

INTERIM FINANCIAL REPORT

B. ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS

B1 Review of Performance

Compared to the preceding year corresponding quarter, the Group's turnover for the current quarter has decreased by RM0.06 million from RM0.06 million to RM0 million. The loss before taxation has decreased by RM20.69 million from loss RM27.56 million to a loss of RM6.87 million. The decrease in losses in this quarter result was mainly attributable to the lower loss in the shipping and EPCC division of RM15.60 million and RM5.78 million respectively.

B2 Variation of results against preceding quarter

The Group recorded no revenue and a Loss before taxation of RM6.90 million for the 1st quarter ended 31 March 2013. As compared to the quarter ended 31 December 2012, the Group's turnover remained unchanged whereas Loss before taxation has decreased by RM34.7 million from RM0 million and RM41.6 million respectively. The decrease in losses was mainly attributable to the impairment loss recognised on the disposal of Semua Shipping.

B3 Prospects

The company had on 5th July 2012, submitted the regularization plan to Bursa Malaysia Securities Bhd and obtained Bursa's approval on the plan on 10th April 2013. On 30th May 2013 the company despatched the circular to shareholders in relation to the Proposed Regularisation Plan and Notice of Extraordinary General Meeting to be held on the 21st June 2013. The success of the company's turnaround plan as stipulated in the circular is now subject to the approval from the shareholders. It is also contingent on the approval to be obtained from the creditors & the High Court under the Creditors Scheme of Arrangement.

B4 Variance on Forecast Profit/Profit Guarantee

The group does not announce any profit forecast nor profit guarantee during the financial quarter.

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B5 Taxation

	Current Year Quarter Ended 31-Mar-13 RM'000	12 months ended 31-Dec-13 RM'000
Current taxation	-	-
(Over)/Under-provision in the prior year	-	-
Deferred taxation	-	-
	<hr/>	<hr/>
	-	-

B6 Unquoted investments and/or properties

There were no purchase or sales of unquoted securities during the financial quarter under review and financial year to date.

B7 Quoted securities

There were no purchases or sales of quoted securities during the financial quarter under review and financial year to date.

B8 Status of corporate proposals**Proposed Regularisation Plan**

On 29 November 2011, Sumatec entered into a framework agreement ("Framework Agreement") with Markmore Energy (Labuan) Limited ("MELL") for the proposed award of the production sharing contract ("PSC") by CaspiOilGas LLP ("COG"), an effective wholly-owned subsidiary of MELL, to Sumatec for the development and extraction of hydrocarbon in the Shelly Oil Field ("Proposed PSC"). COG is the concession holder and operator of the Shelly Oil Field.

The Proposed PSC is part of the Company's initiative to restore Sumatec onto stronger financial footing via, amongst others, a balance sheet reconstruction, injection of new funds and settlement with the group's creditors. The Company is currently finalising its regularisation plan under Practice Note ("PN") 17 of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and will announce its Requisite Announcement i.e. details of the proposed regularisation exercise ("Proposed Regularisation Exercise") upon finalising the terms of the Proposed PSC.

On 16 January 2012, M&A Securities Sdn Bhd on behalf of the Company has announced that the parties to the Framework Agreement have mutually extended the PSC Execution Deadline and the Due Diligence Deadline to 15 February 2012.

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On 16 February 2012, M&A Securities Sdn Bhd on behalf of the company has announced that the parties to the Framework Agreement have mutually agreed to:-

- (i) Rename the PSC referred to in the Framework Agreement to a joint investment agreement (“JIA”) to comply with the regulatory requirements in Kazakhstan. The salient features of the PSC as enclosed in the announcement dated 29 November 2011 shall now be applicable to the JIA.
- (ii) Extend the Execution Deadline and Due Diligence Deadline to 2 April 2012 to further assess the terms and conditions of the JIA.

On 8 March 2012, M&A Securities Sdn Bhd on behalf of the Board of Sumatec announced that the Company, MELL and COG had executed a joint investment agreement (“JIA”). The Framework Agreement is conditional upon, inter-alia the award of the joint investment agreement for the development and extraction of hydrocarbon in the Shelly Oil Field to Sumatec by COG by 2 April 2012.

On 2 April 2012, M&A Securities Sdn Bhd on behalf of the Company has announced that the parties to the Framework Agreement have executed the Joint Investment Agreement for the Company to inter-alia carry out all operations related to the production of hydrocarbon (including liquid and gaseous hydrocarbons) from the Shelly Oil Field.

The Company had on 27 April 2012 made the requisite announcement in relation to the proposed regularisation plan which comprises the following :-

- a) Proposed Par Value Reduction;
 - b) Proposed Issuance of Shares;
 - c) Proposed Rights Issue with Warrants;
 - d) Proposed Scheme of Arrangement with Creditors; and
 - e) Proposed Amendment.
- (Collectively known as the “Proposed Regularization Plan”)

Under Paragraph 2.1(d) of the PN17, Sumatec has up to 28 April 2012 to submit its regularization plan to the relevant authorities for approval.

