

FINAL TERMS dated

2012



ABU DHABI NATIONAL ENERGY COMPANY PJSC
(Company No. 1003072)

**Ringgit Malaysia 3,500,000,000 Nominal Amount
Sukuk Murabahah Programme**

Series No: 1

**Issue of
RM650,000,000.00 Nominal Amount of Sukuk Murabahah due 2022**

Issue price: One hundred per cent

Lead Arranger / Principal Adviser



STANDARD CHARTERED SAADIQ BERHAD
(Company No. 823437-K)

Joint Lead Managers



AmInvestment Bank Berhad
(Company No.23742-V)



Standard Chartered Saadiq Berhad
(Company No. 823437-K)

This document ("**Final Terms**") is issued to give details of an issue of Sukuk Murabahah by **ABU DHABI NATIONAL ENERGY COMPANY PJSC** (Company No. 1003072) (the "**Issuer**") under its Ringgit Malaysia Three Billion and Five Hundred Million (RM3,500,000,000.00) Nominal Amount Sukuk Murabahah Programme (the "**Sukuk Murabahah Programme**").

These Final Terms are to be read in conjunction with the terms and conditions of the Sukuk Murabahah (the "**Conditions**") set out in the Trust Deed dated 3 November 2011 made between the Issuer and Deutsche Trustees Malaysia Berhad (Company No. 763590-H) as the trustee (the "**Trustee**"), which is made a part hereof as if set forth herein and all documents incorporated by reference therein (collectively, the "**Trust Deed**"). Unless otherwise defined in these Final Terms, capitalised terms used herein have the same meaning as in the Conditions.

Full information on the Issuer and the offer of the Sukuk Murabahah is only available on the basis of a combination of these Final Terms and the information memorandum dated 5 October 2011 ("**Information Memorandum**") (as may be supplemented from time to time). The Information Memorandum is available for viewing during normal business hours at the office of the Trustee at Level 20, Menara IMC, 8 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia.

The establishment of the Sukuk Murabahah Programme has been duly authorised by a resolution of the Board of Directors' of the Issuer dated 20 September 2011. The issuance of this Series under the Sukuk Murabahah Programme has been authorised by a resolution of the Board of Directors of the Issuer dated 20 September 2011.

These Final Terms do not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Sukuk Murabahah or the distribution of these Final Terms in any jurisdiction where such action is required.

THE DISTRIBUTION OF THESE FINAL TERMS OR THE INFORMATION MEMORANDUM AND THE OFFERING OR SALE OF THE SUKUK MURABAHAH IN JURISDICTIONS OTHER THAN MALAYSIA IS RESTRICTED. PERSONS INTO WHOSE POSSESSION THESE FINAL TERMS OR THE INFORMATION MEMORANDUM COMES ARE REQUIRED BY THE ISSUER, THE LEAD ARRANGER AND THE LEAD MANAGER/MANAGERS TO INFORM THEMSELVES ABOUT AND TO OBSERVE SUCH RESTRICTION. FOR A DESCRIPTION OF CERTAIN RESTRICTIONS ON OFFERS AND SALES OF THE SUKUK MURABAHAH AND ON DISTRIBUTION OF THESE FINAL TERMS OR THE INFORMATION MEMORANDUM, SEE "SELLING RESTRICTIONS" IN THE INFORMATION MEMORANDUM.

SPECIFIC FINAL TERMS

The following items under this heading “**Specific Final Terms**” are the particular terms which relate to the Sukuk Murabahah to which these Final Terms relate. In case of any conflict between such terms and the terms and conditions set forth in the Information Memorandum, the terms set forth in these Final Terms shall govern.

1 Issuer	: ABU DHABI NATIONAL ENERGY COMPANY PJSC
2 Series Number	: 1
3 Aggregate Nominal Amount	: RM650,000,000.00
4 Issue Price	: 100.00%
5 Specified Denomination	: RM1,000.00
6 Issue Date	: 5 March 2012
7 Tenure	: 10 years
8 Maturity Date	: 3 March 2022
9 Profit Payment Basis	: Fixed Rate (further particulars specified below)
10 Redemption Basis	: Redemption at par
11 Rating	: Local Rating: AA1 by RAM
12 Utilisation of Proceeds	: For the Issuer's general corporate purposes provided in compliance with Shariah principles

PROVISIONS IN RELATION TO PROFIT PAYMENT PAYABLE

13 Fixed Rate Profit Provisions	: Applicable
(i) Profit Payment Date(s)	: 5 September and 5 March in each year up to and including the Maturity Date
(ii) Profit Rate	: 4.65 per cent per annum payable semi-annually in arrears
(iii) Profit Amount(s)	: RM302,250,000.00
(iv) Other terms relating to the method of calculating profit for Fixed Rate Profit Amount	: N/A

PROVISIONS RELATING TO REDEMPTION

- 14 **Redemption** :
- (i) **Maturity Date** : Applicable
 - (ii) **Redemption Amount** : 100.00%
 - (iii) **Mandatory Redemption Right** : Applicable

GENERAL PROVISIONS APPLICABLE TO THE SUKUK MURABAHAH

- 15 **Form of Sukuk Murabahah** : Bearer Sukuk Murabahah represented by a Global Certificate deposited with Bank Negara Malaysia as Central Depository
- 16 **Rebate** : Applicable
- 17 **Other terms or special conditions** : N/A

PURPOSE OF FINAL TERMS

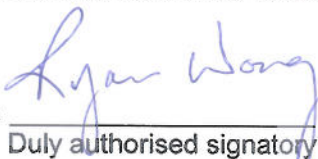
These Final Terms comprise the final terms required for the issue of the Series of Sukuk Murabahah described herein pursuant to the Sukuk Murabahah Programme.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The Issuer confirms that having made all enquiries as were reasonable, the information contained in these Final Terms is in accordance with the facts and is not false, misleading and does not omit any material information.

The Issuer confirms that where information has been sourced or extracted from third parties, the Issuer confirms that to the best of its knowledge and belief, and as far as it is able to ascertain from such information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: 
Duly authorised signatory

Signed on behalf of Lead Manager
AMINVESTMENT BANK BERHAD

By: _____
Duly authorised signatory

Signed on behalf of Lead Manager
STANDARD CHARTERED SAADIQ BERHAD

By: _____
Duly authorised signatory