YANBU NATIONAL PETROCHEMICAL COMPANY (YANSAB) (A SAUDI JOINT STOCK COMPANY)

FINANCIAL STATEMENTS

31 DECEMBER 2007



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Registration No. 45

AUDITORS' REPORT TO THE SHAREHOLDERS OF YANBU NATIONAL PETROCHEMICAL COMPANY – YANSAB (A SAUDI JOINT STOCK COMPANY)

We have audited the accompanying balance sheet of Yanbu National Petrochemical Company (YANSAB) (the company) - A Saudi Joint Stock Company - as of 31 December 2007, and the related statements of income, cash flows and changes in shareholders' equity for the period from 11 February 2006 to 31 December 2007. These financial statements are the responsibility of the company's management and have been prepared by them in accordance with the provisions of Article 123 of the Regulations for Companies and submitted to us together with all the information and explanations which we required. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the Kingdom of Saudi Arabia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable degree of assurance to enable us to express an opinion on the financial statements.

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

- present fairly, in all material respects, the financial position of the company as of 31 December 2007 and the results of its operations and its cash flows for the period from 11 February 2006 to 31 December 2007 in accordance with accounting standards generally accepted in the Kingdom of Saudi Arabia.
- comply with the requirements of the Regulations for Companies and the company's articles of association in so far as they affect the preparation and presentation of the financial statements.

for Ernst & Young

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Ahmed I. Reda Certified Public Accountant Registration No. 356

13 Safar 1429H 20 February 2008

Jeddah



BALANCE SHEET As at 31 December 2007 *2007* SR'000 Note **ASSETS CURRENT ASSETS** Cash and cash equivalents 4 1,694,295 5 Advances to suppliers and other receivables 280,584 **Total current assets** 1,974,879 **NON-CURRENT ASSETS** Capital work in progress 6 12,987,313 Pre-operating expenses 7 200,000 Deferred charges 8 132,668 Other non-current assets 9 14,420 **Total non-current assets** 13,334,401 TOTAL ASSETS 15,309,280 LIABILITIES AND SHAREHOLDERS' EQUITY **CURRENT LIABILITIES** 10 Accounts payable 104,961 Accruals and provisions 11 1,267,276 **Total current liabilities** 1,372,237 **NON-CURRENT LIABILITIES** Term loans 14 8,165,860 Employees' end of service benefits 15 48,672 Total non current liabilities 8,214,532 TOTAL LIABILITIES 9,586,769 SHAREHOLDERS' EQUITY Share capital 16 5,625,000 Statutory reserve 17 14,030 Retained earnings 83,481 Total shareholders' equity 5,722,511 TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY 15,309,280

INCOME STATEMENT

For the period from 11 February 2006 to 31 December 2007

	Note	2007 SR'000
EXPENSES General and administration	18	(83,210)
Other income	19	196,836
INCOME BEFORE ZAKAT		113,626
Zakat	12	(3,770)
NET INCOME FOR THE PERIOD		109,856
Basic earnings per share (in SR)	16	0.19

STATEMENT OF CASH FLOWS For the period from 11 February 2006 to 31 December 2007

	Note	2007 SR'000
PRE – OPERATING ACTIVITIES		
Net income for the period before zakat		113,626
Adjustment for:		
Provision for employees' terminal benefits		27,196
		140,822
Working capital changes		140,022
Receivables		(280,584)
Payables		1,372,237
Cash from pre – operating activities		1,232,475
Employees' terminal benefits paid		(8,668)
Zakat paid		(3,770)
•		
Net cash from pre-operating activities		1,220,037
INVESTING ACTIVITIES		
Capital work in progress		(12,987,313)
Pre-operating expenses		(200,000)
Deferred charges Other non current assets		(132,668)
Other non current assets		(14,420)
Net cash used in investing activities		(13,334,401)
FINANCING ACTIVITIES		
Issue of share capital		5,625,000
Transaction costs Proceeds from term loans		(12,345) 8,165,860
Proceeds from related parties for employees'		0,103,000
end of service benefits transferred to the company	13 & 15	30,144
Net cash from financing activities		13,808,659
		1 (04 205
INCREASE IN CASH AND CASH EQUIVALENTS		1,694,295
Cash and cash equivalents at the beginning of the period		_
can and task equivalents at the organisms of the period		
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	4	1,694,295

