

METHANOL CHEMICALS COMPANY
(A SAUDI JOINT STOCK COMPANY)

FINANCIAL STATEMENTS
DECEMBER 31, 2011
With
INDEPENDENT AUDITORS' REPORT



METHANOL CHEMICALS COMPANY
(A SAUDI JOINT STOCK COMPANY)

FINANCIAL STATEMENTS
For the year ended December 31, 2011
Expressed in Saudi Arabian Riyals

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License No. 46/11/323 Issued 11/3/1992

INDEPENDENT AUDITORS' REPORT

The Shareholders
Methanol Chemicals Company
Dammam, Kingdom of Saudi Arabia

We have audited the accompanying financial statements of Methanol Chemicals Company ("the Company") which comprise the balance sheet as at December 31, 2011 and the related statements of income, cash flows and changes in equity for the year then ended and the attached notes (1) through (24) which form an integral part of the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with generally accepted accounting standards in the Kingdom of Saudi Arabia and in compliance with article 123 of the Regulations for Companies and the Company's Articles of Association and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. Management has provided us with all the information and explanations that we require relating to our audit of these financial statements.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards in the Kingdom of Saudi Arabia. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Opinion

In our opinion, the financial statements taken as a whole:

- 1) present fairly, in all material respects, the financial position of the Company as at December 31, 2011, and the results of its operations and its cash flows for the year then ended in accordance with generally accepted accounting standards in the Kingdom of Saudi Arabia appropriate to the circumstances of the Company; and
- 2) comply with the requirements of the Regulations for Companies and the Company's Articles of Association with respect to the preparation and presentation of financial statements.

For KPMG Al Fozan & Al Sadhan

Tareq Abdulrahman Al Sadhan
License No. 352



Al Khobar, February 18, 2012
Corresponding to: Rabi' Awal 26, 1433H

METHANOL CHEMICALS COMPANY
(A SAUDI JOINT STOCK COMPANY)

BALANCE SHEET
As at December 31, 2011
Expressed in Saudi Arabian Riyals

	Note	2011	2010
ASSETS			
Current assets:			
Cash and cash equivalents	4	122,114,884	136,169,510
Margin deposits with bank		500,000	500,000
Trade receivables and prepayments	5	266,928,485	218,657,155
Inventories	6	117,460,295	83,242,482
Total current assets		507,003,664	438,569,147
Non-current assets:			
Property, plant and equipment	7	2,465,144,620	2,598,882,383
Intangible assets	8	14,568,750	15,750,000
Deferred charges	9	4,741,092	7,696,356
Long term prepaid expenses	10	36,545,584	31,874,992
Total non-current assets		2,521,000,046	2,654,203,731
Total assets		3,028,003,710	3,092,772,878
LIABILITY AND EQUITY			
Current liabilities:			
Trade payables and accruals	11	82,185,438	159,168,513
Short term loans	12	40,000,000	41,606,587
Current portion of long-term bank debts	12	124,790,000	449,283,766
Current portion of long term obligations	8	5,250,000	5,250,000
Zakat provision	18	3,996,440	4,579,858
Total current liabilities		256,221,878	659,888,724
Non-current liabilities:			
Long-term bank debts	12	1,261,175,000	988,934,068
Long term obligations	8	3,087,500	7,900,000
Employees' end of service benefits		24,106,278	21,274,205
Total non-current liabilities		1,288,368,778	1,018,108,273
Total liabilities		1,544,590,656	1,677,996,997
EQUITY			
Share capital	13	1,206,000,000	1,206,000,000
Share premium	14	72,850,071	72,850,071
Statutory reserve		24,543,813	17,522,617
Retained earnings		180,019,170	118,403,193
Total equity		1,483,413,054	1,414,775,881
Total liabilities and equity		3,028,003,710	3,092,772,878

The accompanying notes 1 through 24 form an integral part of these financial statements.

