



Karachaganak in 2008

Partnering in the development of the Karachaganak field



Directors' message

At Karachaganak Petroleum Operating B.V. (KPO) we work together with the Republic of Kazakhstan, our partners and the community in which we operate to develop the Karachaganak field. We achieved a great deal together in 2008, but in 2009, we are faced with a challenging global economic context for our business; volatile commodity prices and a capital cost environment which has not yet adjusted to the new climate.

Despite the future challenges, KPO has come a long way in a relatively short period of time and in this Annual Review we would like to share some of our achievements and reflect on our performance during the past year.

In operations, we saw another year of record production at 136.4 million barrels of oil equivalent for the year end. This is a particularly impressive feat considering that in 2008 we also completed the world's largest single shutdown which was undertaken safely, ahead of the agreed timescale and within budget. That significant programme ran for less than 33 days and required the support of some 2000 additional people.

We also continued to make good progress on our projects to secure improved returns for the Republic of Kazakhstan and Venture partners.

In the areas of both workforce nationalisation and local content we managed to reach and exceed our targets.

Throughout the year, we saw improvements in our safety performance and we closed the year having achieved a lost time injury frequency rate of 0.11. Our performance in this area has improved considerably and in 2008 we were very proud to have our progress recognised at the annual DuPont Safety Awards in Switzerland. Our November 2008 record of surpassing 20 million man hours without a Lost Time Injury (LTI) was soon after exceeded by reaching 30 million man hours without an LTI in March 2009.

Despite our safety achievements we recognise there is always work to do in this area. We continue to challenge our behaviours and those of our contractors and suppliers to ensure we promote an injury free workplace. To this end we have also set ourselves the goal of achieving OHSAS 18001 certification during the course of 2009.

2008 also saw improvements in our environmental performance. When benchmarked against our peers, Karachaganak clearly rates within the top quartile with respect to gas utilisation. In 2008, 99.78% of gas produced was utilised in some way – it was either sold, injected or used as fuel.

In September, we received ISO 14001 Certification for our Environmental Management System. The certified system dictates how KPO will protect the environment during operations. It raises awareness and ensures that people understand their roles and impacts

and the environmental risks associated with the various activities undertaken at Karachaganak.

With reference to our responsibility towards society as a whole, we have defined a Sustainable Development Strategy and a set of Social Performance Standards, which are based on our experience to date and on



relevant national and international guidelines. In November a workshop was organised to challenge the leadership team on how to enhance sustainability across company processes and in December KPO self assessed itself in terms of the protection of Human Rights, with the support of a leading international institute.

Of course, here in the West Kazakhstan Oblast, we continued to work on a number of social infrastructure projects. We committed additional funds to local infrastructure development and we expect that this work will continue during the course of 2009.

There is little doubt that the coming year will prove to be very challenging, but we are confident that together, through genuine dialogue and a shared desire to support common ambitions over the long term, we - KPO staff, Republic of Kazakhstan authorities and Venture partners - will continue to be a significant driving force behind Kazakhstan's development.

Roger Fox
General Director

Antonio Baldassarre
Operations Director

2008 Annual review

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2008 Key figures

Total Production 136.4 million barrels of oil equivalent	Liquids Production – Stabilised / Unstabilised 7,695 kt (60,481 Mboe) – Stabilised 3,036 kt (25,287 Mboe) – Unstabilised
Lost Time Injury Frequency Rate 0.11	Total Recordable Incident Frequency 0.40
Emissions 80 (t/Mboe)	Greenhouse Gas Reductions 153 thousand tonnes
Nationalisation 44 per cent of managerial positions	Local Content 56 per cent of the expenditure or US\$537.8 million



The Karachaganak field, discovered in 1979, is one of the world's largest gas and condensate fields. Located in north-west Kazakhstan covering an area of over 280 square kilometres, it holds estimated hydrocarbons initially in place (HIIP) of 9 billion barrels of condensate

The Karachaganak field, is one of the world's largest gas and condensate fields

and 48 trillion cubic feet (tcf) of gas, with estimated gross reserves of over 2.4 billion barrels of condensate and 16 tcf of gas.

The Karachaganak Venture brings expertise and knowledge from four international oil & gas companies – BG Group (32.5 per cent), Eni (32.5 per

cent), Chevron (20 per cent) and LUKOIL (15 per cent). Together they share their experience and expertise with the Republic in looking at both domestic and export options for maximising the value of these resources.

