTE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

DAR AL ARKAN REAL ESTATE DEVELOPMENT COMPANY Saudi Shareholding Company Riyadh – Kingdom of Saudi Arabia

STATEMENT OF INCOME FOR THE YEAR ENDED 31 DECEMBER 2005

EXHIBIT B

	Note	2005 SR.	2004 SR.
Revenues Cost of revenues		4,196,817,392 (2,167,173,804)	2,483,561,469 (1,272,539,657)
Gross income	(19)	2,029,643,588	1,211,021,812
Principal activities expenses:			
Sales & marketing expenses	(20)	(15,205,879)	(13,018,848)
General and administrative expenses	(21)	(23,621,644)	(16,977,576)
Participation expenses		(121,514,216)	(60,896,991)
Depreciation of fixed assets		(13,253,161)	(1,662,442)
Amortization of deferred charges		(1,099,508)	(786,360)
Net income from principal activities Results of other activities :		1,854,949,180	1,117,679,595
Investment Profit		64,700,068	
Other income / (expenses)		2,090,451	(33,360)
Net income before Zakat		1,921,739,699	1,117,646,235
Zakat for the year	(22)	(146,267,778)	(28,852,708)
Net income for the year - Exhibit C		1,775,471,921	1,088,793,527

THE ACCOMPANYING NOTES FROM (1) TO (24) CONSTITUTE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

DAR AL ARKAN REAL ESTATE DEVELOPMENT COMPANY Saudi Shareholding Company

Riyadh - Kingdom of Saudi Arabia

STATEMENT OF SHAREHOLDERS' EQUITY FOR THE YEAR ENDED 31 DECEMBER 2005

EXHIBIT C

	Capital SR.	Statutory Reserve SR.	General Reserve SR.	Treasury stock SR.	Retained Earnings	Total
Shareholders Equity as of 31 December 2003	70,000,000	35,000,000	SR.	SR.	SR. 312,000,000	SR. 417,000,000
Capital paid in	5,330,000,000		-	_	-	5,330,000,000
General Reserve	-	-	1,041,025,641	_	_	1,041,025,641
Statutory Reserve	-	108,879,353	-	-	(108,879,353)	_
Treasury stock	-	-	_	(2,418,302,445)	-	(2,418,302,445)
Net Income for the year 2004 – Exhibit B		-	-	-	1,088,793,527	1,088,793,527
Shareholders Equity as of 31 December 2004- Exhibit "A"	5,400,000,000	143,879,353	1,041,025,641	(2,418,302,445)	1,291,914,174	5,458,516,723
Share premium	-	-	1,933,333,259		2	1,933,333,259
Transfer from General reserve to statutory reserve	_	2,974,358,900	(2,974,358,900)	22		
Profit on sale of treasury stock		124,015,510	_	(20) 11)	-	124,015,510
Dividends		_	_	-	(1,291,914,174)	(1,291,914,174)
Treasury stock sold	-	_	-	2,418,302,445	-	2,418,302,445
Net Income for the year – Exhibit B	-		-	-	1,775,471,921	1,775,471,921
Shareholders Equity as of 31 December 2005- Exhibit "A"	5,400,000,000	3,242,253,763	_	_	1,775,471,921	10,417,725,684

