

**SAUDI KAYAN PETROCHEMICAL COMPANY
(SAUDI KAYAN)
(SAUDI JOINT STOCK COMPANY – IN DEVELOPMENT STAGE)**

**INTERIM FINANCIAL STATEMENTS AND
AUDITORS' REPORT (LIMITED REVIEW)
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED
JUNE 30, 2010**

**SAUDI KAYAN PETROCHEMICAL COMPANY (SAUDI KAYAN)
(SAUDI JOINT STOCK COMPANY – IN DEVELOPMENT STAGE)**

**INTERIM FINANCIAL STATEMENTS AND AUDITORS' REPORT
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2010**

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AUDITORS' REPORT (LIMITED REVIEW) ON INTERIM FINANCIAL STATEMENTS

To the stockholders
Saudi Kayan Petrochemical Company (Saudi Kayan)
Al-Jubail, Saudi Arabia

Scope of Review

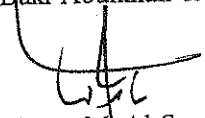
We have reviewed the interim balance sheet of Saudi Kayan Petrochemical Company (Saudi Kayan) ("Saudi Joint Stock Company"- in development stage) as of June 30, 2010 and the related interim statements of pre-operating activities for the three month and six month periods then ended, cash flows and stockholders' equity for the six months then ended, and notes 1 to 9 which form an integral part of these interim financial statements as prepared by the Company and presented to us with all the necessary information and explanations. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standard of auditing applicable to interim financial reporting issued by the Saudi Organization for Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Review Results

Based on our limited review, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with generally accepted accounting standards.

Deloitte & Touche
Bakr Abulkhair & Co.


Nasser M. Al-Sagga
License No. 322
26 Rajab, 1431
July 8, 2010



SAUDI KAYAN PETROCHEMICAL COMPANY (SAUDI KAYAN)
(SAUDI JOINT STOCK COMPANY – IN DEVELOPMENT STAGE)

INTERIM BALANCE SHEET
AS OF JUNE 30, 2010

	Note	2010 SR 000 (Un-audited)	2009 SR 000 (Un-audited)
ASSETS			
Current assets			
Cash and cash equivalents	3	1,455,691	4,986,589
Other receivables and prepayments		81,168	71,891
Inventories		109,663	-
Total current assets		1,646,522	5,058,480
Non-current assets			
Cost of projects under construction	4	37,409,890	27,286,484
Other non-current assets		41,655	25,207
Total non-current assets		37,451,545	27,311,691
TOTAL ASSETS		39,098,067	32,370,171
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Accounts payable		345,241	659,541
Accrued and other current liabilities		721,590	593,555
Total current liabilities		1,066,831	1,253,096
Non-current liabilities			
Long term debts	8	22,480,600	15,577,558
Other non-current liabilities		79,036	58,186
Total non-current liabilities		22,559,636	15,635,744
Stockholders' equity			
Share capital	1	15,000,000	15,000,000
Statutory reserve	5	49,408	49,408
Retained earnings		422,192	431,923
Total stockholders' equity		15,471,600	15,481,331
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		39,098,067	32,370,171

The accompanying notes form an integral part of these interim financial statements

SAUDI KAYAN PETROCHEMICAL COMPANY (SAUDI KAYAN)
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INTERIM STATEMENT OF PRE-OPERATING ACTIVITIES
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2010

	Note	From April 1 to June 30		From January 1 to June 30	
		2010 SR 000 (Un-audited)	2009 SR 000 (Un-audited)	2010 SR 000 (Un-audited)	2009 SR 000 (Un-audited)
Pre-operative and other expenses		(1,599)	(6,485)	(5,275)	(12,750)
Net loss from pre-operating activities before zakat		(1,599)	(6,485)	(5,275)	(12,750)
Zakat		(197)	-	(290)	-
NET LOSS FOR THE PERIOD FROM PRE-OPERATING ACTIVITIES		(1,796)	(6,485)	(5,565)	(12,750)
Loss per share for the period (in SR)	6	(0.001)	(0.004)	(0.004)	(0.008)

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SAUDI KAYAN PETROCHEMICAL COMPANY (SAUDI KAYAN)
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INTERIM STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS PERIOD ENDED JUNE 30, 2010