M & A Securities Sdn Bhd, on behalf of the Company had on 27 April 2012 submitted an application to Bursa Malaysia Securities Berhad seeking its approval for an extension of time of three months up to 31 July 2012 for the Company to submit the said regularization plan.

On 14 May 2012, M&A Securities Sdn Bhd had announced that Bursa Securities vide its letter dated 14 May 2012 have approved an extension of time of up to 31 July 2012 for the Company to submit a regularisation plan to the regulatory authorities.

On 28th June 2012, the company entered into a conditional Company Acquisition Agreement with Aliran Ketara Sdn Bhd (Purchaser) for the disposal of Sumatec’s entire equity interest in North Malaysia Terminal Sdn Bhd (NMTSB), a wholly owned subsidiary of the Company to the Purchaser for a nominal cash consideration of RM 1.00 upon completion of the Internal Restructuring.

On 5th July 2012, M&A Securities Sdn Bhd on behalf of the company, announced that the application for the Proposed Regularisation Plan has been submitted to Bursa Securities.

On 29th January 2013, M&A Securities Sdn Bhd on behalf of the company, announced that the application for the Proposed Regularisation Plan has been approved by Bursa Securities.

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On 8th February 2013, M&A Securities Sdn Bhd on behalf of the company, announced the proposed disposal of Sumatec's entire 51% equity interest in SISB to Hoe Leong Corp. Limited and Setinggi Holdings Limited.

On 10th April 2013, Bursa Securities approved the Revised Proposed Regularisation Plan.

On 28th May 2013 the company despatched the Circular to Shareholders in relation to the Proposed Regularisation Plan and Notice of Extraordinary General Meeting.

Extension of Restraining Order under section 176(10) of the Companies Act, 1965

On 2 February 2012, the company has announced that the Court has granted the Company and its subsidiary company, Sumatec Corporation Sdn Bhd a further extension of another sixty (60) days from the expiry of the RO on 14 January 2012 to 13 March 2012.

The RO does not have any financial and operational impact on Sumatec and its Group.

On 4 May 2012, the company announced that the Court has granted the Company and its subsidiary company, Sumatec Corporation Sdn Bhd a further extension from the expiry of the RO on 13 March 2012 to 15 May 2012.

On 31st May 2012, the court has granted the company and its subsidiary SCSB further extension to 14th July 2012.

On 14th August 2012, the court has granted the company and its subsidiary SCSB further extension to 27th September 2012.

On 27th September 2012, the court has granted the company and its subsidiary SCSB further extension to 26th November 2012.

On 26th November 2012, the court has granted the company and its subsidiary SCSB further extension to 15th January 2013.

On 15th January 2013, the court has granted the company and its subsidiary SCSB further extension to 14th April 2013.

On 15th April 2013, the court has granted the company and its subsidiary SCSB further extension to 15th July 2013.

B9 Group borrowings and debt securities

The Group does not have or issue any debt securities during the quarter under review. The borrowings of the Group are classified as follows: -

	Secured RM'000	Unsecured RM'000
Short term borrowings	55,900	24,100
Long term borrowings	2,272	4,435
	<u>58,172</u>	<u>28,535</u>

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B10 Off Balance Sheet Financial Instruments

There were no financial instruments with off balance sheet risk issued during the quarter under review.

B11 Material Litigation

Save as disclosed below, Sumatec and its subsidiaries are not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors of Sumatec do not have any knowledge of any proceedings, pending or threatened against Sumatec and its subsidiaries or of any facts likely to give rise to any proceedings which might adversely and materially affect the position or business of Sumatec and its subsidiaries as at the LPD:-

**(a) In the Matter of Kuala Lumpur Centre For Arbitration (“KLRCA”) Arbitration
Foster Isulation Sdn Bhd (“FISB”) vs. Sumatec Corporation Sdn Bhd “SCSB”**

SCSB had appointed FISB as its sub-contractor in respect of insulation work for AseanBintulu Fertiliser (“ABF”) Ammonia and Urea Plant Revamp Project in Bintulu, Sarawak. FISB issued a Notice of Arbitration on 18 October 2005, claiming the sum of RM2,210,781.14. SCSB filed its Defence and Counter claim for a sum of RM4,838,050.30.

