BP CHEMICALS LIMITED (Registered No. 194971)

ANNUAL REPORT AND ACCOUNTS 1997

Board of directors:

B K Sanderson (Chairmai

G C Greve M C Buzzacott Dr J K Robinson



REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 1997.

Principal activity

The company and its subsidiary undertakings operate chemicals and plastics manufacturing assets either in their own name or as agents of BP International Limited. It is the intention of the directors that the current business of the company will continue for the foreseeable future.

The operations of certain fellow subsidiary undertakings have been adversely affected by the slowdown in economic activity in South East Asia. For further information, see note 19 to the accounts.

Results

The retained profit for the year after taxation of £12,245,000 which has been added to the retained profit brought forward of £30,076,000. After an exchange loss of £1,852,000 retained profit of £40,469,000 was carried forward at 31 December 1997.

Research and development

The company, on behalf of itself and its subsidiaries, was engaged in a wide range of research and development activities in connection with the manufacture of chemicals and plastics.

Directors

Mr B K Sanderson, Mr M C Buzzacott, Mr P A Pearson, and Dr J K Robinson served as directors throughout the financial year. Mr G C Greve was appointed as a director on 16 July 1997 and Dr C S Gibson-Smith resigned on 31 August 1997. Mr P A Pearson resigned as a director on 2 April 1998.

Directors' interests

The interests of the directors holding office at 31 December 1997, other than a director of the ultimate parent undertaking and their families, in 25p ordinary shares of The British Petroleum Company p.l.c. were as set out below:

	31 December 1997	1 January 1997 or date of appointment
M C Buzzacott G C Greve P A Pearson J K Robinson * Held in the form of American Depositary Receipts	40,395 76,992* 80,248 28,560*	21,206 76,992* 39,914 14,728*

REPORT OF THE DIRECTORS

Directors interests - continued

In addition, rights to subscribe for 25p ordinary shares in The British Petroleum Company p.l.c. were granted to, or exercised by, those directors between 1 January 1997, or date of appointment, and 31 December 1997 as follows:

	<u>Granted</u>	Exercised
M C Buzzacott	Nil	7,281
G C Greve	Nil	Nil
P A Pearson	Nil	26,440
J K Robinson	Nil	19 800

No director had any interest in the shares or debentures of subsidiary undertakings of The British Petroleum Company p.l.c. at 31 December 1997.

Disabled employees

The company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person.

Where existing employees become disabled, it is the company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion wherever appropriate.

Employee involvement

During the year, the policy of providing employees with information about the group has been continued through the newsletter 'BP Today' in which employees have also been encouraged to present their suggestions and views on the company's performance. Regular meetings are held between management and employees to allow free flow of information and ideas.

Policy and practice with respect to payment of suppliers

It is the company's policy to follow the CBI's prompt payment code of practice for all suppliers to the company. A copy of the code of practice may be obtained from the CBI.

The number of day's purchases represented by trade creditors at the year end was 12 days.

Auditors

In accordance with Section 386 of the Companies Act 1985, the company has elected to dispense with the obligation to appoint auditors annually and Ernst & Young continue in office.

By order of the Board

Assistant Secretary

H. Stanley

Registered Office Britannic House 1 Finsbury Circus London EC2M 7BA

14/10/1998

STATEMENT OF DIRECTORS RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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

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

The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for taking reasonable steps to safeguard the assets of the company and to prevent and detect 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.

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REPORT OF THE AUDITORS TO THE MEMBERS OF BP CHEMICALS LIMITED

We have audited the accounts on pages 5 to 15 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements 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 of the state of the company's affairs as at 31 December 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Registered Auditors

London

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ACCOUNTING POLICIES

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable UK accounting standards.

As the ultimate parent undertaking has published a group cash flow statement in compliance with Financial Reporting Standard No. 1 (revised) in which the cash flows of the company are consolidated, a cash flow statement is not presented in these accounts.

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, The British Petroleum Company p.l.c. a company registered in England and Wales.

Stock valuation

Stocks are valued at cost using the first-in, first-out method, or at net realisable value, whichever is the lower. Stores are stated at or below cost calculated mainly using the average method.

Foreign currencies

Assets and liabilities of foreign currency branches are translated into sterling at closing rates of exchange. Income statements are translated at average rates of exchange.

