



**REQUEST FOR EXPRESSIONS OF INTEREST**

**SALE OF THE RETIRED ASSETS OF THE SHUAIBA REFINERY**

KUWAIT NATIONAL PETROLEUM COMPANY  
MAY 2018



## BACKGROUND TO SALE OF ASSETS

Kuwait National Petroleum Company ("**KNPC**") is a subsidiary of Kuwait Petroleum Corporation. The Shuaiba refinery was commissioned by KNPC in April 1968 and was the first national oil refinery to be built in the region

(<https://www.knpc.com/en/our-business/petroleum-refining/shu>).

Shuaiba Refinery is located within the Shuaiba Industrial Area, about 50 km south of Kuwait City and occupies an area of 1,332,000 m<sup>2</sup>; the Refinery comprises of units and auxiliary facilities as listed in **Annexure 1** hereof, and produces a wide range of products, including naphtha as raw material for petrochemical industries, gasoline for internal combustion engines, aviation turbine kerosene for jet planes, diesel for engines and fuel oil for power plant or other furnaces.

In 1975, the Shuaiba Refinery was revamped from 95,000 BBLS/D to 180,000 BBLS/D Crude oil processing capacity, utilizing the most updated process technology in order to achieve the required product quality and maximize refinery profitability. Shuaiba Refinery has been is operating at 200,000 BBLS/D Crude Oil processing on sustained basis, until its retirement on 31<sup>st</sup> March 2017. The Flare Gas Recovery Unit and the Tail Gas Treating Unit were added in 2002 and 2006 respectively in order to enhance the environmental performance.

Over the past many years, numerous capital projects for revamp / replacement have been implemented to keep the refinery at the highest production and safety standards. Due to the expansion of Mina Abdullah and Mina Al-Ahmadi refineries, KNPC has decided to retire the Shuaiba Refinery (retired on 31<sup>st</sup> March 2017), dismantle it and utilize the site for the support services of its expansion project.

KNPC intends to sell the retired operating physical assets of the decommissioned Shuaiba refinery (along with all proprietary Spares) through a sealed-bid auction sale process, as set out in the following sections of this document (the "**Transaction**"). The retired Assets have been cleaned, decontaminated & preserved under Nitrogen to maintain the Integrity; it is fenced for demarcation, and live lines have been duly painted for immediate identification.

This document provides brief information about the Transaction, the sale process, and the proposed next steps in relation to the Transaction.



## SALE PROCESS

- The Transaction will be structured as an auction sale of all relevant operating physical assets of the decommissioned Shuaiba refinery, on an "as-is, where-is" basis (the "**Sale Assets**"). A brief summary of the Sale Assets is set out in **Annexure 1**. The Transaction will not include any intellectual and other intangible properties or any interest in land.
- In order to be considered for the sale process, interested parties are requested to complete the expression of interest (and provide supporting materials) set out in **Annexure 2 ("Expression of Interest")**. The Expression of Interest should be provided on the basis that the successful bidder will acquire all of the Sale Assets set out in **Annexure 1** as part of the Transaction.
- Eligible participation in the sale process shall entail a completed and validly executed Expression of Interest (**Annexure 2**); submitted to KNPC by no later than 1p.m. Kuwait time on Monday, 23 July 2018. Submissions can be by means of electronic mail to the following email address [SHUAssetsSale@knpc.com](mailto:SHUAssetsSale@knpc.com) or alternatively through physical delivery in wax sealed envelope addressed to the "Head of the Sub-Committee for Sale of Shuaiba", at the Kuwait National Petroleum Company's Head Office, Ahmadi, Second Floor, Room Number 2A-038.

## SCOPE OF WORK

The scope of work of the buyer will include dismantling as well as the clean-up of the Shuaiba refinery site. Such activities will include but not limited to removing from the Shuaiba refinery all sale assets; along with all related necessary ancillary activities such as the transportation, logistics, waste management, surface restoration to grade level in accordance with applicable laws in the state of Kuwait environment protection law 42 of 2014 amended by law 99 of 2015 , all KEPA regulations and decisions published in Kuwait gazette prior to & during the contract duration and the Basel convention on the control of transboundary movements of hazardous waters and their disposal (the "**Basel convention**") and international standards.



