

**COSTAIN INTERNATIONAL LIMITED**

**REGISTERED NUMBER: 563275**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED**

**31 DECEMBER 2004**

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor  
GATWICK



**COSTAIN INTERNATIONAL LIMITED**  
**REPORT OF THE DIRECTORS**  
For the year ended 31 December 2004

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**BUSINESS REVIEW**

The company continued to carry out its principal activity of civil engineering overseas.

The results for the year are set out in the Profit & Loss Account on page 4.

**DIRECTORS AND SHARE INTERESTS**

Directors who held office during the year and their disclosable interests in shares, according to the register of directors' interests were as follows:

		At 01.01.04	At 31.12.04
S J Doughty*			
C J McCole*			
S C Prendergast	e	-	171,641
E Panayoitou (appointed 30.07.04)		-	-†
N J Critchlow (appointed 24.01.05)		-	-†
A J Handford	a	374	374
	b	135,618	135,618
	c	9,450	9,450
	d	-	5,639
	e	-	140,298
R J N Pope (resigned 16.08.04)	a	35	35§

- a - Costain Group PLC Ordinary Shares of 10p each.
- b - Options granted on 11 October 2002 to acquire Costain Group PLC ordinary shares under the 2002 Long Term Incentive Plan.
- c - Options granted on 22 October 2002 to acquire Costain Group PLC ordinary shares under the 2002 Save As You Earn Share Option Scheme.
- d - Options granted on 21 October 2004 to acquire Costain Group PLC ordinary shares under the 2004 Save As You Earn Share Option Scheme
- e - Options granted on 21 April 2004 to acquire Costain Group PLC ordinary shares under the 2004 Long Term Incentive Plan
- \* - The interests of these Directors in the shares of Costain Group PLC are disclosed in the accounts of that company.
- † - As at date of appointment.

§ - As at date of resignation

BY ORDER OF THE BOARD

CLIVE L FRANKS  
SECRETARY

15 March 2005

**REGISTERED OFFICE**  
Costain House, Nicholsons Walk  
Maidenhead, Berkshire SL6 1LN

**COSTAIN INTERNATIONAL LIMITED**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**  
**For the year ended 31 December 2004**

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Company law requires the directors to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COSTAIN INTERNATIONAL LIMITED

For the year ended 31 December 2004

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We have audited the financial statements on pages 4 to 8.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

## Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

## Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

## Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*  
.....  
KPMG Audit Plc  
Chartered Accountants  
Registered Auditor  
GATWICK

*15 March 2005*  
.....  
Date

**COSTAIN INTERNATIONAL LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**For the year ended 31 December 2004**

	Notes	2004 £	2003 £
Turnover	1	-	-
Cost of sales		(13,339)	26,570
		<hr/>	<hr/>
Gross (loss)/profit		(13,339)	26,570
Administrative expenses		(30,286)	(11,239)
		<hr/>	<hr/>
Operating (loss)/profit		(43,625)	15,331
Interest receivable - external		-	-
		<hr/>	<hr/>
<b>(Loss)/profit on ordinary activities before taxation</b>	2	(43,625)	15,331
Taxation	3	-	-
		<hr/>	<hr/>
<b>(Loss)/profit for the financial year</b>	7	(43,625)	15,331
		<hr/>	<hr/>

There were no recognised gains nor losses other than the loss for the year and the profit for the preceding year.

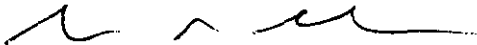
The above results are all derived from continuing operations.

THE NOTES ON PAGES 6 TO 8 FORM PART OF THESE ACCOUNTS.

**COSTAIN INTERNATIONAL LIMITED**  
**BALANCE SHEET**  
**As at 31 December 2004**

		2004 £	2003 £
<b>Current assets</b>			
Debtors	4	6,163,299	5,937,941
Cash at bank		7,848	8,417
		<hr/>	<hr/>
		6,171,147	5,946,358
<b>Creditors: amounts falling due within one year</b>	5	(1,052,637)	(784,223)
		<hr/>	<hr/>
<b>Net current assets</b>		5,118,510	5,162,135
		<hr/>	<hr/>
<b>Net assets</b>		5,118,510	5,162,135
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	6	1,800,100	1,800,100
Profit and loss account	8	3,318,410	3,362,035
		<hr/>	<hr/>
<b>Equity shareholders' funds</b>	7	5,118,510	5,162,135
		<hr/>	<hr/>

The financial statements were approved by the Board of Directors on 15 March 2005 and were signed on its behalf by:

  
.....Director  
C J McCole

THE NOTES ON PAGES 6 TO 8 FORM PART OF THESE ACCOUNTS

**COSTAIN INTERNATIONAL LIMITED**  
**NOTES TO THE ACCOUNTS**  
**For the year ended 31 December 2004**

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**1. Accounting Policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

**BASIS OF ACCOUNTING**

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards under the historical cost convention.