Exchange differences resulting from the retranslation of net investments in foreign currency branches at closing rates, together with differences between income statements translated at average rates and at closing rates of exchange, are dealt with in reserves. Exchange gains and losses arising on long-term foreign currency borrowings used to finance the company's foreign currency investments are also dealt with in reserves.

All other exchange gains or losses on settlement or translation at closing rates of exchange of monetary assets and liabilities are included in the determination of profit for the year.

Depreciation

Tangible fixed assets, other than freehold land, are depreciated on the straight line method over their estimated useful lives.

Research expenditure

Expenditure on research is written off in the year in which it is incurred.

Pensions

Pension costs represent the contributions made to The BP Pension Fund.

Deferred taxation

Deferred taxation is calculated using the liability method, in respect of timing differences arising primarily from the different accounting and tax treatment of depreciation. Provision is made or recovery anticipated where timing differences are expected to reverse in the foreseeable future.

Long

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1997

	Note	1997 £000	1996 £000
Turnover - continuing operations Cost of sales	1	297,178 (274,440)	317,236 (289,771)
Gross Profit Administration expenses Distribution and marketing expenses Other income	2	22,738 (1,784) (4,391) 40	27,465 (711) (5,313) 119
Operating profit - continuing operations Profit/(loss) on disposal of fixed assets Interest payable and similar charges	3 . 4	16,603 15 (462)	21,560 (30) (918)
Profit before taxation Taxation	5	16,156 (3,911)	20,612 (4,069)
Profit for the year Dividend	. 7	12,245	16,543 (20,000)
Retained profit/(loss) for the year		12,245	(3,457)

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 1997

	1997	1996
	£000	£000
Retained profit/(loss) for the year	12,245	(3,457)
Currency translation differences	(1,852)	(2,275)
Total recognised gains and losses for the year	10,393	(5,732)

BALANCE SHEET AT 31 DECEMBER 1997

	Note	1997	1996
		£000	£000
Fixed assets			
Tangible assets	8	22,986	23,544
Investments	9	78,546	78,546
		101,532	102,090
Current assets			
Stocks	10	14,641	13,569
Debtors - amounts falling due:		,	10,000
Within one year	11	14,376	15,897
After more than one year	11	1,008	25,460
Cash at bank and in hand		6,865	8,579
Creditors - amounts falling due within one year	12	(73,452)	(111,535)
Net current liabilities		(36,562)	(48,030)
TOTAL ASSETS LESS CURRENT LIABILITIES		64,970	54,060
Creditors - amounts falling due			
after more than one year	12	(27)	(38)
Provision for liabilities and charges	13	(3,250)	(2,722)
		61,693	51,300
Represented by			
Capital and reserves			
Called-up share capital	14	12,500	12,500
Share premium	15	8,724	8,724
Reserves	15	40,469	30,076
SHAREHOLDERS FUNDS-EQUITY INTERESTS		61,693	51,300

Director

14/10/1998

NOTES TO THE ACCOUNTS

1. Turnover

Overseas fees

	Turnover is attributable to one continuing recoverable expenditure and management fee.	activity	and	comprises	gross	proceeds,	royalties,
				1	997	1	996
				£	000	£	000
	Geographical analysis:						
	United Kingdom			206,		214,	
	Rest of Europe				729		,704
	Rest of World				371		720
				297,	178	317,	.236
	•						
2.	Other income						
				1:	997	1	996
		•		£	000	£	000
	Other interest and miscellaneous income				40		119
				-			
3.	Operating profit						
	This is stated after charging:						
					997	1	996
				£	000	£	000
	Expenditure on research written off			44,	257	53	530
	Depreciation of owned fixed assets			,	925	-	373
	Auditors' remuneration:			۷,	, r <u> </u>	σ,	د ر د.