## CURRENT INDICATIVE TIMELINE FOR THE TRANSACTION

PHASES AND KEY TASKS	TIMING
DEADLINE FOR SUBMISSION OF EXPRESSION OF INTEREST	BY NO LATER THAN 1P.M. (KUWAIT) MONDAY 23 JULY 2018
BID PHASE COMMENCES: <ul style="list-style-type: none"> <li>• NOTIFICATION BY KNPC OF SHORTLISTED BIDDERS</li> <li>• ENTRY INTO CONFIDENTIALITY ARRANGEMENTS WITH KNPC</li> <li>• ACCESS TO AUCTION DOCUMENTATION AND DATA ROOM</li> <li>• POTENTIAL SITE VISITS</li> <li>• Q&amp;A PROCESS</li> <li>• CLARIFICATIONS (IF APPLICABLE)</li> </ul>	IN JULY 2018
SUBMISSION OF BINDING OFFERS	BY NO LATER THAN 1P.M. (KUWAIT) MONDAY 19 NOVEMBER 2018
EVALUATION OF BIDS	NOVEMBER – DECEMBER 2018
NOTIFICATION OF PREFERRED BIDDER AND EXECUTION OF LEGALLY BINDING TRANSACTION DOCUMENTATION	JANUARY 2019

KNPC APPRECIATES YOUR INTEREST AND LOOKS FORWARD TO RECEIVING YOUR EXPRESSION OF INTEREST IN LINE WITH THE ABOVE.



## ANNEXURE 1

### A BRIEF SUMMARY OF THE SALE ASSETS

Following is the list of Units included in scope of sale; this may change during the Work as the CFP project continues; any such changes will be communicated to the Buyer well in advance.

UNIT #	DESCRIPTION	PROCESS LICENSORS (DESIGNER - D)	START UP YEAR	ORIGINAL DESIGN CAPACITY BPD	MAX. OPERATING CAP (BPD)	REMARKS
01	BURGAN GAS UNIT	FOSTER WHEELER (D)	1968	73.3 MMSCFD	73.3 MMSCFD	
02E	HYDROGEN PRODUCTION UNIT	FOSTER WHEELER (D)	1968	74 MMSCFD	74 MMSCFD	
02W	HYDROGEN PRODUCTION UNIT	FOSTER WHEELER (D)	1968	74 MMSCFD	74 MMSCFD	
03	HYDROGEN COMPRESSION UNIT	---	1968	---	228 MMSCFD	
04	SULPHUR RECOVERY UNIT	FOSTER WHEELER (D)	1968	600 LT/D	500 LT/D	Revamp by Parsons in Year 2004
05	CATALYTIC REFORMER UNIT	IFP,FRANCE - AXENS	1968	15,820	15,000	
06	CRUDE AND VACUUM UNIT	FOSTER WHEELER (D)	1968 (1973)	95,000 (180,000)	200,000	
06F	FOUL WATER TREATING UNIT	FOSTER WHEELER (D)	1968	350 GPM	350 GPM	
07A	H-OIL TRAIN-A	IFP,N. AMERICA - AXENS	1968	36,000 ( 14,400 FRESH FEED + 21,600 RECYCLE)	27,000	H-Oil Units partially damaged in the Fire Incident in Aug. 2015.
07B	H-OIL TRAIN-B	IFP,N. AMERICA - AXENS	1968	36,000 ( 14,400 FRESH FEED + 21,600 RECYCLE)	27,000	
08	ISOMAX UNIT	CHEVRON, USA	1968	23,000 +13,000 RECY	23,000 + 13,000 RECY	



