(Registered No 304682)

#### ANNUAL REPORT AND ACCOUNTS 2007

Board of Directors

R M Stott F W M Starkie S H Rata

#### REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 2007

#### Principal activity

The company acts as an intermediate holding company, holding certain investments in Far Eastern chemicals companies

It is the intention of the directors that the above business of the company will continue for the foreseeable future

#### Review of activities and future developments

The company has had a satisfactory year and the directors believe that the trend will continue

The company is in a good position to take advantage of any opportunities which may arise in the future

#### Results

The profit for the year after tax is £32,029,000 which, when added to the retained profit brought forward at 1 January 2007 of £20,613,000, together with exchange gains taken directly to reserves of £839,000, gives a total retained profit carried forward at 31 December 2007 of £53,481,000 The directors do not propose the payment of a final dividend

#### **Directors**

The present directors are listed above

The changes since 1 January 2007 were as follows,

	<u>Appointed</u>	Resigned
F W M Starkie	1 July 2007	
G Moeyens		1 December 2007
R Fezzanı		8 Aprıl 2008
S H Rataj	8 April 2008	•

#### **Directors' indemnity**

The company indemnifies the directors in its Articles of Association to the extent allowed under section 309 of the Companies Act, 1985 (effective for the period up to 30 September 2007) and section 232 of the Companies Act, 2006 (effective for the period from 1 October 2007)



25/09/2008 **COMPANIES HOUSE** 

#### REPORT OF THE DIRECTORS

#### Risks

The company aims to deliver sustainable value by identifying and responding successfully to risks Risk management is integrated into the process of planning and performance management at a Group level Monitoring and accountability for the management of these risks occur through quarterly performance reviews at a group level

Company level risks have been identified and classified in four categories strategic, compliance and ethics, financial risk management and operations

#### Strategic risks

#### Prices and markets

Oil, gas and product prices are subject to international supply and demand. Political developments (especially in the Middle East) and the outcome of meetings of OPEC can particularly affect world supply and oil prices. In addition to the adverse effect on revenues, margins and profitability from any future fall in oil and natural gas price, a prolonged period of low prices or other indicators would lead to a review for impairment of the group's oil and natural gas properties. This review would reflect management's view of long-term oil and natural gas prices. Such a review could result in a charge for impairment that could have a significant effect on the group's results of operations in the period in which it occurs.

Refining profitability can be volatile, with both periodic oversupply and supply tightness in various regional markets. Sectors of the chemicals industry are also subject to fluctuations in supply and demand within the petrochemicals market, with consequent effect on prices and profitability

#### Socio-political

We have operations in developing countries where political, economical and social transition is taking place. Some countries have experienced political instability, changes to the regulatory environment, expropriation or nationalization of property, civil strife, strikes, acts of war and insurrections. Any of these conditions occurring could disrupt or terminate our operations, causing our development activities to be curtailed or terminated in these areas or our production to decline, and could cause us to incur additional costs.

We set ourselves high standards of corporate citizenship and aspire to contribute to a better quality of life through the products and services we provide. If it is perceived that we are not respecting or advancing the economic and social progress of the communities in which we operate, our reputation and shareholder value could be damaged.

#### Competition

The oil, gas and petrochemicals industries are highly competitive. There is strong competition, both within the oil and gas industry and with other industries, in supplying the fuel needs of commerce, industry and the home. Competition puts pressure on product prices, affects oil products marketing and requires continuous management focus on reducing unit costs and improving efficiency.

#### REPORT OF THE DIRECTORS

#### Compliance and ethics risks

#### Regulatory

The oil industry is subject to regulation and intervention by governments throughout the world in such matters as the award of exploration and production interests, the imposition of specific drilling obligations, environmental protection controls, controls over the development and decommissioning of a field (including restrictions on production) and, possibly, nationalization, expropriation, cancellation or non-renewal of contract rights. We buy, sell and trade oil and gas products in certain regulated commodity markets. The oil industry is also subject to the payment of royalties and taxation, which tend to be high compared with those payable in respect of other commercial activities, and operates in certain tax jurisdictions that have a degree of uncertainty relating to the interpretation of, and changes to, tax law. As a result of new laws and regulations or other factors, we could be required to curtail or cease certain operations, causing our production to decrease, or we could incur additional costs.

#### Developing country risk

The company has operations in developing countries where political, economic and social transition is taking place. Some countries have experienced political instability, expropriation or nationalization of property, civil strife, strikes, acts of war and insurrections. Any of these conditions occurring could disrupt or terminate our operations, causing our development activities to be curtailed or terminated in these areas or our production to decline and could cause us to incur additional costs.