METHANOL CHEMICALS COMPANY
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STATEMENT OF INCOME
For the year ended December 31, 2011
Expressed in Saudi Arabian Riyals

	Note	2011	2010
Sales		829,737,011	589,495,283
Cost of sales		(637,924,084)	(470,579,263)
Gross profit		191,812,927	118,916,020
Selling and distribution expenses	16	(59,994,571)	(57,516,506)
General and administrative expenses	17	(18,041,480)	(19,170,756)
Amortisation of deferred charges	9	(2,955,265)	(2,184,240)
Operating income		110,821,611	40,044,518
Other income, net		2,332,704	1,052,119
Financial charges		(39,942,354)	(29,007,407)
Income before Zakat		73,211,961	12,089,230
Zakat	18	(3,000,000)	(6,048,248)
Net income		70,211,961	6,040,982
Earnings per share	19	0.58	0.05

The accompanying notes 1 through 24 form an integral part of these financial statements.

The image shows several handwritten signatures and stamps. On the left, there is a signature that appears to be 'S. Al-Jalal'. To its right, there is a large, stylized signature that looks like 'S. Al-Jalal' or similar. Further right, there is another signature that appears to be 'S. Al-Jalal'. There are also some faint stamps or markings around these signatures.

METHANOL CHEMICALS COMPANY
(A SAUDI JOINT STOCK COMPANY)

STATEMENT OF CASH FLOWS
For the year ended December 31, 2011
Expressed in Saudi Arabian Riyals

	Note	2011	2010
Cash flow operating activities:			
Net income for the period		70,211,961	6,040,982
<i>Adjustment to reconcile net income to net cash provided by operating activities:</i>			
Depreciation	7	151,433,588	95,317,423
Amortisation		10,009,558	7,184,248
Employees' end of service benefits, net		2,832,073	3,016,304
Zakat charge		3,000,000	6,048,248
Financial charges		13,004,198	26,324,751
Gain from disposal of property, plant and equipment		(756,306)	(8,379)
		<u>249,735,072</u>	<u>143,923,577</u>
Changes in operating assets and liabilities:			
Trade receivable and prepayments		(48,271,330)	(75,674,007)
Inventories		(34,217,813)	(6,401,629)
Trade payable and accruals		(17,320,820)	14,957,057
Net movement in long term obligations		(4,812,500)	13,150,000
Financial charges paid		(21,065,113)	(182,656)
Zakat paid	18	(3,583,418)	(4,384,775)
Net cash provided by operating activities		<u>120,464,078</u>	<u>85,387,567</u>
Cash flow from investing activities:			
Additions to property, plant and equipment		(17,996,957)	(204,505,145)
Deferred charges		-	(7,710,246)
Proceeds from disposal of property, plant and equipment		1,057,438	81,177
Additions to intangible assets		-	(2,600,000)
Net movement in amounts due to project contractors		(53,176,129)	(37,144,707)
Net movement in long term prepaid expenses		(10,543,635)	-
Net cash used in investing activities		<u>(80,659,283)</u>	<u>(251,878,921)</u>
Cash flow from financing activities:			
Net movement in short term loans		(1,606,587)	(16,393,413)
Net movement in long term loans		(52,252,834)	48,613,621
Net cash (used in) / provided by financing activities		<u>(53,859,421)</u>	<u>32,220,208</u>
Net decrease in cash and cash equivalents		(14,054,626)	(134,271,146)
Cash and cash equivalents at the beginning of the period		<u>136,169,510</u>	<u>270,440,656</u>
Cash and cash equivalent at the end of the period	4	<u>122,114,884</u>	<u>136,169,510</u>
Non cash items			
Transfer of spares from assets under construction to inventory		-	19,817,728
Net transfer of intangible assets		-	13,150,000




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STATEMENT OF CHANGES IN EQUITY
For the year ended December 31, 2011
Expressed in Saudi Arabian Riyals