UNIT #	DESCRIPTION	PROCESS LICENSORS (DESIGNER - D)	START UP YEAR	ORIGINAL DESIGN CAPACITY BPD	MAX. OPERATING CAP (BPD)	REMARKS
09	NAPHTHA FRACTIONATOR UNIT	FOSTER WHEELER (D)	1968	65,000	65,000	
10	NAPHTHA UNIFINER UNIT	UNOCAL - UOP	1968	26,060	26,000	
11	KEROSENE UNIFINER UNIT	UNOCAL- UOP	1968	34,250	35,000	
12	LIGHT DIESEL UNIFINER UNIT	UNOCAL -UOP	1968	12,600	17,000	
13	HEAVY DIESEL UNIFINER UNIT	UNOCAL- UOP	1968	9,300	12,000	
14	AMINE TREATING UNIT	FOSTER WHEELER (D)	1968	124.2 MMSCFD	124 MMSCFD	
15 (PART)	AMMONICAL WATER TREATMENT UNIT	CHEVRON	1968	140 GPM	140 GPM	Tank-15-476, P-15-14 – Oil Skimming Pump, P-15-15 – Feed Pump and associated piping to be retained.
15C	SOUR WATER CONCENTRATOR	CHEVRON	1981	340 GPM	340 GPM	
17	KEROSENE MEROX UNIT	UOP	1968	15,000	20,000	P-17-02A – Kerosene feed Pump to be retained.
19	DEMINERALIZING UNIT	FOSTER WHEELER	1978	1450 GPM	1450 GPM	
20 (PART)	BOILERS	---	---	---	---	Distilled water Tanks TK-20-471 / TK-20-475 / TK-20-480, Pump P-20-07A, P-20-10A and associated piping to be retained.
20 A	BOILER A	FOSTER WHEELER	1968	300 KLB/HR	300 KLB/HR	
20 B	BOILER B	FOSTER WHEELER	1968	300 KLB/HR	300 KLB/HR	
20 C	BOILER C	FOSTER WHEELER	1968	300KLB/HR	300 KLB/HR	
20 D	BOILER C	FOSTER WHEELER	1978	300 KLB/HR	300 KLB/HR	



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UNIT #	DESCRIPTION	PROCESS LICENSORS (DESIGNER - D)	START UP YEAR	ORIGINAL DESIGN CAPACITY BPD	MAX. OPERATING CAP (BPD)	REMARKS
22 (PART)	COOLING WATER SYSTEM (COOLING TOWER, PUMPS AND ASSOCIATED PIPING)	MARLEY	1968	40,000 GPM	30,000 GPM	Drinking water system and Eyewash & Safety Shower System are to be retained. (Drinking water pumps – P-22-01A, P-22-02 A/B, P-22-03A/B, Chilled water Pumps - P-22-PP1, P-22-PP2, P-22-SP1 & P-22-SP2, RE-22-01, TK-22-ST1 and associated piping to be retained.)
23 (PART)	SEA COOLING WATER SYSTEM (sea cooling water exchangers E-23-01 A/B/C/D , E-29-02 and associated piping)	---	---	---	---	Seawater cooling system (Underground Piping with Valves to be retained for Firewater back-up)
29 (PART)	FUEL GAS SYSTEM	---	1968	---	---	Drinking water system, Instrument Air / Plant Air distribution and part of Offsite Piping are to be retained. (Drinking water Pumps P-29-13 & P-29-14A/B, Drinking Water Tank TK-29-01/02, Shipping Area Pump – P-29-03, Surface Drainage Water to API Pumps – P-29-05A/B/C, Sump Pit Pump – P-29-08 and associated Piping to be retained)
	FLARE SYSTEM	---	1968	---	---	
	FLARE GAS RECOVERY UNIT	---	2002	18.7 MMSCFD	18.7 MMSCFD	
	DMS SYSTEM	---	1968	---	---	
	INSTRUMENT AIR COMPRESSORS & ACCESSORIES	---	1968	772 SCFM x 3	1594 SCFM	
	PLANT AIR COMPRESSORS & ACCESSORIES	---	1968	1000 SCFM x 2 1500 SCFM x 1	---	
35	SULPHUR DEGASSING UNIT	FLUOR	1968	591 LT/D	---	
61	ACID GAS REMOVAL PLANT	KELLOG - UOP	1978	72.2 MMSCFD	60 MMSCFD	
62	HYDROGEN PRODUCTION UNIT	FOSTER WHEELER (D)	1978	74 MMSCFD	74 MMSCFD	