#### Financial Risk Management

The main financial risks faced by the company through its normal business activities are market risk and currency risk. The management of these financial risks is performed at a group (BP p l c Group) level

#### Market risk

Market risk is the possibility that changes in currency exchange rates, interest rates or oil, natural gas and power prices will adversely affect the value of the group's financial assets, liabilities or expected future cash flows. The management of such risks is performed at BP Group level. The group has developed policies aimed at managing the market risk inherent in its natural business activities and, in accordance with these policies, the group enters into various transactions using derivative financial and commodity instruments (derivatives). Derivatives are contracts whose value is derived from one or more underlying financial instruments, indices or prices that are defined in the contract. The group also trades derivatives in conjunction with these risk management activities.

#### Currency risk

Fluctuations in exchange rates can have significant effects on the company's reported profit. The company's financial assets and liabilities give rise to transactional currency exposures. Such exposures arise from transactions in a currency other than the company's functional currency. The management of such risks is performed at BP Group level.

BP's foreign exchange management policy is to minimize economic and significant transactional exposures arising from currency movements against the US dollar. The group co-ordinates the handling of foreign exchange risks centrally, by netting off naturally occurring opposite exposures wherever possible to reduce the risks, and then dealing with any material residual foreign exchange risks. Significant residual non-dollar exposures are managed using a range of derivatives.

#### REPORT OF THE DIRECTORS

#### Operations risks

#### Operations - safety and operations

#### Environmental

If we do not apply our resources to overcome the perceived trade-off between global access to energy and the protection or improvement of the natural environment, we could fail to live up to our aspirations of no or minimal damage to the environment and contributing to human progress

#### Compliance risk

Incidents of non-compliance with applicable laws and regulation or ethical misconduct could be damaging to the company's reputation Inherent in the company's operations are hazards that require continual oversight and control If operational risks materialized, loss of life, damage to the environment or loss of production could result

#### Key performance indicators

The Companies Act 1985 requires directors to disclose the company's Key Performance Indicators (KPIs) BP manages its KPIs at a segment and geographical level. As a result the directors have taken the decision not to disclose KPIs in individual subsidiary accounts. The BP Group KPIs are included within the accounts of the ultimate parent undertaking BP p l c.

#### Auditors

Ernst & Young LLP will continue in office as the company's auditor in accordance with the elective resolution passed by the company under Section 386 of the Companies Act 1985

#### REPORT OF THE DIRECTORS

#### Directors' statement as to the disclosure of information to the auditor

The directors who were members of the board at the time of approving the directors' report are listed on page 1 Having made enquiries of fellow directors and of the company's auditor, each of these directors confirm that

- To the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditor is unaware, and
- Each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditor is aware of that information

By order of the Board

Secretary

18 September 2008

Registered Office

Chertsey Road Sunbury on Thames Middlesex TW16 7BP

# STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are responsible for preparing the accounts in accordance with applicable United Kingdom law and United Kingdom generally accepted accounting practice

Company law requires the directors to prepare accounts for each financial year that give a true and fair view of the state of affairs of the company. In preparing these accounts, the directors are required

- To select suitable accounting policies and then apply them consistently,
- To make judgements and estimates that are reasonable and prudent,
- To state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts,
- To prepare the accounts 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors confirm that they have complied with these requirements and, having a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, continue to adopt the going concern basis in preparing the accounts

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BP CHEMICALS INVESTMENTS LIMITED

We have audited the company's accounts for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses, the accounting policies and the related notes 1 to 17 These accounts have been prepared under the accounting policies set out therein

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 auditors' 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' responsibilities for preparing the Annual Report and the accounts in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985 We also report to you whether in our opinion the information given in the directors' report is consistent with the accounts

In addition we report to you if, in our opinion, 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 other transactions is not disclosed

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the accounts, 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 accounts 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 accounts

#### Opinion

In our opinion

- the accounts give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year then ended,
- the accounts have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the accounts

East, Young LLP Ernst & Young LLP Registered auditor

London

23 September 2008

#### **ACCOUNTING POLICIES**

#### Accounting standards

These accounts are prepared in accordance with applicable UK accounting standards

#### Accounting convention

The accounts are prepared under the historical cost convention

#### Basis of preparation

The directors consider it appropriate to prepare the accounts on a going concern basis, since the parent undertaking agreed to provide sufficient finance, whether directly or through one of its subsidiaries to enable the company to meet its liabilities as they fall due for the foreseeable future

#### Statement of cash flows

The group accounts of the ultimate parent undertaking contain a consolidated cash flow statement. The company has taken advantage of the exemption granted by the Financial Reporting Standard No 1 (Revised), whereby it is not required to publish its own cash flow statement.