In 1997, Venture partners set out with the former State Oil & Gas Authority to develop the vast reserves of Karachaganak. They signed a Final Production Sharing Agreement (FPSA) which will see the partnership operate Karachaganak until 2038. Since this agreement was signed they have invested some \$10 billion in the operations and have applied industry leading hydrocarbon technology to one of the world's most complex reservoirs.

Today, Karachaganak is producing at record levels and is the largest gas producing field in Kazakhstan, accounting for some 45 per cent of the country's total gas production and around 16 per cent of total liquids production. In 2008 the venture produced 136.4 million barrels of oil equivalent.



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Producing and marketing oil and gas

At Karachaganak we produce, process and export oil and gas through three different units and the same number of export routes. This makes operating our field technically complex but also able to adjust to changes in market conditions. Other challenges include high H₂S content, the often extreme weather conditions and the huge dimensions of the field area.

This complexity has required the Venture to utilise leading, and in some cases, pioneering technology in developing the field. For example, Karachaganak is home to an innovative high pressure sour gas injection scheme. Despite the challenges which high H₂S content brings, this injection scheme has proven to be very successful in enhancing hydrocarbon recovery and has harnessed significant value for the Republic.

KPO has also drilled some of the deepest and most complicated wells in Kazakhstan, among which is the deepest multilateral well.

Initially, all production was sold into Russia, but since May 2004 most liquids are exported to western markets (currently around 70 per cent), with some condensate and all raw gas continuing to be sold to Russia. Exports are mainly via the CPC pipeline, leading to the Black Sea, with further volumes sent through the Atyrau - Samara pipeline, leading into the Russian Transneft system.



2008 Highlights

- 2008 has been another year of record production at 136.4 million barrels of oil equivalent. This represents an increase of about three million barrels of oil equivalent compared to 2007, despite the 33 day maintenance shutdown which was concluded during the year. In addition, 6,372 standard cubic metres of gas were extracted, treated and subsequently injected into the reservoir.
- In September, KPO trialled leading fibre-optic pipeline integrity technology along export routes to prevent illegal taps. A first for Karachaganak and also for Kazakhstan, this technology helped to reduce illegal taps from six incidents in 2007 to just one in 2008.

- On 31 December 2008, CPC loaded the 175 millionth ton of crude oil onto the DOMUS AUREA vessel since loading operations began in 2004.
- In October, Karachaganak completed the largest single total shutdown in the world which was achieved ahead of schedule and without injury or any adverse effect on the environment. This significant programme took some 33 days to complete and required the support of 2000 additional people. It involved every major piece of equipment within the Karachaganak Processing Complex, Unit 2 and Unit 3. It also included infield and gathering pipelines as well as sections of export lines. In total some 165 vessels were inspected out of 800 installed at Karachaganak and maintenance was undertaken on 266 pressure safety valves.

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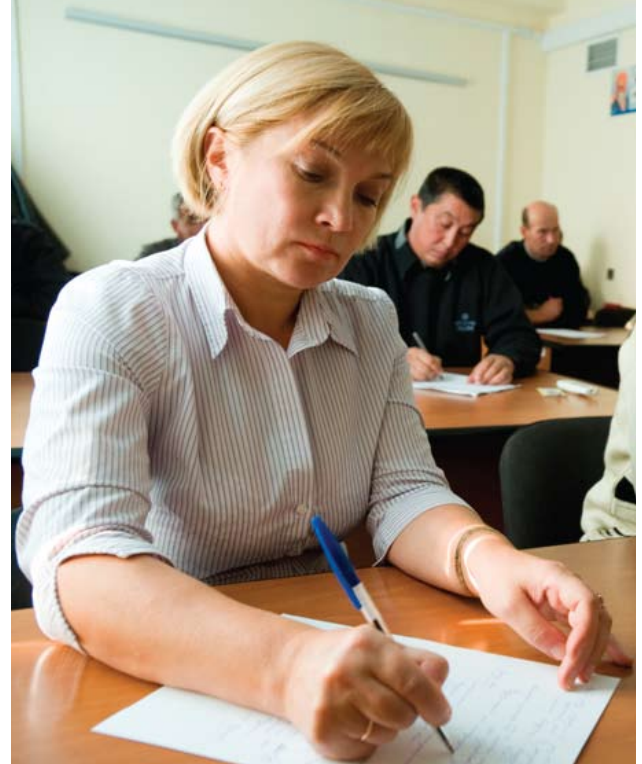


Investing in our people

KPO's investment in Karachaganak is not just limited to the development of this vast field. We are also investing in the future of both the Republic of Kazakhstan and its people.