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY For the period from 11 February 2006 to 31 December 2007

	Share capital SR'000	Statutory reserve SR'000	Retained earnings SR'000	Total SR'000
Issue of share capital	5,625,000	-	-	5,625,000
Transaction costs (note 3)	-	-	(12,345)	(12,345)
Net income for the period	-	-	109,856	109,856
Transfer to statutory reserve	-	14,030	(14,030)	-
Balance at 31 December 2007	5,625,000	14,030	83,481	5,722,511

NOTES TO THE FINANCIAL STATEMENTS

At 31 December 2007

1 ACTIVITIES

Yanbu National Petrochemical Company (YANSAB) (the company) is a Saudi Joint Stock Company registered in the Kingdom of Saudi Arabia under Commercial Registration number 4700009432 dated 14 Muharram 1427H corresponding to 13 February 2006. The company has obtained Industrial License number S/1367 dated 18 Rajab 1426H corresponding to 1 September 2005. The company is owned 51% by Saudi Basic Industries Corporation (SABIC), (the major shareholder), 14% by other Saudi and GCC Founding shareholders and 35% of the shares are publicly traded.

The objectives of the company are to engage in manufacturing of petrochemical products in accordance with its Articles of Association, and other applicable regulations in the Kingdom. The company is in the preoperation stage and has not yet started its commercial operations.

2 BASIS OF PRESENTATION

As per the company's bylaws, the company's first fiscal year commences on the issuance date of the Ministerial Resolution declaring the incorporation of the company, which was dated 12 Muharram 1427 H (corresponding to 11 February 2006), and ends on 31 December the following year, being 31 December 2007. Accordingly, these financial statements cover the period from 11 February 2006 to 31 December 2007.

As this is the first set of statutory financial statements prepared by the company, no comparative information is presented.

3 SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with accounting standards generally accepted in the Kingdom of Saudi Arabia.

The significant accounting policies adopted are as follows:

Accounting convention

The financial statements have been prepared under the historical cost convention.

Capital Work in Progress

Capital work in progress, representing plant under construction, is recorded at cost. Such costs include cost of equipment, material and other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Capitalisation of borrowing costs

Borrowing costs attributable to acquisition and construction of plant and equipment are capitalised during the construction period.

Pre-operating expenses

Pre-operating expenses are charged to the income statement unless their future benefits have been determined in which case they will be amortized using the straight line basis over 7 years or their estimated period of benefit, whichever is shorter, from the commencement of operations.

Deferred charges

Deferred charges comprise financial advisory, legal, and arrangement fees, relating to obtaining a group of long term financing arrangements which are being used to finance the construction of part of the company's plant. These fees are amortised using the effective interest rate over the period of the long term financing arrangements. The amortization portion that falls within the construction period is capitalised as part of capital work in progress.

NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2007

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents consists of bank balances, cash on hand, bank deposits and murabaha commodity placements with an original maturity of three months or less.

Murabaha commodity placements with an original maturity period of three months or less are stated at cost, with accrued income being booked as other receivables until realized. Income from bank deposits and murabaha is accrued on a time apportionment basis over the period from disbursement of funds to the settlement date.

Accounts payable and accruals

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

Provisions

Provisions are recognized when the company has an obligation (legal or constructive) arising from a past event, and the costs to settle the obligation are both probable and may be measured reliably.

Employees' end of service benefits

Provision is made for amounts payable under the Saudi Arabian labour law and company's by laws applicable to employees' accumulated periods of service at the balance sheet date.

