

MEMORANDUM OF UNDERSTANDING

BETWEEN

**THE GOVERNMENT OF ISLAMIC REPUBLIC OF
PAKISTAN**

AND

**NOOR FINANCIAL INVESTMENT COMPANY,
KUWAIT**

AND

**NATIONAL INDUSTRIES GROUP,
KUWAIT**

Article 2

1. Noor and NiG hereby undertake to consider either solely or at the request and in co-operation with the other Parties, participation in joint venture for the Project in line with the international standards of project development, on terms to be agreed and subject to satisfactory due diligence and feasibility studies.
2. The GOP hereby undertakes to provide all necessary assistance to Noor and NiG to facilitate its participation in joint venture for the Project. The GoP will assist in processing approvals for requisite licenses and any and all regulatory approvals as per rules and policy of GOP (whether municipal, provincial, federal or otherwise) and incentives regime applicable for the Project.

Article 3

MUTUAL ASSISTANCE

The Parties agree to render mutual assistance with regard to activities undertaken pursuant to this MOU.

Article 4

COMMERCIAL CONTRACTS

The commercial and legal details of the project shall be separately settled through contracts between the parties concerned.

Article 5

AMENDMENT AND MODIFICATION

This MOU may be amended or modified at any time through mutual written consent of the parties. The amendment or modification shall enter into force on the date of signatures.

Article 6

ENTRY INTO FORCE AND TERMINATION

This MOU shall enter into force on the date of its signing and shall remain in full force and effect until terminated by a Party. Either Party may terminate this MOU at any time by giving written notice of three (3) months, to the other Party of its intention to terminate this MOU. It shall terminate on the date of the expiry of the notice, unless otherwise agreed between the Parties.

In Witness whereof this MOU is signed by the duly authorized representatives of the Parties at the place and on the date and year mentioned earlier in the two originals in the English language.

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (hereinafter referred to as "MOU", is entered into at Islamabad on _____ June, 2006, between

1. THE GOVERNMENT OF THE ISLAMIC REPUBLIC OF PAKISTAN, through the Ministry of Privatization and Investment (hereinafter referred to as "GOP"); and
2. Noor Financial Investment Company (hereinafter referred to as "Noor")
3. National Industries Group (hereinafter referred to as "NIG")

(hereinafter referred to, individually as "Party" and collectively, as the "Parties").

PREAMBLE

WHEREAS, the GOP is interested in setting up of an oil refinery in Pakistan,

WHEREAS, Noor is a Kuwaiti investment company established as the financial arm of the National Industries Group (NIG) which is one of the largest industrial companies of the Middle East and has rich and varied experience in the fields of oil and gas, real estate development, infrastructure, utility industries and financial services;

WHEREAS, the Parties recognize the benefits of mutual co-operation in the area of oil refining;

AND WHEREAS, the Parties anticipate that their co-operation will contribute significantly to the continuing economic development of Pakistan;

NOW, THEREFORE, in consideration of the foregoing, the Parties hereby mutually agree as follow:

Article 1

The Parties agree to co-operate in establishing joint venture along with other local and international investors to promote oil and gas industry in Pakistan (the "Projects") and to implement recognized international standards of development in Pakistan, in particular in the following area:

- A. Setting up of an oil refinery at Port Qasim on Build-Own-Operate (BOO) basis with a crude refining capacity of 100,000 bpd at an estimated cost of US \$ 1.2 billion.

For and on behalf of

THE GOVERNMENT OF
THE ISLAMIC REPUBLIC OF PAKISTAN

By:



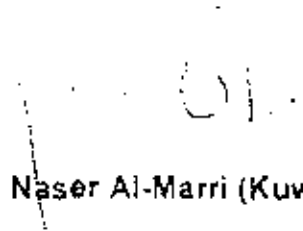
Name Mr. Umar Ahmed Ghuman

Title: Minister of State for Privatization And
Investment / Chairman, Board of
Investment

For and on behalf of

Noor

By:



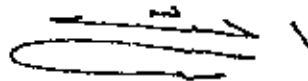
Name Mr. Naser Al-Marri (Kuwaiti)

Title Deputy Chairman & Managing
Director,
Noor Financial Investment
Company

For and on behalf of

NIG

By:



Name Mr. Saad Mohamed Al-Saad (Kuwaiti)

Title Chairman & Managing Director
National Industries Group (Holding)