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UNIT #	DESCRIPTION	PROCESS LICENSORS (DESIGNER - D)	START UP YEAR	ORIGINAL DESIGN CAPACITY BPD	MAX. OPERATING CAP (BPD)	REMARKS
63	H-OIL VACUUM DISTILLATION UNIT	FOSTER WHEELER (D)	1978	42,700 BPD	46,000 BPD	
64	COOLING WATER SYSTEM	PAHARPUR	1978	24,000 GPM	20,000 GPM	
68	ISOCRACKER UNIT	CHEVRON, USA	1978	44,000	46,000	
74	SULPHUR RECOVERY UNIT	R.M.PARSONS	1978	600 LT/D	500 LT/D	Revamp by Parsons in Year 2004
75	TAIL GAS TREATING UNIT	AXENS	2006	2440 KSCH	2440 KSCH	
60 (PART)	OFFSITE PIPING	---	---	---	---	Some Piping are required to be retained.

The retiring Units shall be sold as a single package, inclusive of its associated Piping & Structural, Sub Stations, Satellite Instrument Houses, and proprietary Spares.





## ANNEXURE 2

### Expressions of Interest

Expressions of interest should be in the form attached and need to include the following information:

#### Identity of buyer

- Please indicate the name, form of entity, principal business of the entity, and jurisdiction of organization of the proposed bidder as well as any ultimate parent Company, controlling person, significant investor, or partner of that entity, as well as the ultimate beneficial owners of the bidder entity (including shareholding structure). If the proposed bidder entity is a special purpose entity, please identify the party or parties that will guarantee its obligations under the Transaction. Please confirm that you are acting as principal for your own account and not as broker or agent. Confirmation that no member of the bidder's group is subject to any United Nations sanctions. Prospective bidders are allowed to form a consortium to participate in this process. . If acting as part of a consortium, the requirements mentioned above must be met by each consortium member and each consortium member must complete an individual Expression of Interest. It is preferred that the consortium is limited to a maximum of 5 members. A copy of the consortium agreement should be made available as part of the submission, which clearly outlines the role of each consortium member and the percentage stake of each member in the consortium.
- The consortium must nominate a consortium leader, who will lead discussions with KNPC and will be the main communication channel between KNPC and the consortium. All consortium members will be jointly and proportionally liable to fulfil the scope of work and fee settlements.

#### Financial Assessment – Submission Requirements

- Bidders/consortium members (as applicable) are required to submit audited financials for the latest 3 years (each).
- The financial capability of the bidders will be assessed based on key criteria, including net worth, assets, historical cash flows, liquidity position and debt levels.

#### Financing of the Transaction

- Consideration will be given to the manner by which the bidder(s) intends to finance the consideration; requiring them to elaborate upon the utilization of internal resources (equity) and whether any external source of financing will be required for the Transaction. If external source of financing is necessary, please provide the proposed financing structure and supporting letters from proposed providers of such financing, including conditions and approvals required to attain a fully committed financing. Please also state the estimated timetable for securing all necessary financing and required approvals. KNPC will not agree to any Transaction with financing contingencies.

#### Technical Assessment – Submission Requirements

- Outline prior participation in connection with a transaction of a similar nature and scale as the proposed Transaction, including relevant credentials.
- Outline details of market presence and international approvals (if any).



## DISCLAIMER

KNPC and its advisors reserve the right at any time and at their sole discretion, for any or no reason and without notice or liability to any party, to modify, suspend, or terminate the Transaction (as defined below) or the procedures set out herein, terminate the participation of any potential interested party in the Transaction, follow different procedures with respect to different parties, negotiate a transaction with one or more parties, enter into a transaction agreement or other special arrangements with any party, or engage in any other transaction or arrangement of any kind, including without prior notice to you or to any other person, all without the obligation to give any form of justification for the decision taken.

None of KNPC and any of its advisors have any obligation to consider or accept any Expression of Interest and shall not be obliged to give any reason for the acceptance or rejection of any Expression of Interest and assume no, nor do they accept, any liability in respect of costs, losses, damages or expenses incurred by any party or its respective advisors. KNPC reserves the right, at its sole discretion, to consider any and all factors in selecting the parties to proceed in the Transaction. None of KNPC and any of its advisors owe any duty of care to you or your representatives or advisors of any nature whatsoever with respect to the manner in which this process is conducted.