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NOTES TO THE ACCOUNTS

4.	Interest	payable	e and	similar	charges	

, , , , , , , , , , , , , , , , , , ,	1997 £000	1996 £000
Group interest	453	918
Other interest	9	-
	462	918
		
5. Taxation		
	1997 £000	1996 £000
UK Corporation tax at 31.5% (1996 at 33%) Overseas tax relief	3,171 (3,171)	3,273 (3,273)
	 -	

United Kingdom taxation

The company is a member of a group for the purposes of relief under section 402 of the Income and Corporation Taxes Act 1988. The corporation tax liability for the year has been partially covered by double tax relief and owing to the availability of group relief, no provision has been made in the accounts of this company for the balance of the liability. The group's current corporation tax liability has been provided in the accounts of BP International Limited, the parent undertaking.

Provision for UK deferred taxation is not required.

Overseas taxation

	1997	1996
	£000	£000
Corporation tax at 33.33% (1996 33.33%)	1,137	1,816
Other overseas taxation (current and prior)	1,923	2,965
Deferred tax - France	851	(712)
	3,911	4,069

NOTES TO THE ACCOUNTS

6. Directors and employees

None of the directors received any	fees or remuneration	from the company	during the financial
year (1996 £Nil)		• •	•

	year (1990 Livii)			
			1997	1996
			£000	£000
(b)	Employee costs			2000
	Wages and salaries		118,637	114,941
	Termination payment		14,755	23,701
	Social Security costs		20,870	21,369
	Pension costs		(39,436)	(29,522)
			114,826	130,489
(c)	Average number of employees during	ng the year		
		1997	199	
		1777	1.7.	,

	19	97	19	996
	UK	Non-UK	UK	Non-UK
Manufacturing	2,483	299	2,643	304
Distribution & marketing	332	31	401	31
Administration	580	32	468	32
	3,395	362	3,512	367
	·			

7. Distribution to shareholders

		199 £00	
Ordinary - interim paid	`	(20,000
			= ====

NOTES TO THE ACCOUNTS

8. Tangible assets

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	Land and	Plant and	
	<u>buildings</u>	<u>machinery</u>	<u>Total</u>
	£000	£000	£000
Cost			
At 1 January 1997	4,442	55,199	59,641
Exchange adjustments	(473)	(5,892)	(6,365)
Additions	97	4,791	4,888
Deletions	(2)	(311)	(313)
			
At 31 December 1997	4,064	53,787	57,851
Danmasiatian		·	
Depreciation			
At 1 January 1997	2,310	33,787	36,097
Exchange adjustments	(247)	(3,606)	(3,853)
Provided for year	270	2,655	2,925
Deletions	(1)	(303)	(304)
At 31 December 1997	2,332	32,533	24.065
	2,5,5,2	52,555	34,865
Net book value			
At 31 December 1997	1,732	21,254	22,986
A+ 21 Daniel - 1000			
At 31 December 1996	2,132	21,412	23,544
Depreciation rates: 5% to 25%	4		

Included in land and buildings is freehold land valued at £932,000 (1996 - £1,036,000) which is not depreciated.

NOTES TO THE ACCOUNTS

9. Fixed assets - investments

	<u>Subsidiary</u> <u>undertakings</u>
Cost	£,000
At 1 January 1997	78,546
Additions	
Deletions	
At 31 December 1997	78,546
Amounts provided	
At 1 January 1997	_
Deletions	
At 31 December 1997	<u>-</u>
	
Net book value	
At 31 December 1997 and 1996	78,546

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

The more important subsidiary and associated undertakings of the company at 31 December 1997 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. A complete list of investments in subsidiary and associated undertakings will be attached to the parent company's annual return made to the Registrar of Companies.

Subsidiary undertakings	%	Country of incorporation	Shares held
BXL Plastics Ltd	100	England & Wales	Ordinary
BXL Plastics Ltd	100	England & Wales	Deferred
Honeywell & Stein Ltd	100	England & Wales	Ordinary
BP Chemicals (Korea) Ltd	100	England & Wales	Ordinary
BP Chemicals Marketing Ltd	100	England & Wales	Ordinary
BP Chemicals Asia Pacific Ltd	100	England & Wales	Ordinary
BP Chemicals Technical Services Ltd	100	England & Wales	Ordinary

NOTES TO THE ACCOUNTS

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	14,641	13,569
Stores	1,499	1,719
Finished products	9,082	7,681
Raw materials	4,060	4,169
	£000	£000
	1997	1996

The difference between the carrying value of stocks and their replacement cost is not material.