Current Status : The matter has been fully heard. The Arbitrator has awarded a sum of RM1,020,582.70 as damages plus interest of 8% on that sum from 18 October 2005 to date of full settlement plus costs of RM74,250.00 being costs of the award (“the Award”). Subsequent to that, parties had reached an amicable settlement arrangement whereby SCSB was to pay the Award by way of instalments. After having paid the first instalment, SCSB was not able to pay the balance. As a result of which, FISB has commenced winding up proceedings. The Petition for winding up has been adjourned for hearing on 15.7.2013

**(b) Kuala Lumpur High Court Suit No. D22NCC-1123-2010
Sumatec Engineering and Construction Sdn Bhd (“SECSB”) v Malaysian Refining Company Sdn
Bhd (“MRC”) And In the matter of KLCRA Arbitration SECSB vs. MRC**

Arbitration proceeding have been initiated in respect of SECSB’s final claims for the works and delivery of steel structure, which are as follows:-

- i. Claim CC-3080-004-0803-INV 007 amounting to RM1,322,210.89; and
- ii. Claim CC-3080-004-0803-INV 008 amounting to RM3,016,473.59

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MRC in turn sent SECSB a “Notice of Backcharges” claiming costs of “modifications” made to fabricated steel provided by SECSB which purportedly had to be made during the erection process. SECSB disputed this. Subsequently, parties then entered into negotiations to resolve their differences with regard to their respective claims against each other. Although the parties had several meetings to resolve their respective claims against the other, their differences could not be resolved.

Current Status: Preliminary meetings have been held with the arbitrator with regards to the arbitration proceedings. SECSB has informed the court that it does not intend to proceed with arbitration.

(c) **Kuala Lumpur High Court Suit No. D5-22-340-2008**
Kenneison Construction Materials Sdn Bhd (“KCM”) vs. SCSB & Sumatec

KCM’s claim was for monies owed by SCSB for goods sold and delivered to SCSB whilst the claim against SRB is based on the Corporate Guarantee provided by Sumatec dated 5 February 2007 for RM2,000,000.00.

KCM was successful in obtaining Summary Judgement against SCSB and Sumatec. Winding-up Notices under Section 218(1)(e) of the Companies Act 1965 were issued on 9 May 2011 against SCSB and Sumatec respectively.

Current Status: No winding up petition has been issued by KCM against either SCSB or Sumatec.

(d) **Kuala Lumpur High Court Suit No. D22-NCC1222-2010**
SCSB v Perbadanan Industri Halal Berhad (“PIHB”)

A Writ and Statement of Claim was filed on 22 June 2010 in the High Court in Kuala Lumpur by SCSB against PIHB. SCSB was appointed by PIHB as a turnkey contractor to design, construct and complete ten (10) halal hub complexes around Malaysia, In view that SCSB was not being given site possession; SCSB was unable to commence work and was prevented from claiming for advance payment. SCSB’s claim is for an amount of RM4,389,000 being expenses incurred by SCSB and for the earnest deposit of RM2.5 million paid to PIHB plus interests and costs.

Current Status: Consent Judgment was recorded on 13.4.2011 for the sum of RM3 million which was payable by PIHB to SCSB in 10 instalments. PIHB have defaulted on payments after having made the first payment. PIHB has subsequently been wound-up. SCSB has filed its proof of debt.

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SCSB v Himpunan Sari Sdn Bhd (“HSSB”)**

SCSB filed a suit against HSSB in relation to HSSB’s call on a Bank Guarantee which was provided by SCSB pursuant to a contract for the design, engineering, procurement, construction works, start up works, commissioning and performance testing of a 250,000 metric ton per year Biodiesel Facilities for a sum of RM109,207,050.00. In the injunction proceedings SCSB is seeking declarations to the effect that HSSB has no right to call on the Bank Guarantee provided by SCSB. SCSB was successful in obtaining the injunction pending disposal of the main suit. Subsequently, parties then entered into negotiations and arbitration.

Current Status: The matter is fixed for further Case Management on 29.8.2013 for parties to inform Court on the status of arbitration.

B12 Dividends

No dividend has been recommended during the quarter under review.

B13 Earnings Per Share (Sen)

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter	Preceding Year Corresponding Quarter	Current Year To Date	Preceding Year Corresponding Period
	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12
	RM’000	RM’000	RM’000	RM’000
Basic earnings/(loss) per share				
Net loss attributable to shareholders	(5,217)	(18,252)	(5,217)	(18,252)
Number of ordinary shares at the beginning of the period	214,364	214,364	214,364	214,364
Capital Reduction - rights issue (weighted average)	-	-	-	-
Weighted average number of shares at the end the period	214,364	214.364	214,364	214,364
Basic earnings/(loss) per share (sen)	(2.43)	(8.51)	(2.43)	(8.51)

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B14 Disclosure of Realised And Unrealised Loss

	Group	Company
	RM'000	RM'000
Total Accumulated losses of the Company and its Subsidiary companies		
-Realised	(250,300)	(185,965)
-Unrealised	(1,254)	
	<hr/> (251,554) <hr/>	<hr/> (185,965) <hr/>

The disclosure of realized and unrealized loss above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Malaysia Securities Berhad and should not be applied for any other purposes.