You shall not have any claims, legal or otherwise, for any losses, damages, costs or expenses incurred whatsoever against KNPC or any of its advisors arising out of or relating to the Transaction and/or with respect to the manner in which the process contemplated in this document is conducted. For the avoidance of doubt, you must be responsible for all costs, expenses and/or time invested in this process by you, by your representatives and by your advisors in connection with your evaluation of the Transaction, preparation of an Expression of Interest, and for any other costs and expenses related thereto.

This document and any release of further Information to you shall not constitute an offer or an invitation to acquire any interest in any Sale Asset. Nothing in this letter creates any obligation on KNPC to dispose of any interest in any Sale Asset or to enter into or consummate the Transaction. None of KNPC and any of its advisors make, have made or will make, any representation or warranty, express or implied, as to the completeness, accuracy or veracity of the information provided to you during the process (whether transmitted in writing, orally or electronically), and KNPC and its advisors disclaim any and all liability for any such information. Only the representations and warranties set forth in a definitive documentation pertaining to the Transaction that may be entered into by KNPC with you will be binding. In submitting an Expression of Interest, you acknowledge that you are relying solely on your own investigation and evaluation of the Sale Assets.

Under no circumstances should the management or any directors, employees, agents, suppliers, sub-contractors, representatives or advisors of KNPC, or any regulatory authorities or their personnel be contacted directly.



Kuwait National Petroleum Company  
Sale of Retiring Assets of the Shuaiba Refinery – **Expression of Interest (Annexure 2)**

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Parent company/ultimate controlling entity: \_\_\_\_\_

Principal business \_\_\_\_\_

Form of business \_\_\_\_\_

Established since: \_\_\_\_\_

Contact person(s) Name: \_\_\_\_\_

Title: \_\_\_\_\_

Telephone/Fax: \_\_\_\_\_

Email: \_\_\_\_\_

Website: \_\_\_\_\_  
\_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_ Title: \_\_\_\_\_

**Proposed buying entity (if different from entity providing this Expression of Interest)**

Company Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Parent company/ultimate controlling entity: \_\_\_\_\_

Principal business: \_\_\_\_\_

Form of business: \_\_\_\_\_

Established since: \_\_\_\_\_

Established in (jurisdiction): \_\_\_\_\_

**Details of parties who will guarantee buyer obligations (if buying entity is a special purchase vehicle)**

Contacts Name: \_\_\_\_\_



Kuwait National Petroleum Company  
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Title: \_\_\_\_\_

Telephone/Fax: \_\_\_\_\_

Email: \_\_\_\_\_

Website: \_\_\_\_\_



Kuwait National Petroleum Company  
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**Identity of buyer:**

Are you acting as broker or agent:  Yes  
 No

Is any member of the buyer's group subject to any World Bank or United Nations restrictions or sanctions:  Yes  
 No

Are you acting (or planning to act) as a consortium. If yes, are their less than or more than 5 consortium members; who is the Consortium leader?  Yes,  ≤ 5  
**Note: each member of the consortium should submit a separate Expression of Interest form.** Consortium agreement (or details of the consortium attached **(Attachment 1)**  No  > 5

**Attachment 2:** Please attach organization chart of your Company, including the proposed buyer vehicle (including names of key personnel)

**Financial Assessment**

**Attachment 3:** Please provide audited financial statements of your company for the latest three (3) year, which should include as minimum:

- Balance Sheet
- Income Statement / Profit and Loss Statement
- Cash Flow Statements

If statements are not expressed in US\$, then Applicant should provide the rate per 1 US\$ during the evaluated years.

**Financing of the Transaction**

Will an external source of financing be required:  Yes  
 No; please elaborate on utilization of internal financing

Please provide details of how you intend to finance the transaction (including whether any external finance will be required), details of proposed financing structures and supporting letters from proposed providers of finance (if any), including conditions and approvals required to attain a fully committed financing. (as **Attachment 4**)

Please provide the estimated timetable for securing all necessary financing and required approvals

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## Technical Assessment

### Quality Management System

Does your Company have a written HSEMS Program?  Yes ; please enclose an overview (as **Attachment 5**)  
 No

Which national or international rules and regulation is your HSEMS Program based on?