Transaction costs

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of share capital. The transaction costs of an equity transaction are accounted for as a deduction from equity.

Foreign currencies

Transactions in foreign currencies are recorded in Saudi Riyals at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the income statement.

Zakat

Zakat is provided for in accordance with Saudi Arabia fiscal regulations. The provision is charged to the income statement.

Leases

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in the income statement on a straight line basis over the lease term.

Expenses

As the company is still in the pre-operation stage, all expenses incurred are classified as general and administration expenses.

4 CASH AND CASH EQUIVALENTS

	2007 SR'000
Time deposits Current accounts	1,483,799 210,496
	1,694,295

Time deposits are maintained with banks inside and outside the Kingdom. During the period the company had certain Murabaha commodity placements with local banks which were liquidated in 2007 (note 19).

NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2007

5 ADVANCES TO SUPPLIERS AND OTHER RECEIVABLES

	2007 SR'000
Advances to suppliers	53,924
Amounts due from related parties (see note below and note 13)	196,603
Other receivables	30,057
	280,584

This balance represents advance payments to a shareholder in the normal course of business for purchase of materials and receivable for product sales under pre-marketing arrangement. (see note 9)

6 CAPITAL WORK IN PROGRESS

a) This item represents capital work in progress in respect of the construction of the company's plant and comprises the following:

	2007
	SR'000
Cost of work executed	11,926,774
Borrowing costs	192,176
Product licenses	116,069
Project management costs	223,421
Systems set-up charges (note 13)	97,231
Service agreements	133,173
Other	298,469
	12,987,313
	

b) The plant is situated on land leased from the Royal Commission in Yanbu for 35 Hijra years from 1 Dul Hijah 1426 H (corresponding to 1 January 2006). The lease is renewable for similar additional periods at the option of the parties (see also note 23).

7 PRE-OPERATING EXPENSES

This represents contributions of SR 200 million to the Centennial Fund and Higher Plastic Institute that will financially support small and medium sized projects in the related industry and were conditional for the company to secure the gas and feedstock required to manufacture its products. Pre-operating expenses will be amortised using the straight line basis over 7 years or their estimated period of benefit, whichever is shorter, from the commencement of commercial operations.

8 DEFERRED CHARGES

This represents financial advisory, legal, and arrangement fees totaling SR 143.2 million, relating to obtaining a group of long term financing arrangements which are being used to finance the construction of part of the company's plant (see note 22 - b). These fees are included in the initial recognition of the related financing arrangements (see note 14) and amortized, using the effective interest rate, over the period of the long term financing agreements. The amortization portion that falls within the construction period amounting to SR 11 million as at 31 December 2007, has been capitalised as part of capital work in progress.

NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2007

9 OTHER NON-CURRENT ASSETS

2007 SR'000
7,500
3,645
3,275
14,420

Consistent with the major shareholder policy (SABIC), the company maintains a Home Ownership Program for its eligible Saudi employees. Under the Program, the company builds houses for its eligible employees and transfers them to the employees at cost which will be collected from employees over a period not to exceed 20 years. The company has not yet started the program and the balance shown above represents the remaining balance which will be collected from employees who joined the program with SABIC affiliates before they are transferred to the company.

10 ACCOUNTS PAYABLE

	2007 SR'000
Suppliers and contractors Amount due to a shareholder and a related party (note 13)	33,367 71,594
	104,961
11 ACCRUALS AND PROVISIONS	2007 SR'000
Accrued expenses Accrued expenses due to a shareholder (note 13) Other payables	1,210,422 15,889 40,965
	1,267,276

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2007

12 ZAKAT

In accordance with the Department Zakat and Income Tax requirements, the company filed a zakat return for the period 11 February 2006 to 31 December 2006 and settled zakat thereon. For the 12 months ended December 31, 2007, there was no Zakat provision because Zakat base for this period is negative and income reported in the financial year ended December 31, 2007 was realized in 2006 for which Zakat was paid. The provision for the long period 11 February 2006 to 31 December 2007 is based on the following:

	2007 SR'000
Equity Provision for employees' end of service benefits transferred to the company Book value of long term assets (net of related financing)	3,656,250 30,144 (6,233,223)
	(2,546,829)
Zakatable income for the period from 11 February 2006 through 31 December 2006	150,787
Zakat base	150,787

The difference between the financial and the zakatable results is mainly due certain adjustments in accordance with the relevant fiscal regulations for the period from 11 February 2006 to 31 December 2006 (note 17).

Movements in provision during the period

The movement in the zakat provision for the period was as follows:

The me who is the same provision for the period who do some no.	2007 SR'000
At the beginning of the period Provided during the period Payments during the period	3,770 (3,770)
At the end of the period (note 11)	-

NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2007

13 RELATED PARTY TRANSACTIONS AND BALANCES

The following are the details of major related party transactions during the period and the related balances at the period end:

Related party		Nature of transaction	Amount of transaction	Current and non-current balances
			SR'000	2007 SR'000
Amounts due from related parties				
Saudi Basic Industries Corporation (SABIC)	Shareholder	Transfer of employees' benefits to the company, net	27,603	-
		Advance payments for purchase of materials and receivable for product sale.	238,731	200,513
Affiliates	Affiliate	Miscellaneous transactions	22,829	3,590
				204,103
Related party		Nature of transaction	Amount of transaction	Balance 2007
			SR'000	SR'000
Amounts due to related parties				
Saudi Basic Industries Corporation (SABIC)	Shareholder	Payments on behalf of the company	(2,676,657)	(82,805)
		Charges for systems set-up	(97,231)	-
		Transfer of home ownership receivables	(3,645)	-
Affiliates	Affiliate	Miscellaneous transactions	(20,592)	(4,678)
				(87,483)
				====

NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2007

14 TERM LOANS

The term loans are as follows:

The term loans are as follows:	2007
	SR'000
Public Investment Fund (PIF) (see note a) below)	2,645,006
The Commercial, ECA, SACE and ECGD loans (see note b) below)	3,387,867
Islamic financing facilities (see note c) below)	2,132,987
Less:	8,165,860
Financial advisory, legal and arrangement fees, net of amortisation (see	
note 8)	(132,668)
	8,033,192

- a) The PIF term loan was obtained in 2007 to finance the construction of the plant up to the maximum of SR 4,001 million. The loan carries borrowing costs at commercial rates and is repayable in equal semi-annual installments of SR 200 million. The first installment is due on 31 December 2009, and the last installment is due on 30 June 2019.
- b) The above loans were obtained from The Commercial, Expert Credit Agencies (ECA), Servizi Assicurativi Del Commercio Estero (SACE) and Export Credits Guarantee Department (ECGD) in 2007 to finance the construction of the plant up to the maximum of SR 5,948 million. The loans carry borrowing costs at commercial rates and are repayable in varying semi-annual installments. The first installment is due on 30 June 2009, and last installment is due on 30 June 2018.
 - c) The Islamic financing facilities represent advance payments received by the company from a group of banks ("Original Islamic Facility Participants") to finance the construction of the plant. The company has entered financing agreement with the Original Islamic Facility Participants up to the maximum of SR 3,176 million. Under the financing agreement, undivided 18% of the cost of the project will be delivered to the Original Islamic Facility Participants and then leased back (under Ijara agreement) to the company. The first installment for the lease payments is due on 30 June 2009, and last installment is due on 30 June 2018. The facility has been accounted for as a borrowing in accordance with the substance of the transactions.

The term loans are secured against the revenue from the project, when the company starts it commercial operations. In addition the company has signed an Equity Support, Subordination and Retention Agreement with the major Shareholder (SABIC) under which SABIC shall maintain its ownership in Yansab at 51% for the life of the loans and shall provide project completion and/or overrun support.