	Share capital	Share premium	Statutory reserve	Retained earnings	Total
Balance at December 31, 2009	1,206,000,000	72,850,071	16,918,519	114,811,353	1,410,579,943
Net income for the year	-	-	-	6,040,982	6,040,982
Directors' remuneration	-	-	-	(1,845,044)	(1,845,044)
Transfer to statutory reserve	-	-	604,098	(604,098)	-
Balance at December 31, 2010	1,206,000,000	72,850,071	17,522,617	118,403,193	1,414,775,881
Net income for the year	-	-	-	70,211,961	70,211,961
Directors' remuneration	-	-	-	(1,574,788)	(1,574,788)
Transfer to statutory reserve	-	-	7,021,196	(7,021,196)	-
Balance at December 31, 2011	1,206,000,000	72,850,071	24,543,813	180,019,170	1,483,413,054

The accompanying notes 1 through 24 form an integral part of these financial statements.

METHANOL CHEMICALS COMPANY
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NOTES TO THE FINANCIAL STATEMENTS
For the year ended December 31, 2011
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1. ORGANIZATION AND PRINCIPAL ACTIVITIES

Methanol Chemicals Company ("Chemanol" or "the Company") is a Saudi Joint Stock Company registered in Saudi Arabia under Commercial Registration number 2055001870 dated Dhu Al-Hijjah 28, 1409H corresponding to July 31, 1989. It is licensed to engage in the production of formaldehyde liquid and urea formaldehyde liquid or their mixture with different concentrations, paraformaldehyde, formaldehyde resins, hexane methylene tetramine, phenol formaldehyde resins, concrete improvers, methanol, carbon monoxide, di-methylamine, mono-methylamine, tri-mon-methylamine, di-methyl formamide, di-methyl carbon, penta arithertol, sodium formate and acetaldehyde, as per ministerial resolution number (616/Saud) dated Safar 12, 1429H, corresponding to February 19, 2008.

The Company was converted from a limited liability company into a joint stock company in accordance with Ministerial Resolution No. 286 dated Dhul al-Qa'dah 4, 1428H, corresponding November 14, 2007.

2. BASIS OF PREPARATION

(a) Statement of compliance

The accompanying financial statements have been prepared in accordance with the generally accepted accounting standards in Saudi Arabia issued by the Saudi Organization for Certified Public Accountants (SOCPA).

The financial statements were authorized for issue by the Board of Directors on February 18, 2012.

(b) Basis of measurement

The financial statements have been prepared on a historical cost basis using the accrual basis of accounting and the going concern concept.

(c) Functional and presentation currency

These financial statements are presented in Saudi Arabian Riyals (SR) which is the functional currency of the Company.



METHANOL CHEMICALS COMPANY
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NOTES TO THE FINANCIAL STATEMENTS
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2. BASIS OF PREPARATION (continued)

(d) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the financial statements. Certain comparative figures in note 5 have been reclassified to conform to the current year's presentation.

a. Trade receivables

Trade receivables are stated at original invoice amount less provisions made for amounts which in the opinion of the management may not be received. Bad debts are written off when identified.

b. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is principally based on the weighted average principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

c. Property, plant and equipment

Property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment. Cost includes expenditure that is directly attributable to the acquisition of the asset. Finance costs on borrowings to finance the construction of qualifying assets are capitalized during the period of time that is required to complete and prepare the asset for its intended use.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the item of property, plant and equipment. All other expenditure is recognized in the Statement of Income when incurred.

Depreciation is charged to the Statement of Income on a straight-line basis over the estimated useful lives of individual items of property, plant and equipment.