#### Group accounts

Group accounts are not submitted as the company is exempt from the obligation to prepare group accounts under Section 228(1) of the Companies Act 1985. The results of subsidiary and associated undertakings are dealt with in the consolidated accounts of the ultimate parent undertaking, BP p l c , a company registered in England and Wales. The accounts present information about the company as an individual undertaking and not about the group

#### Dividend income

Dividend income from investments is recognised when the shareholders' right to receive the payment is established

#### Foreign currency transactions

Foreign currency transactions are initially recorded in sterling by applying the exchange rate ruling on the date of transaction. Foreign currency monetary assets and liabilities are translated into sterling at the rate of exchange ruling at the balance sheet date. Exchange differences are included in the profit and loss account.

#### Interest

All interest is charged against income in the year in which it is incurred

#### Dividends payable

Final dividends are recorded in the accounts in the year in which they are approved by the company's shareholders. Interim dividends are recorded in the year in which they are approved and paid

# **ACCOUNTING POLICIES**

#### **Investments**

Fixed asset investments in subsidiaries, joint ventures and associates are held at cost. The company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the company makes an estimate of its recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2007

		2007	2006
	Note	£000	£000
Dividend income		37,268	248,354
Administration expenses		(5,229)	414
Other income	2	1,008	-
Operating profit	3	33,047	248,768
Loss on disposal of fixed asset investment	4	-	(5,873)
Profit on ordinary activities before interest and tax		33,047	242,895
Interest payable and similar charges	5	(2,189)	(3,967)
Interest received	6	1,171	
Profit before taxation		32,029	238,928
Taxation	7	-	-
Profit for the year		32,029	238,928

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2007

	2007_	2006
	£000	£000
Profit for the year	32,029	238,928
Currency translation differences on foreign currency net investments	839	<del>-</del>
Total recognised gains and losses for the year	32,868	238,928

# **BALANCE SHEET AT 31 DECEMBER 2007**

	<b>.</b>	2007	2006
Fixed assets	Note	£000	£000
Investments	9	393,626	78,894
Current assets			
Debtors	10	158	304
Creditors: amounts falling due within one year	11	(303,181)	(21,463)
Net current liabilities		(303,023)	(21,159)
NET ASSETS		90,603	57,735
Represented by			
Capital and reserves			
Called up share capital Profit and loss account	12 13	37,122 53,481	37,122 20,613
SHAREHOLDERS' FUNDS – EQUITY INTERESTS		90,603	57,735

Director

18 September 2008

# NOTES TO ACCOUNTS

# 1. Auditor's remuneration

	2007	2006
	£000	£000
Fees for the audit of the company	6	7
Fees paid to the company's auditor, Ernst & Young LLP, and its a statutory audit of the company are not disclosed in these accounts BP Chemicals Investments Limited's ultimate parent, BP p consolidated basis	s since the consolidate	ed accounts o
. Other income		
	2007	2006
•	£000	£000
Tax incentive for dividends reinvestment in China	1,008	<u>-</u>
. Operating profit		
This is stated after charging		
	2007	2006
	£000	£000
Exchange gain on foreign currency borrowings less deposits	1,857	966
. Exceptional item		
Exceptional items comprise of the loss on disposal of fixed asset i	nvestment as follows	
	2007	2006
I are an discount / transfer of fixed agent investment	£000	£000
Loss on disposal / transfer of fixed asset investment	<u> </u>	5,873
In November 2006 ownership of BP Chemicals Plastech Gr company, was transferred to Deutsche BP AG at a loss of £5,873,	-	t loss makın
. Interest payable and similar charges		
	2007	2006
	£000	£000
Loans from fellow subsidiary undertakings	2,189	3,967
. Interest receivable		
	2007	2006
	0003	£000
Interest income from parent and subsidiary undertakings	1,171	-

# **NOTES TO ACCOUNTS**

#### 7. Taxation

The Company is a member of a group for the purposes of relief under Section 402 of the Income & Corporation Taxes Act 1988 No corporation tax has been provided because another group company, BP International Limited, has undertaken to procure the claim or surrender of group relief to the extent it is required and to provide for any current or deferred tax that arises without charge

The following table provides a reconciliation of the UK statutory corporation tax rate to the effective current tax rate on profit before taxation

	2007	2006
	£000	£000
Profit before taxation	32,029	238,928
Current taxation	-	-
Effective current tax rate	0%	0%
	2007	2006
	%	%
UK statutory corporation tax rate	30	30
Increase / (decrease) resulting from		
Permanent differences	21	-
Non deductible expenditure / non taxed income	-	(27)
Double tax relief	(51)	(1)
Group relief	•	(2)
Effective current tax rate		<u> </u>

# 8. Directors and employees

None of the directors received any fees or remuneration for services as a director of the company during the financial year (2006 £Nil)

The company had no employees during the year (2006 Nil)