	2010	2009
	SR 000	SR 000
	(Un-audited)	(Un-audited)
PRE-OPERATING ACTIVITIES		
Net loss from pre-operating activities before zakat	(5,275)	(12,750)
Changes in:		
Other receivables and prepayments	86,446	15,919
Inventories	(109,663)	-
Accounts payable, accrued and other current liabilities	(1,065,111)	(954,386)
Other non-current liabilities	17,288	6,009
Net cash used in pre-operating activities	(1,076,315)	(945,208)
INVESTING ACTIVITIES		
Additions to cost of projects under construction	(3,286,299)	(7,355,186)
Other non-current assets	(20,613)	1,945
Net cash used in investing activities	(3,306,912)	(7,353,241)
FINANCING ACTIVITIES		
Proceeds from long term debts	3,367,130	9,762,734
Net cash from financing activities	3,367,130	9,762,734
Net change in cash and cash equivalents	(1,016,097)	1,464,285
Cash and cash equivalents, January 1,	2,471,788	3,522,304
CASH AND CASH EQUIVALENTS, JUNE 30,	1,455,691	4,986,589

Non-cash transactions:

Cost of projects under construction includes accounts payable, accrued and other current liabilities amounting to SR 976.4 million (2009: SR 1,166.8 million).

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INTERIM STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS PERIOD ENDED JUNE 30, 2010

	Share capital SR 000	Statutory reserve SR 000	Retained earnings SR 000	Total SR 000
January 1, 2009	15,000,000	49,408	444,673	15,494,081
Net loss for the period from pre-operating activities	-	-	(12,750)	(12,750)
June 30, 2009	15,000,000	49,408	431,923	15,481,331
January 1, 2010	15,000,000	49,408	427,757	15,477,165
Net loss for the period from pre-operating activities	-	-	(5,565)	(5,565)
June 30, 2010	15,000,000	49,408	422,192	15,471,600

The accompanying notes form an integral part of these interim financial statements

**SAUDI KAYAN PETROCHEMICAL COMPANY (SAUDI KAYAN)
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**NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2010**

1. ORGANIZATION AND ACTIVITIES

Saudi Kayan Petrochemical Company (Saudi Kayan) (“the Company”) is a Saudi Joint Stock Company, in the development stage, registered under commercial registration number 2055008450 dated 26 Jumada I, 1428 (June 12, 2007). The authorized, issued and fully paid share capital of the Company, amounting to SR 15,000 million, is divided into 1,500 million shares of SR 10 each.

The principal activity of the Company is to invest in industrial projects in the petrochemical and chemical fields and owning and constructing the industrial projects to support the Company’s activities including raw materials and other within and outside the Kingdom, operating and managing the industrial projects build by the Company and to provide the support and maintenance of the utilities related to these plants and gaining the technical expertise in petrochemical and chemical fields through co-operation and purchasing from others.

The Company’s principal place of business is at Jubail Industrial City, Kingdom of Saudi Arabia.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying interim financial statements have been prepared in compliance with the accounting standards issued by the Saudi Organization for Certified Public Accountants. The following is a summary of significant accounting policies applied by the Company:

a) Accounting convention

The financial statements are prepared under the historical cost convention.

b) Use of estimates

The preparation of interim financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management’s best knowledge of current events and actions, actual results ultimately may differ from those estimates.

c) Revenue recognition

Income from murabaha placements and deposits are recognized on an accrual basis.

d) Inventories

Inventories comprise spare parts and consumables and are stated at the lower of cost or estimated net realizable value.

The cost of spare parts and consumables is arrived at using the weighted average cost method.

e) Pre-operative expenses

Pre-operative expenses include expenses not directly attributable to the construction costs of the Company and which do not have future benefits.

f) Cost of projects under construction

Cost of projects under construction represents the costs incurred for the construction of various projects and are accounted for at cost.

SAUDI KAYAN PETROCHEMICAL COMPANY (SAUDI KAYAN)
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NOTES TO THE INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2010

g) Impairment

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognized as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognized as income immediately.

h) Foreign currency translation

Transactions denominated in foreign currencies are translated into Saudi Riyals at exchange rates prevailing on the dates of such transactions. Monetary assets and liabilities denominated in foreign currencies are translated into Saudi Riyals at exchange rates prevailing at the balance sheet date. Exchange gains or losses are credited or charged to statement of pre-operating activities.

i) Provisions for obligations

A provision is recognized in the balance sheet when the Company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

j) Borrowing costs

Borrowing costs directly attributable to the projects under construction are added to the cost of the projects until such time as the assets are ready for their intended use. Investment income earned on temporary investment of specific borrowings pending their expenditure on the projects under construction is deducted from the borrowing costs eligible for capitalization.

k) End-of-service indemnities

End-of-service indemnities, required by the Saudi Arabian labor law, are provided in the financial statements based on the employees' length of service.

l) Employees' home ownership program

The Company has a home ownership program that offers eligible Saudi employees home ownership opportunities.

Unsold housing units constructed for eventual sale to eligible employees are included under buildings and depreciated over 33 years.