THE ACCOMPANYING NOTES FROM (1) TO (24) CONSTITUTE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

DAR AL ARKAN REAL ESTATE DEVELOPMENT COMPANY Saudi Shareholding Company

Riyadh - Kingdom of Saudi Arabia

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2005

		EXHIBIT D
	2005	2004
*	SR	SR
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income for the year	1,775,471,921	1,088,793,527
Adjustments for:		
Depreciation of fixed assets	13,253,161	1,662,442
Amortization of deferred charges	1,099,508	
Provision for end-of-service benefits	1,257,467	117,642
Loss on sale of fixed assets		33,360
Provision for doubtful accounts	3,750,421	
Changes in Operating Assets and Liabilities		
Decrease / (Increase) in accounts receivable, net	67,681,752	(505,398,253)
(Increase) in developed lands	(545,307,983)	(1,250,360,291)
(Increase) in project under construction	(3,867,550,769)	(2,322,746,381)
(Increase) in prepaid expenses & others	(29,190,729)	(48,654,992)
(Decrease) in projects' shareholders	(346,119,837)	(19,464,138)
Increase in accounts payables	13,660,388	70,166,844
Increase in accrued expenses & others	168,439,027	31,292,833
End - of - service benefits paid	(169,243)	(326,557)
Net cash (used in) operating activities	(2,743,724,916)	(2,954,557,407)
Cash Flows From Investing Activities	()	
Purchase of fixed assets	(66,425,900)	(74,633,351)
Deferred charges	(00,120,500)	(4,711,180)
Intangible assets	114,241	(114,241)
Investments	111,528,497	(367,553,462)
Proceeds from sale of fixed assets		36,789
Net cash from / (used in) investing activities	45,216,838	(446,975,445)
Cash Flows From Financing Activities		
Notes payable	(25,146,380)	21,925,103
Partners' accounts		(543,512,928)
Capital		5,330,000,000
Statutory reserve	3,098,374,410	
General reserve	(1,041,025,641)	1,041,025,641
Treasury stock	2,418,302,445	(2,418,302,445)
Dividends	(1,291,914,174)	
Net cash from financing activities	3,158,590,660	3,431,135,371
Increase in cash and cash equivalents	460,082,582	29,602,519
Cash and cash equivalents, beginning of the year	65,536,630	35,934,111
CASH AND CASH EQUIVALENTS, END OF THE		
YEAR - EXHIBIT A	525,619,212	65,536,630

THE ACCOMPANYING NOTES FROM (1) TO (24) CONSTITUTE AN INTEGRAL
PART OF THESE FINANCIAL STATEMENTS

DAR AL ARKAN REAL ESTATE DEVELOPMENT COMPANY Saudi Shareholding Company

Riyadh - Kingdom of Saudi Arabia

NOTES TO THE FINANCIAL STATEMETNS

1- STATUS AND ACTIVITIES:

DAR AL ARKAN REAL ESTATE DEVELOPMENT COMPANY – Saudi Shareholding Company (referred to hereinafter as the "Company") operates under the Commercial Registration No. 1010160195 dated 16/4/1421H, issued in Riyadh

The Company operates in the field of purchasing and possessing real estate and lands, constructing buildings for the purpose of investing thereof by renting or selling in favor of the company.

The Company operates in general construction of residential and commercial buildings (construction, maintenance, demolition and reconstruction), wholesale and retail in sanitary materials, plumbing, electrical, paints, construction materials, office equipment and motor vehicles either in cash or by installment payments.

The legal status of the Company was changed from a limited liability by shares to shareholding company on 21/5/1426 H. corresponding to 28/6/2005.

2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles of the Kingdom of Saudi Arabia, The significant accounting policies applied in the preparation of these financial statements are as follows:

a) Accounting Convention:

These financial statements have been prepared under the historical cost convention using accrual basis and going concern concept.

b) Cash and Cash Equivalents:

For the purpose of preparing the cash flows statement, cash and cash equivalents include cash on hand and unrestricted current accounts with banks.

c) Accounts Receivable:

Accounts receivable are stated in the accompanying balance sheet at their estimated net realizable value after deducting the related provision for doubtful accounts (if any), The provision for doubtful accounts is estimated based on analysis of the collectible balances of the accounts receivable at the end of the year.

d) Investments:

This item represents investments in other companies' projects against determined percentage of the profit of these projects as per contracts.

e) Fixed Assets:

Fixed assets are stated at cost net of accumulated depreciation thereof up to the date of the financial statements. Depreciation is computed using the straight – line method over their estimated useful lives as per the following annual rates of depreciation:

Buildings	3%
Vehicles	25%
Furniture and fixtures	20-25%
Electrical appliances	20-25%
Leasehold improvements	5-20%
Prefabricated houses	25%
Tools	20%
Signboards	20%

e) Deferred charges:

The company amortizes deferred charges using the straight-line method over five years.

g) Provision for End-of-Service Benefits:

Provision for end-of-service benefits is calculated and provided for in accordance with Saudi Labor Regulation.

f) Zakat Provision:

Zakat is measured and recognized in the statement of income for each financial period pursuant to Zakat Regulation in the Kingdom of Saudi Arabia. The provision for Zakat is settled in the financial year in which the final assessment of Zakat is issued. Variances between the amount of provision for Zakat and the final assessment are recognized in the statement of income as changes in accounting estimates and included in the financial period on which the final assessment of Zakat is issued.

g) Revenue Recognition:

Revenue from rendering of services is generally recognized upon selling the projects and relinquishing their ownership which concurrently coincide with the issuance of sales contracts.

h) General, Administrative & Marketing Expenses:

General, administrative and marketing expenses are measured and recognized as a period cost at the time when such expenses are incurred. Expenses benefiting more than one financial period are allocated over such periods using their historical cost.

I) Foreign Currency Transactions:

Transactions in foreign currencies are converted into Saudi Riyals at rates of exchange ruling at the date of these transactions. Asset and liabilities at the balance sheet date are converted into Saudi Riyals at rates of exchange prevailing at the balance sheet date. Gains or losses resulting from the variation in exchange rates are taken currently to statement of income.

3- CASH AND CASH EQUIVALENTS:

The details of this item are as follows:

	2005	2004
+	SR.	SR.
Cash on hand Checking accounts with local banks in	326,516	297,361
Saudi Riyals	525,292,696	65,239,269
Total – Exhibit A	525,619,212	65,536,630

4- ACCOUNTS RECEIVABLE, NET:

The details of this item are as follows:

	2005	2004
	SR.	SR.
Accounts receivable	441,601,890	509,283,642
Provision for doubtful accounts	(3,750,421)	-
Accounts receivable, net - Exhibit A	437,851,469	509,283,642
	Company of the second s	forth and the second se

5- PROJECTS UNDER CONSTRUCTION:

The details of this item are as follows:

	2005	2004
	SR.	SR.
Villas	2,290,658,951	1,023,278,956
Lands	5,302,251,773	2,702,080,999
Total – Exhibit A	7,592,910,724	3,725,359,955

6- DEVELOPED LANDS:

This item represents lands owned by the company developed for the purpose of resale.

7- PREPAID EXPENSES & OTHERS:

The details of this item are as follows:

4	2005	2004
	SR.	SR.
Prepaid expenses	1,376,582	1,038,765
Letters of credit & guarantees - note 23	250,000	422,499
Cheques under collection	-	9,044,683
Employees advances and imprests	3,031,613	2,102,985
Advance payments to contractors	62,441,498	36,791,506
Others	11,491,474	
Total – Exhibit A	78,591,167	49,400,438

8- INVESTMENTS:

This item represents the company's participation in financing investment projects of other companies according to authenticated contracts for achieving gains on the share of those companies' profits through these projects during financial periods ranging from one year "short-term" and two years "long-tem".