#### **NOTES TO ACCOUNTS**

#### 9. Fixed assets – investments

	Subsidiary	Joint	Assoc	
	Under	ventures	Under	
	Shares	Shares	Shares	Total
Cost	£000	£000	£000	£000
At 1 January 2007	25,839	45,575	7,580	78,994
Exchange Adjustments	-	69	344	413
Additions	309,849	4,470		314,319
At 31 December 2007	335,688	50,114	7,924	393,726
Amounts provided				
At 1 January 2007	(100)		-	(100)
At 31 December 2007	(100)			(100)
Net book amount				
At 31 December 2007	70,637	50,113	7,924	393,626
At 31 December 2006	25,739	45,575	7,580	78,894

The investments in the subsidiary, associated undertakings and joint ventures are unlisted

During the year the company injected capital of \$8,339,000 (£4,470,000) into its joint venture, BP-YPC Acetyls Co Ltd The company also invested €420,000,000 (£309,849,000) into BP Aromatics Holdings Limited

In June 2006 BP Chemicals (Ireland) Ltd ceased trading and it is planned for liquidation

In the opinion of the directors, the value of the shares and loans in the company's subsidiary and associated undertakings is not less than the amount at which they are shown in the balance sheet

The subsidiary undertakings, associated undertakings and joint ventures of the company at 31 December 2007 and the percentage of equity capital held are set out below. The principal country of operation is generally indicated by the company's country of incorporation or by its name.

Subsidiary Undertakings	%	Country of Incorporation		Principal activity
BP Chemicals Trading Ltd	100	England and Wa	ales	Chemicals
BP Chemicals (Ireland) Ltd	100	England and Wa	ales	Chemicals
BP Chemicals Ltd	100	England and Wa	iles	Chemicals
BP Aromatics Holdings Limited	100	England and Wales		Chemicals
Associated	%	Country of	Issued	Principal activity
Undertakings		Incorporation	Share capital	
Ethylene Malaysia Sdn Bhd	15	Malaysia	52,500	Chemicals
Joint Ventures	%	Principal place	of business	Principal activities
Yangzte River Acetyls Co Ltd	51	China		Chemicals
Polyethylene Malaysia Sdn Bhd	60	Malaysıa		Chemicals
BP-YPC Acetyls Company Ltd	50	China		Chemicals

# NOTES TO ACCOUNTS

# 10. Debtors

			2007	2006
			Within	Within
			l year	1 year
			£000	£000
	Parent and fellow subsidiary		-	304
	undertakings			
	Prepayments and accrued income		158	-
	• •		158	304
11.	Creditors			
			2007	2006
			Within	Within
			l year	1 year
			£000	£000
	Parent and fellow subsidiary		302,924	21,463
	undertakings			
	Accruals and deferred income		257	
			303,181	21,463
12.	Called up share capital			
			2007	2006
			£000	£000
	Authorised share capital			
	37,300,000 Ordinary shares of £1 each		37,300	37,300
	•			
	Allotted, called up and fully paid			
	37,122,000 Ordinary shares of £1 each		37,122	37,122
13.	Capital and reserves			
	•			
		Equity	Profit and	
		share	loss	
		capital	account	Total
		£000	£000	£000
	At 1 January 2007	37,122	20,613	57,735
	Profit for the year	-	32,029	32,029
	Currency translation differences on foreign		222	000
	currency net investments	<del></del>	839	839
	At 31 December 2007	37,122	53,481	90,603

#### **NOTES TO ACCOUNTS**

#### 14. Reconciliation of movements in shareholders' funds

	2007	2006
	£000	£000
Profit for the year	32,029	238,928
Currency translation differences on foreign currency net investments	839	-
Dividends per ordinary share		(192,000)
Net increase in shareholders' interests	32,868	46,928
Shareholders' interest at 1 January	57,735	10,807
Shareholders' interest at 31 December	90,603	57,735
Shareholders' interest at 1 January	57,735	10,807

#### 15. Related party transactions

The company has taken advantage of the exemption contained within Financial Reporting Standard No 8 "Related Party Disclosures", and has not disclosed transactions with group companies

During the year the company received dividends from its associated undertakings Ethylene Malaysia Sdn Bhd \$47,393,000 (£23,825,000) and its joint venture Yangzte River Acetyls Co Ltd \$27,298,000 (£13,442,000)

During the year the company injected capital \$8,339,000 (£4,470,000) into its joint venture BP-YPC Acetyls Co Ltd

No amounts are outstanding in respect of the above transactions at the balance sheet date (2006 £Nil)

#### 16. Pensions

The company does not directly employ any staff and therefore does not directly bear any pension charge

# 17. Immediate and ultimate parent undertaking

The immediate parent undertaking of this company is BP International Limited, a company registered in England and Wales. The ultimate parent undertaking of the group of undertakings for which group accounts are drawn up, and of which the company is a member, is BP p l c, a company registered in England and Wales. Copies of BP p l c 's accounts can be obtained from 1 St James's Square, London, SW1Y 4PD