We know that the development of our workforce is critical to our continued success. Attracting and retaining qualified and competent staff is very challenging in today's environment, but we have put in place long term development programmes and we are pushing forward with our nationalisation agenda. We have met the targets set by the Republic over the first 10 years of the FPSA and we are already setting new benchmarks that will see Kazakh managers steering the future course of Karachaganak. Since signing the FPSA, KPO has invested over US\$96 million in training and development initiatives. During this period we have also trained more than 115,000 employees and graduates.

KPO is also home to about 48 nationalities and it is progressing on the commitment taken with the Republic in 2007 to become a role model for a diverse society. A three phase project was launched with the support of the Intercultural Development Institute to develop intercultural skills among KPO personnel and government officials throughout 2009.



2008 Highlights

- During 2008 an additional 27 positions were nationalised across the business. 44 per cent of managerial positions and 85 per cent of professional / supervisory positions are currently held by nationals. Full nationalisation has already been achieved for skilled and clerical roles.
- In March, we commenced recruitment for the Production Operators and Maintenance Technicians Professional Development Programme at new training facilities in Aksai. This programme is based on UK Oil & Gas Academy's Modern Apprenticeship Scheme (OPITO) and KPO is the first company in the CIS to run this kind of OPITO certified training. This was achieved through contracting the Kazakh training and consultancy company, Abiroy. To date 18 students have graduated from the theoretical component of the programme and are now completing 'on the job' training at Karachaganak, whereas another 73 are currently completing their theoretical studies.
- Some eight local staff successfully completed a certified management programme delivered by the UK based Institute of Leadership and

Management (ILM) in April. A further 12 are expected to graduate in 2009 and an additional 12 are currently immersed in the ILM Diploma and are expected to complete this in 2009.

- In November, KPO hosted a visit by the Minister of Labour and Social Protection. Together with the Minister and the West Kazakhstan Oblast Akimat, KPO signed a Memorandum of Understanding (MoU) aimed at strengthening cooperation between the company and the Republic of Kazakhstan in the areas of labour protection and broader social responsibility.
- In December, 19 graduates received the internationally recognised National Examining Board for Occupation Safety and Health (NEBOSH) certificate. To date some 80 national KPO staff hold this qualification.
- In 2008, KPO delivered over 212,924 hours of training to some 2,716 Kazakhstani staff.

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Protecting the people and the environment

In developing and operating such a technically complex field, environmental protection and safety are critical success factors. Our recent performance has helped Karachaganak to be recognised amongst the leaders in oil and gas health, safety and environmental protection.

Safety remains at the core of everything we do and Karachaganak challenges us everyday in this respect. At an operational level we experience extreme temperature swings, which pose significant personnel and asset integrity issues. The high H₂S product, combined with high pressure injection, also poses its own set of operational safety challenges.

While safety is a key focus area, we also aim to develop and market hydrocarbons from Karachaganak in an environmentally sound manner. Enhancing hydrocarbon utilisation, efficient use of water resources, the reduction of emissions and hazardous waste and eliminating spills and leaks are all key elements of Karachaganak's environmental management programme. The reduction achieved in the volumes of gas flaring over the last three years is evidence of the efforts made: approximately 60 million cubic metres (m³) of gas was flared in 2006, just over 40 million m³ in 2007 and only some 33 million m³ in 2008.

2008 Highlights

HSE Performance

- KPO has developed a five year Strategic Health, Safety and Environment (HSE) plan which provides the framework for management of our key HSE risks and activities. Within this framework, KPO has set itself long term objectives which will further deliver noticeable improvements in our HSE performance.
- As part of the ongoing development of our Integrated Management System (IMS), KPO has also issued Corporate Standards and Management Procedures that define performance criteria for the key asset HSE risks and define a framework for management of these issues at all levels of the operations.

Safety Performance

- In 2008, KPO exceeded 20 million man hours and eight months without a Lost Time Incident (LTI).