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METHANOL CHEMICALS COMPANY
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NOTES TO THE FINANCIAL STATEMENTS
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Property, plant and equipment (continued)

The estimated useful lives of assets for current and comparative periods are as follows:

	<u>Years</u>
Buildings	33.33
Improvements on leasehold lands	5
Furniture, fixtures and office equipments	7 to 10
Computers and software	4 to 8
Plant, equipment and capital spares	10 to 20
Motor vehicles	4
Catalysts	1 to 3

Capital work in progress is stated at cost less impairment losses, if any, and is not depreciated until the asset is brought into commercial operations.

d. Intangible assets

Estimated value of the right to use pipelines owned by other parties for transporting raw materials and finished goods are treated as intangible assets and are amortised over the estimated period of future economic benefits.

e. Deferred charges

Costs relating to software licence fees and implementation thereof are treated as deferred charges and amortised over the estimated period of future economic benefits.

f. Long term prepaid expenses

Loan appraisal fees of the Saudi Industrial Development Fund ("SIDF") are treated as long term prepaid expenses and amortised over the period of the loan. Amortisation is capitalized up to the date the plant is available for its intended use.

g. Impairment of assets

Financial assets, property, plant and equipment and other non-current assets are reviewed at each reporting date to determine whether there is any indication of impairment. An impairment loss, if any, is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

h. Long term obligations

Long term obligations represent the amount payable in respect of the acquisition costs of intangible assets.

i. Trade payables and accruals

Liabilities are recognized for amounts to be paid in future for goods or services received, whether billed by the supplier or not.

j. Employees' end of service benefits

Employees' end of service benefits, calculated in accordance with Saudi Arabian labour regulations, are accrued and charged to the Statement of Income. The liability is calculated at the current value of the vested benefits to which the employee is entitled, should his services be terminated at the balance sheet date.

METHANOL CHEMICALS COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS

For the year ended December 31, 2011

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

k. Share premium

Share premium represents the excess amount collected over the face value of shares issued and is shown net of expenses incurred in relation to the share issue.

l. Revenue recognition

Revenue from sales is recognized upon delivery or shipment of products and when the risks and rewards have passed to the customer. Revenue is recorded net of returns, trade discounts and volume rebates.

iii. Operating leases

Payments under operating leases are recognized in the Statement of Income on a straight line basis over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense over the term of the lease.

ii. Expenses

Selling and distribution expenses are those arising from the Company's efforts underlying the marketing, selling and distribution functions. All other expenses, excluding direct costs and financial charges, are classified as general and administrative expenses. Allocations of common expenses between cost of sales, selling and marketing and general and administrative expenses, when required, are made on a consistent basis.

o. Zakat

Zakat, computed in accordance with Saudi Arabia Tax and Zakat regulations, is accrued and charged to the Statement of Income.

p. Foreign currency translation

Transactions denominated in foreign currencies are translated to the functional currency of the Company at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currency at the balance sheet date are translated to the functional currency of the Company at the foreign exchange rate ruling at that date. Exchange differences arising on translation are recognized in the Statement of Income currently.

q. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and cash with banks which are available to the Company without any restrictions.

r. Earnings per share

Earnings per share from net income are calculated by dividing the net income for the period by the weighted average number of shares outstanding during the period.

s. Segmental reporting

A segment is a distinguishable component of the Company that is engaged in providing products, 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. Because the management views the whole activities of the Company as one operating segment, reporting is provided by geographical segment only.

METHANOL CHEMICALS COMPANY
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NOTES TO THE FINANCIAL STATEMENTS
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

t. Dividends

Interim dividends are recorded as a liability in the period in which they are approved by the Board of Directors. Final dividends are recorded in the period in which they are approved by the shareholders.

ii. Fair values

The fair value of commission-bearing items is estimated based on discounted cash flows using commission rates for items with similar terms and risk characteristics.

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents at December 31 comprise of the following:

	<u>2011</u>	<u>2010</u>
Cash in hand	6,760	26,423
Cash at bank on current accounts	122,108,124	107,305,887
Short term bank deposits	-	28,837,200
	<u>122,114,884</u>	<u>136,169,510</u>

5. TRADE RECEIVABLES AND PREPAYMENTS

Trade receivables and prepayments at December 31 comprise of the following:

	<u>2011</u>	<u>2010</u>
Trade accounts receivable	226,301,554	195,517,602
Advances to suppliers	31,833,048	16,853,994
Prepaid expenses	5,548,776	671,876
Other receivables	3,245,107	5,613,683
	<u>266,928,485</u>	<u>218,657,155</u>