9- FIXED ASSETS, NET:

The details of fixed assets costs, accumulated depreciation thereof and related net book value are as follows:

		Cost	st			Accumulated Depreciation	Depreciation	A STATE OF THE PARTY AND ADDRESS OF THE PARTY	Net Bo	Net Book Value
	Balance at 1/1/2005	Additions	Disposals	Balance at 31/12/2005	Balance at 1/1/2005	Additions	Disposals	Balance at 31/12/2005	2004	2005
	SR.	SR.	SR.	SR.	SR.	SR.	SR.	SR.	SR.	SR.
Buildings	70,000,000	21,000,450	ı	91,000,450	350,000	4,680,754	1	5,030,754	69,650,000	85,969,696
Vehicles	2,053,692	6,267,992	1	8,321,684	1,195,952	1,020,472	1	2,216,424	857,740	6,105,260
Furniture and fixtures	3,149,434	9,547,981	I	12,697,415	867,211	1,175,412	ı	2,042,623	2,282,223	10,654,792
Electrical appliances	3,291,996	6,984,578	1	10,276,574	899,062	1,250,651	1	2,149,713	2,392,934	8,126,861
Leasehold improvements	5,263,745	6,450,500	1	11,714,245	627,028	1,452,145	1	2,079,173	4,636,717	9,635,072
Prefabricated houses	75,244	7,875,489	1	7,950,733	37,137	1,254,892	I	1,292,029	38,107	6,658,704
Tools	332,070	3,750,925	1	4,082,995	54,953	1,298,584	1	1,353,537	277,117	2,729,458
Signboards	283,015	4,547,985	1	4,831,000	65,955	1,120,251	1	1,186,206	217,060	3,644,794
Total of Cost and Depreciation	84,449,196	66,425,900	1	150,875,096	4,097,298	13,253,161	1	17,350,459		
Net book value - Exhibit A									80,351,898	133,524,637

Net book value - Exhibit A

10- DEFERRED CHARGES, NET:

Deferred charges are stated at net amount after deducting the provision for amortization as follows:

	2005	2004
	SR.	SR.
Deferred charges	5,497,540	5,497,540
Amortization	(1,885,868)	(786,360)
Deferred charges, net - Exhibit A	3,611,672	4,711,180

11- PROJECTS' SHAREHOLDERS:

This item represents the amount of participation by shareholders for the purpose of projects' development.

12 - ACCOUNTS PAYABLE:

The details of this item are as follows:

	2005	2004
	SR.	SR.
Suppliers	6,065,322	26,664,182
Contractors	88,806,002	54,546,754
Total – Exhibit A	94,871,324	81,210,936

13- ACCRUED EXPENSES AND OTHERS:

The details of this item are as follows:

	2005	2004
	SR.	SR.
Accrued expenses	3,736,646	3,600,236
Zakat provision – note (22/c)	175,120,486	28,852,708
Advances from customers	42,298,175	20,342,815
Others	4,321,678	4,242,199
Total – Exhibit A	225,476,985	57,037,958

14- PROVISION FOR END-OF-SERVICE BENEFITS:

The details of this account are as follows:

	2005	2004
	SR.	SR.
Balance, beginning of the year	813,832	696,190
Allocated to expenses	1,257,467	444,199
Settlement during the year	(169,243)	(326,557)
Balance, end of the year - Exhibit A	1,902,056	813,832

15- CAPITAL:

The Company's capital is SR. 5,400,000,000 divided to 108,000,000 equal shares of SR 50 each and all are ordinary shares.

16- PROFITS & RESERVES:

The company distributes the annual net profit after deducting the general expenses and costs as follows:

- Zakat duties deductions.
- According to the article (176) of the Companies' Regulation, the Company retains 10% of net income against statutory reserve. The deductions can be stopped by the company when this reserve reaches one half of the capital.
- Initial payment to the shareholders equals 5% of paid up capital from the remaining profit.
- 10% of net profit devoted as a reward to the board of directors and the remaining to the shareholders as an additional share of profit.

17- GENERAL RESERVE:

The share premium of ordinary shares issued during the year, and the general reserve was transferred to statutory reserve.

18- TREASURY STOCK:

This item represents 12,401,551 shares transferred from previous year at SR 205 each, resulted in a profit of SR 124,015,510 that was added to the statutory reserve.