- During the year a number of our key contractors also reached key safety milestones and on the Fourth Stabilisation Train Project, the team surpassed three million man hours without an LTI. This is particularly impressive given construction activities are ongoing.
- The Aksai Community Road Safety Campaign continued through its second full year and by the end of 2008, there was evidence of a reduction in road traffic accidents involving local youth. While focused on school aged children, the campaign is intended to raise public awareness of road safety and will be expanded in 2009 to encompass a broader audience.
- In 2008, KPO started working towards OHSAS 18001 Certification. This will further demonstrate the company's commitment to controlling risk and improving HSE performance. An over-arching integrated HSE Management System Manual was developed, together with a programme of gap analysis, training and improvement to be undertaken throughout 2009.
- In 2008 KPO completed an Emergency Response Management Enhancement Programme. The highlight of this programme was the development of a new Incident Management Centre (IMC). The IMC is fully equipped to enable KPO to effectively manage any incident and includes an incident control centre, communications room and the Public and Relative Information System (PARIS).
- In October, KPO was awarded the DuPont Safety Award for 2008 in the category of Performance Improvement at a ceremony in Geneva, Switzerland. The DuPont Safety Awards recognise outstanding achievement in fostering safety and protection at work and home.
- In November, KPO initiated and hosted the First Asset Integrity and Industrial Safety Conference in Aksai. This unique conference brought together representatives from the Ministry of Emergency Situations, the State Control Committee for Emergency Situations and Industrial Safety as well as other operators to discuss the challenges facing hazardous industrial facilities in the oil and gas sector.

Environmental Performance

- Early in 2008, our environmental performance was recognised by the Ministry of Environment with the granting of a three year Nature Use Permit. These permits are normally only granted on an annual basis and we are proud to have been the first company in Kazakhstan to have been issued with this.
- During 2008, KPO conducted flareless well testing using technology developed by the UK's Expro Group. The use of the Megaflow Separator at Karachaganak was the first one for Kazakstan – it brings not only significant environmental benefits by reducing greenhouse gas emissions, but it enhances efficiency and recycles precious hydrocarbons back into the processing stream.
- In May, KPO hosted a Waste Management Workshop which focused on three core areas including drilling waste management, water and waste water management and, solid and domestic waste.
- In September, KPO was awarded ISO 14001 Certification for its Environmental Management System (EMS). Certification will provide us with a robust system through which we can better manage our environmental impacts and improve our performance. This is a major step in the development of our Health, Safety and Environment Integrated Management System.
- In December KPO started trials of the Thermomechanical Cuttings Cleaning (TCC) facility as part of the commissioning process. The TCC facility enables the safe and efficient treatment of oil base mud cuttings. Furthermore, the Front End Engineering and Design (FEED) phase commenced for the construction of a permanent landfill site for the disposal of processed drilling waste.
- During 2008, KPO utilised some 99.78% of all gas produced – it was either sold, injected or used as fuel. Of all the operating oil and gas condensate fields in Kazakhstan, Karachaganak is the leading venture in terms of gas utilisation. In 2006 KPO registered an utilisation figure of 99.41 per cent and in 2007, with further improvements, a figure of 99.69 per cent was achieved.





Partnering with local companies

KPO recognises the broader community in which we operate and we aim to share our knowledge and expertise with our Kazakhstani colleagues, partners and contractors. We firmly believe that doing so broadens and deepens the economic foundation upon which our business depends.

We are committed to maximising and achieving the targeted level of local content set out in the bi-annual Local Content Development Programme and to supporting the development of local companies, in accordance with the Final Production Sharing Agreement (FPSA).

The cornerstone of our local content development is encouraging supplier competitiveness.

While this approach is driven by KPO's need to improve logistics, secure quality goods and services, and reduce costs, it also has important socio-economic dimensions. The benefits of a diversified and competitive supplier base extend well beyond the reach of Karachaganak and deliver long term benefits to the local and regional economies.

Karachaganak was one of the first ventures to implement a vendor development initiative. Some 2,400 Kazakh vendors are currently registered on our supplier database. Since beginning of the FPSA in 1997, the local content level in all contracts assigned exceeded \$2.5 billion.