6. INVENTORIES

Inventories at December 31 comprise of the following:

	<u>2011</u>	<u>2010</u>
Raw materials	23,732,299	9,546,561
Finished goods	16,357,239	13,502,842
Spare parts and supplies	77,370,757	60,193,079
	<u>117,460,295</u>	<u>83,242,482</u>

METHANOL CHEMICALS COMPANY
(A SAUDI JOINT STOCK COMPANY)

NOTES TO THE FINANCIAL STATEMENTS

For the year ended December 31, 2011

Expressed in Saudi Arabian Riyals

7. PROPERTY, PLANT AND EQUIPMENT

The movement in property, plant and equipment during the year ended December 31, 2011 is analyzed as under:

Cost	Building and improvement on leasehold land	Furniture, fixtures and office equipment	Computers and software	Plant, equipment, capital spares and motor vehicles	Capital work in progress (CWIP)	Catalyst	Total 2011	Total 2010
Balance at January 1	356,403,817	15,619,857	10,058,653	2,494,876,432	33,205,778	23,270,342	2,933,434,879	2,748,956,517
Additions	231,510	149,034	1,982,973	4,457,271	7,802,839	3,373,330	17,996,957	204,505,145
Transfers from CWIP	-	248,883	2,272,040	30,655,373	(33,176,296)	-	-	-
Transfer to inventory	-	-	-	-	-	-	-	(19,817,729)
Disposals	-	-	-	(2,794,260)	-	-	(2,794,260)	(209,054)
Balance at December 31	356,635,327	16,017,774	14,313,666	2,527,194,816	7,832,321	26,643,672	2,948,637,576	2,933,434,879
<u>Accumulated depreciation</u>								
Balance at January 1	21,822,158	7,282,652	8,618,426	283,856,622	-	12,972,638	334,552,496	239,371,330
Charge for the year	10,802,162	1,761,867	1,024,834	127,436,484	-	10,408,241	151,433,588	95,317,423
Eliminated on disposals	-	-	-	(2,493,128)	-	-	(2,493,128)	(136,257)
Balance at December 31	32,624,320	9,044,519	9,643,260	408,799,978	-	23,380,879	483,492,956	334,552,496
<u>Net book value</u>								
At December 31, 2011	324,011,007	6,973,255	4,670,406	2,118,394,838	7,832,321	3,262,793	2,465,144,620	
At December 31, 2010	334,581,659	8,337,205	1,440,227	2,211,019,810	33,205,778	10,297,704	2,598,882,383	

METHANOL CHEMICALS COMPANY
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NOTES TO THE FINANCIAL STATEMENTS

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7. PROPERTY, PLANT AND EQUIPMENT (continued)

The Company's factory premises are situated in the Jubail Industrial Area and have been constructed on land leased from the Royal Commission for Jubail and Yanbu ('the Commission') for a period of 25 years from April 16, 1990 corresponding to Ramadan 21, 1410H at an annual rent of SR 110,430. The Company has entered into land lease arrangement with Sea Ports Authority of King Fahad Industrial Port, Al - Jubai for a period of 20 years from April 11, 2006 corresponding to Shawwal 13, 1427H at an annual lease rent of SR 310,044. The Company has entered into another land lease arrangement with the Commission for a period of 30 years from July 20, 2007 corresponding to Rabi II 3, 1428H at an annual rent of SR 290,728. The Company has the option of renewing the lease arrangement on expiry of the initial lease arrangement.

The term loans of the Saudi Industrial Development Fund ('SIDF') are secured by a mortgage over property, plant and equipment.

8. INTANGIBLE ASSETS

On March 7, 2010, the Company entered into a Pipeline Services Agreement ('PSA') for three years, which provides the Company with a contractual right to use the pipeline for ammonia supply. Payments will be made over the 3 year period, commencing April 2010.

The Company has capitalised the estimated amount payable in respect of the Capital Investment Component, which amounts to SR 15.75 million. The management is amortising the intangible asset over twenty years, on the basis that this is the estimated useful life of the asset.