19- GROSS INCOME:

Total – Exhibit B

				Gross I	Income	
Descript	ion Re	venues	Cost	2005	2004	
		SR.	SR.	SR.	SR.	
Lands	3,19	0,785,177	1,631,589,322	1,559,195,855	956,841,312	
Villas	1,00	6,032,215	535,584,482	470,447,733	254,180,500	
Total	4,19	6,817,392	2,167,173,804			
Gross in	come-Exhibit	"B"		2,029,643,588	1,211,021,812	
20- S	ales And Ma	rketing Exp	enses:			
T	he details of th	nis item are a	s follows:	2007	2004	
				2005 SR.	2004 SR.	
	alaries and wa			3,450,548	3,112,501	
	ncentives and l			1,510,254	1,365,250	
	feetings and ex	xhibitions		2,562,833	492,071	
	dvertising			7,550,462	8,049,026	
O	thers			131,782	-	
Т	otal – Exhibi	t B	*	15,205,879	13,018,848	
21- (GENERAL A	ND ADMIN	NISTRATIVE EXP	PENSES:		
T	he details of the	nis item are a	s follows:			
				2005	2004	
				SR.	SR.	
S	alaries and wa	iges		11,289,658	10,372,945	
	ncentives and	_		950,423	735,796	
	ubscription fe			740,214	629,264	
P	rintings & stat	tionery		850,148	706,812	
S	ocial insuranc	e		730,405	564,543	
R	epairs and ma	intenance		340,103	258,61	
E	and of service	benefits		1,257,467	444,199	
F	uel			450,657	244,014	
	nsurance			954,875	723,892	
	Consulting and			550,547	284,39	
	rovision for d			3,750,421		
	Cleaning and e			230,257	370,52	
	Vater, electrici	ty and teleph	none	650,874	480,90	
N	Aiscellaneous			875,595	1,161,66	

23,621,644

16,977,576

22- ZAKAT:

a) The component elements of Zakat base are as follows:

	2005	2004
	SR.	SR.
Funds subject to Zakat		
Capital and reserve, beginning of the year	5,543,879,353	105,000,000
General reserve at beginning of the year	1,041,025,641	-
Provisions at beginning of the year	29,497,297	696,190
Adjusted net income – Note (22/B)	1,932,358,517	1,117,763,877
Net retained earnings, beginning of the year		312,000,000
Total funds subjects to Zakat	8,546,760,808	1,535,460,067
Deductible funds		
Fixed assets, net	139,135,567	80,351,898
Long-term investments	135,000,000	295,257,599
Deferred expenses and intangible assets	3,611,672	4,825,421
Treasury stock	2,418,302,445	
Total deductible funds	2,696,049,684	380,434,918
Zakat base	5,850,711,124	1,155,025,149
Zakat for the current year	146,267,778	28,875,629
Computation difference		(22,921)
Zakat- Exhibit B	146,267,778	28,852,708
		William Control of the Control of th

b) Adjusted net income:

	2005	2004
	SR.	SR.
Net income – Exhibit B	1,921,739,699	1,117,646,235
Provisions	5,007,888	117,642
Fixed assets computation Differences	5,610,930	
Adjusted net income - Note 22/A	1,932,358,517	1,117,763,877

c) The details of the provision for Zakat during the year are as follows:

	2005	2004	
	SR.	SR.	
Provision Balance, beginning of the year	28,852,708	23,703,849	
Settlements during the year		(23,703,849)	
Provision for Zakat for current year	146,267,778	28,852,708	
Zakat provision- note (13)	175,120,486	28,852,708	

23- CONTINGENT LIABILITIES:

As of the date of the balance sheet, the company is liable for an amount of SR. 1,000,000 against letters of credit and bank guarantees. The bank retained an amount of SR. 250,000 as margin thereon – note no. (7).

24- GENERAL:

- a) The comparative figures have been reclassified to conform to the current year's presentation.
- b) The figures in the financial statements are rounded to the nearest Saudi Ryial.