15 EMPLOYEES' END OF SERVICE BENEFITS

Employees' end of service benefits at 31 December 2007 include an amount of SR 30 million, being the balance at the date of transfer, in respect of employees transferred from a shareholder and related parties during the period (note 13).

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2007

16 SHARE CAPITAL

- a) The authorized, issued and fully paid share capital of the company consists of 562.5 million shares of SR 10 each.
- b) The company had originally issued 112.5 million shares of SR 50 each. In accordance with the Capital Market Authority's announcement dated 27 March 2006, the shares of the company were split into five shares for every one share effective 22 April 2006. Accordingly the issued shares of the company increased from 112.5 million shares of SR 50 each to 562.5 million shares of SR 10 each. The earnings per share calculation is based on 562.5 million shares.

The calculation of diluted earnings per share is not applicable to the company.

17 STATUTORY RESERVE

As required by Saudi Arabian Regulations for Companies, 10% of net income for the period has been transferred to the statutory reserve. The company may resolve to discontinue such transfers when the reserve totals 50% of the capital. The reserve is not available for distribution. The company prepared financial statements covering the period from 11 February 2006 to 31 December 2006 to comply with the requirements of the Capital Market Authority. The net income for this period was SR 140 million and accordingly, the company transferred 10% of net income to the statutory reserve (see notes 2 and 12).

18 GENERAL AND ADMINISTRATION EXPENSES

	Period from 11
	February 2006 to 31 December 2007
	SR'000
Training and trainees costs	47,294
Management costs	11,007
Security and safeguarding	13,993
Finance department	4,824
Other expenses	6,092
	83,210

19 OTHER INCOME

	Period from 11 February 2006 to 31 December 2007 SR'000
Income from murabaha commodity placements (note 4)	157,285
Commission earned on term deposits and current accounts (note 4)	39,551
	196,836

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2007

20 RISK MANAGEMENT

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future profitability or the fair values of financial instruments. The company is subject to interest rate risk on its interest bearing assets and liabilities, including bank deposits and term loans. To manage the interest rate risk associated with the term loans, the company has entered into a hedging arrangement with an international bank, under which the company pays a fixed interest rate and receive floating interest rate for part of the loan (US\$ 445 million)

The company is not exposed to interest rate risk on its Murabaha commodity placements as no interest is charged. The fair value of Murabaha commodity placements may be affected by current market forces including interest rates.

Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial liabilities. The company limits its liquidity risk by ensuring that bank facilities and the major shareholder support are available.

Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The company is subject to fluctuations in foreign exchange rates in the normal course of its business. The company did not undertake significant transactions in currencies other than Saudi Riyals and US Dollars, during the period.

21 FAIR VALUES OF FINANCIAL INSTRUMENTS

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. The company's financial assets consist of cash and cash equivalents, advances to suppliers and other receivables, its financial liabilities consist of payables accruals and term loans. The fair values of final instruments are not materially different from their carrying values.

NOTES TO THE FINANCIAL STATEMENTS (continued)

At 31 December 2007

22 COMMITMENT AND CONTINGENCIES

- a) The Board of Directors in their meeting dated 25 November 2007 has approved a revised budget for the company's entire project of SR 20,854 million. The cost of the project incurred by the company as at 31 December 2007 is SR 13,320 million.
- b) On 6 May 2006, the Board of Directors authorized a group of long term financing arrangements, including Islamic, SACE, Public Investment Funds, Export Credits Guarantee Agencies, commercial and working capital facilities totaling SR 13,125 million for the purpose of financing the construction of part of the company's plant. The drawdown as at 31 December 2007 amounted to SR 8,166 million (note 14).

23 LEASE COMMITMENTS

Future minimum rentals payable under non-cancellable operating leases as at 31 December 2007 are as follows:

	2007 SR'000
Within one year	4,790
After one year but no more than five years	19,162
More than five years	54,373
	78,325