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NOTES TO THE INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2010

When the houses are allocated to the employees, the cost of houses constructed and sold to the employees under the program is transferred from property and equipment to other non-current assets. Down payments and installments of purchase price received from employees are set off against the other non-current assets.

The cost of the houses and the related purchase price is removed from other non-current assets when the title to the houses is transferred to the employees, at which time, no significant gain or loss is expected to result to the Company.

m) Employees' Savings Plan

The Company maintains an employee saving plan. The contributions from the participants are deposited in a separate bank account and provision is established for the Company's contribution.

n) Zakat

The Company is subject to zakat in accordance with the Regulations of the Department of Zakat and Income Tax ("DZIT"). Zakat is calculated and accrued for the quarter based on estimation. Zakat is recorded at the period end based on period end figures and any difference between the estimate and the actual is adjusted at that time. Any difference between the estimate and final assessment is recorded when settled.

o) Leasing

Leases are classified as capital leases whenever the terms of the lease transfer substantially all of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Rentals payable under operating leases are charged to income on a straight line basis over the term of the operating lease.

3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash and bank balances and murabaha investments with original maturities of three months or less.

	June 30, 2010 SR 000	June 30, 2009 SR 000
Cash and bank balances	169,441	74,089
Islamic murabaha investments	1,286,250	4,912,500
	1,455,691	4,986,589

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NOTES TO THE INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2010

4. COST OF PROJECTS UNDER CONSTRUCTION

Cost of projects under construction represents the costs incurred by the Company for the construction of industrial projects in the petrochemical and chemical fields and to produce propylene, ethylene, benzene, cumene, phenol, acetone, polyethylene, polypropylene, ethylene glycol, bisphenol, ethanalamines, methylamines, dimethyl formamide, choline chloride, polycarbonate and ethoxylates and other petrochemical products and related facilities at Jubail Industrial City, Kingdom of Saudi Arabia. Construction related costs at June 30, 2010 comprise construction costs under various agreements and directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in a manner intended by the management. Directly attributable costs include employee benefits, site preparation and installation costs, licensing fees, professional fees and project management fees. The total costs and expenses incurred on projects under construction up to June 30, 2010 amounting to SR 37.7 billion (2009: SR 27.5 billion) out of this SR 109.6 million has been reclassified as inventory. The Company during the period, in accordance with the accounting standards, charged SR 5.6 million (2009: SR 12.7 million) to the pre-operating expenses. The Company charged SR 207.6 million to the statement of pre-operating activities from inception (June 12, 2007) to June 30, 2010.

Finance cost capitalized during the period ended June 30, 2010 amounted to SR 84.78 million (2009: SR 61.49 million).

The Company has leased land for plant and equipment and buildings from the Royal Commission for Jubail and Yanbu at nominal rent. The lease is for a period of 30 years commencing from 21 Rabi'l, 1428H (corresponding to April 9, 2007) and is renewable for a similar period under mutual agreed terms and conditions.

5. STATUTORY RESERVE

In accordance with Regulations for Companies in Saudi Arabia, the Company has established a statutory reserve by appropriation of 10% of net income until the reserve equals 50% of the share capital. This reserve is non cash item and not available for dividend distribution.

6. LOSS PER SHARE

Loss per share are computed by dividing net loss for the period by the weighted average number of shares outstanding amounting to 1,500 million shares.

7. CONTINGENCIES AND COMMITMENTS

	June 30, 2010 SR 000	June 30, 2009 SR 000
Letters of guarantee	<u>20,503</u>	<u>26,780</u>
Letters of credit	<u>564,462</u>	<u>23,376</u>

At June 30, 2010, the Company had outstanding capital commitments of SR 4,374 million (2009: SR 10,016 million) in respect of cost of projects under construction.

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**NOTES TO THE INTERIM FINANCIAL STATEMENTS (Continued)
FOR THE THREE MONTH AND SIX MONTH PERIODS ENDED JUNE 30, 2010**

8. FINANCING ARRANGEMENTS

The Company has obtained financing totaling SR 22.5 billion including financial cost incurred during the construction period to be paid over a period not exceeding 15 years to cover projects construction costs. This amount has been arranged by local, government and international financial institutions. The Company has utilized SR 20.9 billion up to June 30, 2010, while the remaining facilities are expected to be utilized in the coming periods.

Additionally, in accordance with the support agreement with the major shareholder (SABIC), SABIC agreed to finance the additional funding required to complete the project under construction and start up costs based on certain terms and conditions and per the agreement, SABIC will maintain 35% ownership in the Company during period of loans. The Company has utilized SR 1.5 billion upto June 30, 2010 from the above facility from SABIC.

9. RESULTS OF INTERIM PERIOD

The results of the interim period are not an indication of the results for the year.