We actively promote vendor development through a range of initiatives. For example, we assist local businesses in developing their key staff through international qualifications in environment, quality, health & safety, finance, project management and technical standards. This programme enhances the capabilities of local companies which is a primary consideration when we formulate tender lists for the provision of goods and services. And finally, we try to match international contractors with Kazakh companies to encourage inward capital investment and skills and technology transfer.

2008 Highlights

- During 2008, KPO achieved a level of Local Content of some \$573 million or 56 per cent of the total contract value executed in 2008, which exceeded the agreed Local Content Plan target of 43 per cent. Local Content is defined as monetary value and percentage of Kazakhstan originated goods, labour and services utilised in the performance of work via KPO's contracts.



- In October, KPO jointly hosted a two day supplier development workshop with the operator Tengizchevroil in Atyrau. Over 82 companies from all over Kazakhstan participated in the workshop which provided potential suppliers with information regarding operator requirements and procedures.
- During 2008, eight local companies were funded by KPO to implement and gain accreditation in the following standards: Quality Management System ISO 9000; Environmental Management System ISO 14000; Occupational Health and Safety Management System OHSAS 18000.
- Senior and middle management from 23 local firms were trained in the Project Management Standards of the Project Management Institute.
- Representatives from 27 local companies attended a seminar in Strategic Marketing hosted by KPO. The primary focus of this seminar was to introduce local firms to modern marketing concepts.
- Some 36 employees of WKO Small and Medium Enterprises' (SME) took part in Business Essentials course. The purpose was to support SME through dedicated training program and improve their performance.
- Representatives from more than 20 civil contractors also participated in the 'Social Projects Vendor Development Seminar' in Uralsk. This seminar aimed to raise contractor awareness of KPO procurement and qualification processes and inform local suppliers of KPO's future plans.

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Contributing to social infrastructure development

In accordance with KPO's obligations under the Final Production Sharing Agreement (FPSA), \$10 million per annum is committed to the development of infrastructure projects within the Western Kazakhstan Oblast. This funding is primarily utilised for health, education, culture and sporting facilities, according to the priorities set by the West Kazakhstan Oblast authorities. A number of new schools and kindergartens have been constructed in the last decade, as well as hospitals, roads and public utilities.

Furthermore, KPO is currently constructing the Uralsk Gas Pipeline which will supply natural gas to Uralsk, capital town of the Oblast, and about 150 rural settlements situated on the left bank of the Ural River along the way between Karachaganak Field and Uralsk City. The 150 kilometre pipeline project, which is scheduled to be completed in December 2009, was agreed amongst the Karachaganak Partners, the Republic of Kazakhstan and the West Kazakhstan Oblast in May 2005 and a Memorandum of Intent was subsequently signed in the presence of the President of Kazakhstan Nursultan Nazarbayev.

Other than providing energy to the rural communities, the supply of environmentally friendly fuel to the region will encourage industrial growth and expansion of the Oblast's economic potential.

2008 Highlights

- To date, the total amount of investment by KPO into local infrastructure development has exceeded \$350 million.
- The 2008 Social Projects work programme for the Uralsk district included the construction of two kindergartens and an accommodation block of 46 apartments. The Social Projects Department also recently completed the purchase of over 50 apartments for local residents requiring new housing facilities.
- The KPO Uralsk Gas Pipeline Project (UGPP) team together with the constructing contractor, KazStroyServices (KSS), surpassed 500,000 man hours without a lost time injury. The Project currently employs almost 350 people and represents a total investment of some \$200 million.
- In 2008, an additional \$10 million was committed specifically to the development of

Aksai, home town to the Karachaganak field. Construction is underway on a number of projects including the construction of a new secondary school, refurbishment of roads and a kindergarten, and the purchase of medical equipment for the local hospital.

- KPO has been recognised on a number of occasions for its social contribution to the Oblast and the Republic of Kazakhstan. In early September in Astana, KPO was awarded by the Ministry of Energy and Mineral Resources the prize for the "Best Social Programme 2008" among international oil and gas companies operating in Kazakhstan. In December, KPO was nominated among the best socially responsible companies in Kazakhstan at the Paryz award celebration, launched by the President of the Republic, Nursultan Nazarbayev.

Being good neighbours to local communities

At Karachaganak we aim to be good neighbours to the communities living close to our facilities. We intend to achieve this by avoiding or minimising any possible negative impacts of our activities, ensuring effective relationships with the communities and supporting them in the achievement of their development goals.