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Is your Company certified to ISO 14001 EMS Standards  Yes, Certificate attached (**Attachment 6**)  
 No

Is your Company certified to OHSAS 18001  Yes, Certificate attached (**Attachment 7**)  
 No

### Health, Safety, Environmental Management System (HSEMS)

Does your Company have a Quality Management System according to ISO 9001-2008 or equivalent?  Yes  
 No

If so, please submit a certificate issued by certifying institute (**Attachment 8**)

Is your company registered to EMAS (EU Eco-Management and Audit Scheme) or equivalent entity?  Yes  
 No

If so, please submit a certificate issued by certifying institute (**Attachment 9**)

Environmental control awareness & compliance; Bidder's Inputs regarding environmental regulation and previous experience during projects of similar nature (compliance to BASEL and the like)

### Project Management System

Does your Company have Project Management System (ISO 21500); if yes, attach certificate (**Attachment 10**)



Kuwait National Petroleum Company  
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Reference Projects / Prior participation (specifically related to transactions of a similar nature and scale as the Proposed Transaction)

(Please copy as required and mark as extra pages; add documentary evidence / relevant credentials as **Attachment 11**)

Owner's name	.....
Location	.....
Short Description	..... ..... ..... .....
Size of (your) Contract (in US\$)	.....
Activities performed	<input type="checkbox"/> Engineering <input type="checkbox"/> Procurement/subcontracting <input type="checkbox"/> Labor Only <input type="checkbox"/> Project Management <input type="checkbox"/> Cleaning <input type="checkbox"/> Dismantling <input type="checkbox"/> Demolition <input type="checkbox"/> Waste Management and Disposal <input type="checkbox"/> Other ( ..... )
Total Man-hours	.....
Duration (months)	.....
Year of completion	.....

Please outline details of your market presence with documentary evidence (**Attachment 12**)

Please confirm that you intend to purchase all of the Sale Assets, as set out in Attachment 1 to the Teaser:  
 Yes  No

If not, please provide details of any deviations, with reasoning.

**Associated Activities**

Please list out what all associated Activities below can be handled directly by your Company

Dismantling  Transportation & Shipping  Insurance  Duties & Taxes  Surface Restoration at Site  Waste Disposal from Site

**Sub-Contracting Philosophy**

Please list out what all associated Activities below are intended to be sub-Contracted

Dismantling  Transportation & Shipping  Insurance  Duties & Taxes  Surface Restoration at Site  Waste Disposal from Site

Note: the successful Buyer shall select the Dismantling Contractor from among the 14 Worldwide Contractors shortlisted by KNPC



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**List of Attachments**

Please mark appropriate tick boxes and mark each attachment with numbers as listed below

Number	Description	Attached	
		Y	N
1	Consortium agreement (if applicable)		
2	Organization chart of your Company, including proposed buyer entity (including names of key personnel)		
3	Audited financial statements of company for the latest three (3) <del>one</del> -years		
4	Proposed financing structures & supporting letters from providers of finance		
5	Overview of HSEMS program		
6	ISO 14001 EMS Certificate		
7	OHSAS 18001 Certificate		
8	ISO 9001:2008 Certificate (or equivalent)		
9	EMAS registration (or equivalent)		
10	Project Management System (ISO 21500)		
11	Back-up for reference Projects (transactions of a similar nature and scale)		
12	Details of your market presence		

\* All information supplied by the Applicant shall be treated as confidential

\* The request to issue this document does not constitute a commitment on the part of KNPC

**NOTES**

- This questionnaire of Kuwait National Petroleum Company (KNPC) is for the purpose of establishing an Expression of Interest. It is subject to the Disclaimer in the main body of this document.
- The questionnaire is designed to allow all answers to be filled in or attached.
- It is important that all information requested is presented in an orderly and sequential manner using the formats and tables attached.
- KNPC shall treat information submitted as confidential and will not make it available to any third party except to KNPC personnel and its professional advisors where KNPC deems it appropriate.
- The questionnaire is not and should not be construed as an invitation to tender. Replies to the questionnaire are deemed to be without obligation whatsoever by KNPC.
- General leaflets that give an impression of the activities and organization of the applicant will be welcome.