9. DEFERRED CHARGES

The movement in deferred charges for the year ended December 31 is as follows:

	<u>2011</u>	<u>2010</u>
<u>Cost</u>		
At January 1	14,776,298	7,066,052
Additions during the year	-	7,710,246
At December 31	<u>14,776,298</u>	<u>14,776,298</u>
<u>Accumulated amortization</u>		
At January 1	7,079,942	4,895,702
Charge for the year	2,955,264	2,184,240
At December 31	<u>10,035,206</u>	<u>7,079,942</u>
Net book value at December 31	<u>4,741,092</u>	<u>7,696,356</u>

Deferred charges represent software license and implementation costs and are amortised over the period of five years from the date of successful implementation.

METHANOL CHEMICALS COMPANY
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10. LONG TERM PREPAID EXPENSES

The movement in long term prepaid expenses for the year ended December 31 is as follows:

	<u>2011</u>	<u>2010</u>
<u>Cost</u>		
At January 1	45,000,000	45,000,000
Additions during the year	10,543,635	-
At December 31	<u>55,543,635</u>	<u>45,000,000</u>
<u>Accumulated amortization</u>		
At January 1	13,125,008	8,125,000
Charge for the year	5,873,043	5,000,008
At December 31	<u>18,998,051</u>	<u>13,125,008</u>
Net book value at December 31	<u>36,545,584</u>	<u>31,874,992</u>

Long term prepaid expenses represent the mainly SIDF funding appraisal costs and also include Murabaha facility appraisal and restructuring costs and are being amortized over a period of six to nine years.

11. TRADE PAYABLES AND ACCRUALS

Trade payable and accruals as at December 31 comprise of the following:

	<u>2011</u>	<u>2010</u>
Trade accounts payable	46,500,384	51,408,652
Accrued expenses	34,496,379	52,795,883
Amount due to project contractor	227,036	9,083,495
Retention payable to project contractor	-	44,319,670
Amounts due to companies affiliated to shareholders	137,992	364,532
Advance from customers	823,647	1,196,281
	<u>82,185,438</u>	<u>159,168,513</u>

METHANOL CHEMICALS COMPANY
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12. BANK DEBTS

a. Short-term bank debts

The Company has working capital facilities with local banks. Commission is charged on the short-term loans at commercial rates. The short-term loans are secured by promissory notes.

b. Long-term bank loans

Long-term bank loans at December 31 comprise of the following:

	<u>2011</u>	<u>2010</u>
Saudi Industrial Development Fund (note a)	600,000,000	600,000,000
Murabaha facility from a syndicate of banks (note b)	635,965,000	512,217,834
Project cost overrun Murabaha Facility from a syndicate of banks (note b)	<u>150,000,000</u>	<u>326,000,000</u>
	<u>1,385,965,000</u>	<u>1,438,217,834</u>

Presented in the balance sheet as follows:

	<u>2011</u>	<u>2010</u>
Current portion shown under current liabilities	124,790,000	449,283,766
Non-current portion shown under non-current liabilities	<u>1,261,175,000</u>	<u>988,934,068</u>
	<u>1,385,965,000</u>	<u>1,438,217,834</u>

- a) On May 15, 2011, the Company reached an agreement with the SIDF to restructure the existing outstanding debt balance. The restructured debt amounting to SR 600,000,000 will be payable in 15 installments, with the first and last installment due on January 9, 2012 and October 25, 2018, respectively.

The term loans of the Saudi Industrial Development Fund ("SIDF") are secured by a mortgage over property, plant and equipment.

- b) In December 2007, the Company entered into a Murabaha Facility Agreement with a syndicate of banks, namely; Arab Banking Corporation (B.S.C), Riyadh Bank, Samba Financial Group, Saudi Hollandi Bank, National Commercial Bank and SABB (collectively called as "Murabaha Facility Participants") to provide Project Murabaha Facility of SR 940 million, refinance Murabaha Facility of SR 37.5 million, and Working Capital Murabaha Facility and Standby Murabaha Sub-Facility of SR 150 million. The Project Murabaha Facility loan amounting to SR 525 million has been repaid on avallment of the SIDF loan.