11. Debtors

,	1997		1996	
	Due	Due	Due	Due
	Within	After	Within	After
	1 year	1 year	1 year	1 year
	£000	£000	£000	£000
Trade	216	-	3	_
Subsidiary undertakings	52	-	_	_
Parent and fellow subsidiary undertakings	9,459	118	11,219	24,529
Taxation recoverable	746	-	159	-
Other	3,903	890	4,516	931
				
	14,376	1,008	15,897	25,460

12. Creditors

. Creditors	1997		1996	
	Due Within 1 year £000	Due After 1 year £000	Due Within 1 year £000	Due After 1 year £000
Bank overdrafts	1,387	_	1,094	_
Trade	3,410	-	3,876	_
Subsidiary undertakings	_	_	31,610	_
Parent and fellow subsidiary undertakings	52,676	_	67,092	_
Taxation payable	1,200	_	803	_
Social security	1,265	-	1,147	-
Accruals and deferred income	7,709	-	1,310	_
Other	5,805	27	4,603	38
	73,452	27	111,535	38
				=====

NOTES TO THE ACCOUNTS

13. Provision for liabilities and charges

Deferred taxation	1997 £000	1996 £000
UK full potential Less: Double Tax Relief	1,757 (1,757)	1,949 (1,949)
		
France: full potential	3,250	2,722
	3,250	2,722

The provision for deferred taxation arises from derogatory amortisation and a provision for price increases.

14. Called up share capital

	1997	1996
	£000	£000
Authorised, allotted called up and fully paid		
12,500,000 Ordinary shares of £1 each	12,500	12,500

15. Reconciliation of shareholders' funds and movements on reserves

	Equity Share Capital £000	Share Premium Account £'000	Profit & Loss Account	Total £000
At 1 January 1996	12,500	8,724	35,808	57,032
Profit for the year	-	-	16,543	16,543
Currency translation differences	-	-	(2,275)	(2,275)
Distribution to shareholders	-	-	(20,000)	(20,000)
				· ———
At 1 January 1997	12,500	8,724	30,076	51,300
Profit for the year	-	-	12,245	12,245
Currency translation differences	-	-	(1,852)	(1,852)
At 31 December 1997	12,500	8,724	40,469	61,693

NOTES TO THE ACCOUNTS

16. Capital commitments

Authorised and contracted future capital expenditure is estimated at £931,000 (1996 - £1,072,000).

Payments due in the next year on other leases expiring:

	1997	1996
	£000	£000
Within one year	358	410
2 - 5 years	333	357
	691	767

17. Pensions

The company is a participating employer in the BP Group's principal UK pension plan (The BP Pension Fund). The BP Pension Fund is separately funded and provides benefits that are computed based on an employee's years of service and final pensionable salary. Contributions are made to The BP Pension Fund on the basis of advice from independent actuaries, using actuarial methods the objective of which is to provide adequate funds to meet pension obligations as they fall due, and are based on pension costs in respect of all members of the fund. Contributions have been suspended since October 1993. Actuarial surpluses and deficiencies are amortised over the expected remaining service lives of members and charged or credited to income as appropriate in the accounts of BP International Limited, a parent undertaking, having regard to the overall position of the Fund. Particulars of the most recent actuarial valuation of The BP Pension Fund as at 1 January 1995 are included within the financial statements of the ultimate parent undertaking.

18. Related party transactions

The company has taken advantage of the exemption contained within FRS 8, and has not disclosed transactions with group companies. There were no other related party transactions on the year.

19. Subsequent event

Many countries in the South East Asia region are experiencing severe economic difficulties including currency devaluations, currency volatility, liquidity constraints and a significant slowdown in economic growth.

The operations of certain of the company's fellow subsidiary undertakings in South East Asia have been adversely affected by the slowdown in business activity in the region. At 31 December 1997, the carrying value of investments in subsidiary undertakings operating in the region was £48.36 million. In the opinion of the directors, the value of these investments is not less than that stated in the balance sheet.

20. Ultimate parent undertaking

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 The British Petroleum Company p.l.c., a company registered in England and Wales. Copies of The British Petroleum Company p.l.c.'s accounts can be obtained from Britannic House, 1 Finsbury Circus, London, EC2M 7BA.

1997 ACCOUNTS

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