Regular meetings are held under the framework of the Village Councils, which has been in operation since 2005. These Councils include representatives of five neighbouring rural districts, the government and KPO. During the meetings, residents are informed on planned or current KPO activities and issues of concern are discussed. A dedicated budget is allocated every year to each Village Council for the implementation of activities enhancing the socio-economic profile of the communities.

KPO also funds the activities of the Mobile School of Art, bringing art and craftsmanship to the pupils of the schools, and a micro-credit scheme, which supports the development of small and medium enterprises in the villages close to the field. Furthermore, KPO supports vulnerable groups and the activity of public associations in the entire West Kazakhstan Oblast through a dedicated fund administered by the KPO Sponsorship Committee.

2008 Highlights

- In 2008 KPO issued its Social Performance Standards which are aligned where possible with the International Finance Corporation's (IFC)

Performance Standards. These Standards will guide, among other things, the Venture in conducting socio-economic baseline assessments, managing social investments and protecting cultural heritage.

- *KPO commissioned UK based Environmental Resource Management (ERM) to undertake a Social Baseline Assessment. The outcomes of this assessment will contribute to the development of a comprehensive three year social performance plan.*

- *During 2008, KPO committed some \$1 million to local communities either through philanthropic donations or community development projects. As an example, about 90 residents in the villages benefited from soft loans granted by the DAMU association thanks to KPO's funding.*

- *KPO renewed its commitment to participate in local Village Councils by signing a new Memorandum of Understanding between the Burlin District Akim, the District Maslikhat. Over the course of 2008, KPO participated in some 16 Village Council meetings on a range of topics.*

- *KPO hosted four public hearings on various projects including the Uralsk Gas Pipeline and the initial phase of the Karachaganak seismic survey.*

- *In response to community concerns, KPO commissioned a two year agricultural study on the potential effects of Karachaganak operations on vegetation, soil, surface water and livestock. The results of the first year work, which was undertaken by the West Kazakhstan Oblast Scientific Veterinary Institute and Oral Zher LLP, were presented at the Village Councils in April 2008, where it was agreed to continue the research.*

- *In October, KPO partnered with local entrepreneur organisations, DAMU and PRAGMA to deliver a six day small business training course to some 16 local business owners. These representatives now have the capability to train others in the community who may have aspirations to develop their own small businesses.*

- *In support of KPO's environment protection activities, a number of environmental awareness campaigns were also initiated in neighbouring communities. Most of them are targeted at school pupils and aim to foster the care for the environment among the communities.*





KEY FIGURES	2008
Production and Sales	
Global Production	136.4 Mboe
Unstable Liquids (Condensate to OGP and MR)	3,036 kt (25,287 Kboe)
Stable Liquids (Oil and stab condensate to CPC and KTO-Samara)	7,695 kt (60,481 Kboe)
Raw gas to OGP	7,916 Mscm (46,586 Kboe)
Sweet gas production	682 Mscm (4,016 Kboe)
Gas injection ¹	6,372 Mscm
Investing in people	
Workforce	4,378
Training hours per direct employee	23
Training expenditure by direct employee	\$1,600
Nationalisation (of managerial positions)	44%
Positions nationalised in the year	27
Health, Safety and Environment	
Air Emissions	80 t/MBOE
GHG Reductions	153 kt
TRI	0.4
LTI	0.11
Gas utilization	99,78%
Monitoring samples taken	55,246
Local Content	
Total procured value	\$950.75 M
Goods and services procured locally	\$537.8 M
Local content in goods contracts	\$67.89 M
Local content in services contracts	\$469.82 M

Local Content	56%
No. of Kazakh companies registered on suppliers database	2,400
Social Infrastructure Development	
Expenditure on Social Projects	\$8.35 M
Expenditure on Aksai Special Projects	\$10 M
Expenditure on the Uralsk Gas Pipeline Project	\$57 M
Relations with the communities	
Public Hearings and Village Council Meetings	20
Expenditures on projects/initiatives agreed in the Village Councils	\$167,562
Micro loans granted	92
Sum of money invested in the micro-loans scheme	\$250,000
Associations sponsored	42

Measurement units

¹ Equivalence in Mboe is not provided as this amount is not sold and then not considered among production figures.

M = million

K = thousand

t = tonne

boe = barrels of oil equivalent

Mscm = million of standard cubic metres





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