**CASH FLOW STATEMENT**

Under Financial Reporting Standard 1 (revised), the company is exempt from the requirement to prepare a cash flow statement on the grounds that the ultimate parent company includes the company in its own published consolidated financial statements.

**TURNOVER**

Turnover represents the value of work carried out during the year on long term contracts. All turnover and profit is derived from civil engineering works in Saudi Arabia.

**FOREIGN CURRENCY TRANSACTIONS**

Monetary assets and liabilities denominated in foreign currencies have been translated into sterling at year end exchange rates. Exchange differences on such items and on transactions completed in the ordinary course of business are dealt with in the profit on ordinary activities. Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction.

**TAXATION**

Deferred taxation has been recognised as a liability or asset, except as otherwise required by FRS 19 'Deferred Tax', if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in future, or a right to pay less taxation in future. An asset is not recognised to the extent that the transfer of economic benefit in future is uncertain. Deferred tax assets and liabilities recognised have not been discounted.

**2. (Loss)/profit on ordinary activities before taxation**

	2004	2003
	£	£
(Loss)/profit on ordinary activities is stated after charging/(crediting):		
Auditors' remuneration: - audit	2,189	2,435
Exchange movements on foreign currency	(5,375)	(26,570)
	<u>          </u>	<u>          </u>

No emoluments were paid to the directors of the company during the year (2003: £Nil).

There were no staff employed during the year (2003: Nil).

**COSTAIN INTERNATIONAL LIMITED**  
**NOTES TO THE ACCOUNTS continued**  
**For the year ended 31 December 2004**

<b>3. Taxation</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Tax reconciliation:		
(Loss)/profit on ordinary activities before taxation	(43,625)	15,331
	<u>          </u>	<u>          </u>
Tax at 30%	13,088	(4,599)
Group relief surrendered free of charge	(22,373)	(8,999)
Exchange differences	4,855	7,692
Deferred tax not recognised	4,430	5,906
	<u>          </u>	<u>          </u>
Total current tax	-	-
	<u>          </u>	<u>          </u>

The Company has deferred tax assets of £13,290 (2003:£17,720) that have not been recognized on the basis that their future economic benefit was not assured as at the balance sheet date. Tax relief will be obtained if suitable profits arise in future accounting periods.

<b>4. Debtors</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Amounts owing by group undertakings	6,163,299	5,937,941
	<u>          </u>	<u>          </u>

<b>5. Creditors: amounts falling due within one year</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Amounts owing to group undertakings	1,033,268	776,031
Accruals and deferred income	19,369	8,192
	<u>          </u>	<u>          </u>
	1,052,637	784,223
	<u>          </u>	<u>          </u>

<b>6. Share capital</b>	<b>2004 and 2003</b>	
	<b>Authorised</b>	<b>Issued and fully paid</b>
	<b>£</b>	<b>£</b>
Ordinary shares of £1 each	1,800,100	1,800,100
	<u>          </u>	<u>          </u>



**COSTAIN INTERNATIONAL LIMITED**  
**NOTES TO THE ACCOUNTS continued**  
**For the year ended 31 December 2004**

**7. Reconciliation of movements in shareholders' funds**

	2004 £	2003 £
(Loss)/profit for the financial year	(43,625)	15,331
Opening shareholders' funds	5,162,135	5,146,804
	<hr/>	<hr/>
Closing shareholders' funds	5,118,510	5,162,135
	<hr/>	<hr/>

**8. Profit and loss account**

	£
At 1 January 2004	3,362,035
Loss for the financial year	(43,625)
	<hr/>
At 31 December 2004	3,318,410
	<hr/>

**9. Contingent liabilities**

The company has entered into cross guarantees together with the ultimate parent company and certain fellow group undertakings for overdraft facilities made available to the group. At 31 December 2004 these liabilities amounted to £nil (2003: £nil).

There are also contingent liabilities in respect of performance bonds and other undertakings entered into in the ordinary course of business.

**10. Related party transactions**

The company is exempt under Financial Reporting Standard 8 from the requirement to disclose related party transactions with other group companies on the basis that it is a wholly owned subsidiary of the ultimate parent company, Costain Group PLC.

**11. Ultimate parent company**

The largest and the smallest group of undertakings for which group accounts are drawn up is that of the ultimate parent company, Costain Group PLC, a company registered in England and Wales.

Copies of the group accounts of Costain Group PLC may be obtained from the registered office of the company, Costain House, Nicholsons Walk, Maidenhead, Berkshire, SL6 1LN.