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12. BANK DEBTS (continued)

In October 2009, the Company entered into a Project Cost Overrun Murabaha Facility Agreement with a syndicate of banks, namely; Arab Banking Corporation (B.S.C), Riyadh Bank, Samba Financial Group, Saudi Hollandi Bank, National Commercial Bank and SABB (collectively called as "The Project Cost Overrun Murabaha Facility Participants") to provide Project Cost Overrun Murabaha Facility of SR 326 million to finance ongoing expansion projects. As per the agreement, the amounts drawn under this facility were originally repayable in two years from drawdown note i.e. November 18, 2011.

On June 5, 2011, the Company entered into a refinancing agreement with a syndicate of banks, namely; SABB, Riyadh Bank and Samba Financial Group (collectively called as "The Murabaha Facility Participants") to refinance both i) the outstanding balance under the Project Murabaha Facility & the Working Capital Facility Agreement of SAR 506 million dated December 26, 2007, ii) the Cost Overrun Facility Agreement of SAR 326 million dated October 27, 2009.

As per the new Murabaha Facility Agreement dated June 5, 2011, the Project Murabaha Facility amounting to SR 682 million will be payable in 14 semi-annual installments starting from July 2011 to December 2017. The Working Capital Murabaha Facility amounting to SR 150 million will be payable in 10 semi-annual installments starting from January 2013 to December 2017.

The facilities are secured by promissory notes. The Company is required to comply with certain covenants under all of above facilities. The installments due within one year from the balance sheet date are shown as current liabilities.

13. SHARE CAPITAL

Share capital is divided into 120,600,000 shares (2010: 120,600,000 shares) of SR 10 each.

14. SHARE PREMIUM

During the year ended December 31, 2008, 60,300,000 shares, having a face value of SR 10 each, were issued at a premium of SR 2 per share. Share premium amounted to SR 72,850,071 as at December 31, 2011 (2010: SR 72,850,071).

15. DIRECTORS' REMUNERATION

The Board of Directors' remuneration has been shown as an appropriation in the Statement of Changes in Equity in accordance with the Company's by-laws.

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16. SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses during the year ended December 31, are summarized as follows:

	<u>2011</u>	<u>2010</u>
Employee costs	3,970,172	3,291,944
Freight	38,900,495	35,519,934
Sales commission	11,322,762	12,043,575
Advertisement and promotion	70,130	504,281
Others	5,731,012	6,156,772
	<u>59,994,571</u>	<u>57,516,506</u>

17. GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses during the year ended December 31, are summarized as follows:

	<u>2011</u>	<u>2010</u>
Employee costs	12,306,660	11,793,266
Depreciation	1,904,999	1,979,410
Travel and air fares	392,684	540,920
Professional fees	416,251	767,715
External services	839,118	1,250,008
Advertising	130,127	420,809
Utilities and common expenses	381,227	569,453
Rents	210,004	197,584
Spares and consumables	122,593	357,248
Others	1,337,817	1,294,343
	<u>18,041,480</u>	<u>19,170,756</u>

18. ZAKAT

a) The Department of Zakat and Income Tax ("DZIT") has raised final Zakat assessment for all years up to 31 December 2008. The Company has filed its Zakat declaration for all the years upto 2010 and paid Zakat accordingly and the assessment is awaited.

b) The Zakat charge for the year ended December 31 comprises of the following:

	<u>2011</u>	<u>2010</u>
For current year	3,916,249	4,579,858
For previous year	(916,249)	1,468,390
Balance at end of the year	<u>3,000,000</u>	<u>6,048,248</u>

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18. ZAKAT (continued)

c) Summary of the items included in the Zakat base for the year ended 31 December is as follows:

	<u>2011</u>	<u>2010</u>
Capital	1,206,000,000	1,206,000,000
Adjusted equity and provision at the beginning of the year	1,476,914,645	1,487,236,908
Net adjusted income	(271,002,125)	(198,239,731)
Deductions	(2,255,262,563)	(2,311,802,858)
Zakat base	<u>156,649,957</u>	<u>183,194,319</u>

d) The movement in the Zakat provision is as follows:

	<u>2011</u>	<u>2010</u>
Balance at beginning of the year	4,579,858	2,916,385
Charged during the year	3,000,000	6,048,248
Payment during the year	(3,583,418)	(4,384,775)
Balance at end of the year	<u>3,996,440</u>	<u>4,579,858</u>

19. EARNINGS PER SHARE

Earnings per share for the year ended December 31, 2011 have been computed by dividing the net income for such period by the weighted-average number of ordinary shares outstanding during the year ended December 31, 2011 of 120,600,000 shares.

20. CAPITAL COMMITMENTS

As at December 31, 2011, the Company had capital expenditure commitments of SR 4.77 million (2010: SR 23 million).

The future aggregate minimum lease commitments under non-cancellable operating leases are as follows:

	<u>2011</u>	<u>2010</u>
Not later than 1 year	433,431	433,431
Later than 1 year but not later than 5 years	3,335,130	3,445,560
Later than 5 year till lease period	9,864,372	10,465,140
	<u>13,632,933</u>	<u>14,344,131</u>

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21. RELATED PARTY TRANSACTIONS AND BALANCES

In the ordinary course of business, the Company undertakes transactions with other companies that have certain common shareholders. All such transactions are executed on commercial terms that are approved by management.

There were no sales of finished goods during the current year to affiliated companies (2010: SR 8,238,977).

The cost of sales and expenses include amounts of SR 455,020 (2010: SR 3,497,080) in respect of purchase of inventories and services provided by companies affiliated to shareholders.

Amounts payable to companies affiliated to shareholders are included in accounts payable and accruals under note 11.

22. CONTINGENT LIABILITY

At December 31, 2011, the Company has a contingent liability of SR 43,978,168 (2010: SR 44,351,946) in respect of bank guarantees issued by the Company's banks in respect of bid bonds, contracts advance payments and performance bonds.

23. SEGMENT INFORMATION

The management of the Company views the whole business activities of the Company as one operating segment for performance assessment and resources allocation. Accordingly, reporting is provided by geographical segment only. Approximately SR 571 million of the sales are through export (2010: SR 384 million).

24. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments carried on the balance sheet include cash and cash equivalents, margin deposits with the bank, trade receivables and prepayments, inventories, trade payables and accruals, short term loans, current portion of term loans and long term obligations and zakat provision.

Credit risk is the risk that one party will fail to discharge an obligation and will cause the other party to incur a financial loss. The Company has no significant concentration of credit risks. Cash and cash equivalents are placed with national and international banks with sound credit ratings. Trade and other accounts receivable are actively monitored by the management for recoverability and impairment and are stated at their estimated realizable values.

Fair value and cash flow interest rate risks are the exposures to various risks associated with the effect of fluctuations in the prevailing interest rates on the Company's financial position and cash flows. The Company's interest rate risk arise mainly from short-term borrowings and long term debts, which are at floating rates of interest. All deposits and debts are subject to re-pricing on a regular basis. Management monitors the changes in interest rates and believes that the fair value and cash flow interest rate risks to the Company could be significant.

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from the inability to sell a financial asset quickly at an amount close to its fair value.

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24. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet the Company's future commitments.

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company's transactions are principally in Saudi riyal, United States dollar and Euro. Transactions in Saudi Riyal and United States dollar are not considered to represent a significant risk to the Company.

Fair value is the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in an arm's length transaction. As the accompanying financial statements are prepared under the historical cost method, differences may arise between the book values and the fair value estimates. Management believes that the fair values of the Company's financial assets and liabilities are not materially different from their carrying values.