



KENCANA PETROLEUM BERHAD (667490-M)

PROSPECTUS

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# PROSPECTUS



## Kencana Petroleum

KENCANA PETROLEUM BERHAD

(Company No: 667490-M)

(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 200,000,000 NEW ORDINARY SHARES OF RM0.10 EACH COMPRISING:

- (I) 44,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- (II) 141,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR PRIVATE PLACEMENT TO SELECTED INVESTORS; AND
- (III) 15,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS, EMPLOYEES AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF KENCANA PETROLEUM BERHAD AND ITS SUBSIDIARIES

AT AN ISSUE PRICE OF RM0.41 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION IN CONJUNCTION WITH THE LISTING OF KENCANA PETROLEUM BERHAD ON THE MAIN BOARD OF BURSA MALAYSIA SECURITIES BERHAD

Adviser, Managing Underwriter, Underwriter and Sole Placement Agent

**AmMerchant Bank Berhad**

(Company No. 23742-V)  
A member of



**AmInvestment Group**

This Prospectus is dated 21 November 2006

**FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 18 HEREOF**



The pictures depicted in this Prospectus are projects undertaken by Kencana Petroleum Berhad and its subsidiaries. The pictures are for illustration only and do not imply that the depictions are assets of Kencana Petroleum Berhad and its subsidiaries.

## RESPONSIBILITY STATEMENTS

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF KENCANA PETROLEUM BERHAD ("**KENCANA PETROLEUM**" OR THE "**COMPANY**") AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED HEREIN AND CONFIRM, HAVING MADE ALL REASONABLE ENQUIRIES, THAT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT HEREIN FALSE OR MISLEADING. THE DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE PROFIT FORECAST HAS BEEN PREPARED BASED ON ASSUMPTIONS MADE.

AMMERCHANT BANK BERHAD, A MEMBER OF AMINVESTMENT GROUP, BEING THE ADVISER, MANAGING UNDERWRITER, SOLE UNDERWRITER AND SOLE PLACEMENT AGENT ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE INITIAL PUBLIC OFFERING AND ARE SATISFIED THAT ANY PROFIT FORECAST (FOR WHICH THE DIRECTORS OF KENCANA PETROLEUM ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THE PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

## STATEMENTS OF DISCLAIMER

THE SECURITIES COMMISSION ("**SC**") HAS APPROVED THE PUBLIC ISSUE IN RESPECT OF THE INITIAL PUBLIC OFFERING AND THAT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE INITIAL PUBLIC OFFERING.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF KENCANA PETROLEUM AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

**INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

ADMISSION TO THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE INVITATION, CORPORATION OR OF ITS SECURITIES.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. A COPY OF THIS PROSPECTUS, TOGETHER WITH THE FORM OF APPLICATION, HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES, WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

INVESTORS ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 57, 58 AND 153 OF THE SECURITIES COMMISSION ACT 1993.

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA MALAYSIA SECURITIES BERHAD'S WEBSITE AT [www.bursamalaysia.com](http://www.bursamalaysia.com).

THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME.

THE INTERNET IS NOT A FULLY SECURED MEDIUM. INTERNET APPLICATIONS MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTION.

IF INVESTORS ARE IN DOUBT ABOUT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, INVESTORS SHOULD IMMEDIATELY REQUEST FROM KENCANA PETROLEUM, AMMERCHANT BANK BERHAD OR MALAYSIAN ISSUING HOUSE SDN BHD, A PAPER PRINTED COPY OF THIS PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS, WHICH IS IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC, SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "THIRD PARTY INTERNET SITES") WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, INVESTORS ACKNOWLEDGE AND AGREE THAT:

- (I) KENCANA PETROLEUM DOES NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, KENCANA PETROLEUM IS NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. INVESTORS BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (II) KENCANA PETROLEUM IS NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF INVESTORS' AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. KENCANA PETROLEUM IS ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT INVESTORS MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (III) ANY DATA, FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT INVESTORS' DISCRETION AND RISK. KENCANA PETROLEUM IS NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO INVESTORS' COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, INVESTORS ARE ADVISED THAT:

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS, I.E. TO THE EXTENT THAT THE CONTENT OF THE ELECTRONIC PROSPECTUS ON THE WEB OBSERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION MAY BE VIEWED VIA WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS, WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO THE INVESTORS OR OTHER PARTIES; AND
- (II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF THE ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, INVESTORS OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON INVESTORS' OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OF OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON THE PERSONAL COMPUTER.

THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR WITH OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

KENCANA PETROLEUM WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF THE INITIAL PUBLIC OFFERING, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER INVESTORS HAVE A REGISTERED ADDRESS IN MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION THERETO WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION THEREWITH. IT SHALL BE THE INVESTORS' SOLE RESPONSIBILITY IF THEY ARE OR MAY BE SUBJECT TO THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO CONSULT THEIR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER THE INITIAL PUBLIC OFFERING WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OF SUCH COUNTRIES OR JURISDICTIONS.

FURTHER, IT SHALL ALSO BE INVESTORS SOLE RESPONSIBILITY TO ENSURE THAT THEIR APPLICATION FOR THE INITIAL PUBLIC OFFERING WOULD BE IN COMPLIANCE WITH THE TERMS OF THE INITIAL PUBLIC OFFERING AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH THE INVESTORS MAY BE SUBJECTED. KENCANA PETROLEUM WILL FURTHER ASSUME THAT INVESTORS HAD ACCEPTED THE INITIAL PUBLIC OFFERING IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH.

HOWEVER, KENCANA PETROLEUM RESERVES THE RIGHT, IN ITS ABSOLUTE DISCRETION TO TREAT ANY ACCEPTANCE AS INVALID IF KENCANA PETROLEUM BELIEVES THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

NO ACTION HAS BEEN OR WILL BE TAKEN TO ENSURE THAT THIS PROSPECTUS COMPLIES WITH THE LAWS OF ANY COUNTRIES OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. IT SHALL BE INVESTORS SOLE RESPONSIBILITY TO CONSULT THEIR LEGAL AND/OR OTHER PROFESSIONAL ADVISER ON THE LAWS TO WHICH THE INITIAL PUBLIC OFFERING OR INVESTORS ARE OR MIGHT BE SUBJECTED TO. NEITHER KENCANA PETROLEUM NOR THE ADVISER NOR ANY OTHER ADVISERS IN RELATION TO THE INITIAL PUBLIC OFFERING SHALL ACCEPT ANY RESPONSIBILITY OR LIABILITY IN THE EVENT THAT ANY APPLICATION MADE BY INVESTORS SHALL BECOME ILLEGAL, UNENFORCEABLE, AVOIDABLE OR VOID IN ANY COUNTRY OR JURISDICTION.

**INDICATIVE TIMETABLE**

The indicative timing of events leading up to the listing of and quotation for Kencana Petroleum's entire enlarged share capital on the Main Board of Bursa Malaysia Securities Berhad is set out below:

<u>Date</u>	<u>Events</u>
21 November 2006	: Opening of the application for the IPO
<b><u>Tentative Dates</u></b>	
28 November 2006	: Closing of the application for the IPO
30 November 2006	: Balloting of application for the Issue Shares
14 December 2006	: Allotment of the Issue Shares to successful applicants
15 December 2006	: Listing

**THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 5.00 PM ON 28 NOVEMBER 2006 OR FOR SUCH PERIOD OR PERIODS AS THE DIRECTORS AND/OR PROMOTERS TOGETHER WITH THE MANAGING UNDERWRITER IN THEIR ABSOLUTE DISCRETION MAY MUTUALLY DECIDE. IN THE EVENT THAT THE CLOSING DATE OF THE IPO IS EXTENDED, THE DATES FOR THE BALLOTING, ALLOTMENT OF THE ISSUE SHARES AND THE LISTING OF KENCANA PETROLEUM WILL BE EXTENDED ACCORDINGLY. ANY EXTENSION OF THE ABOVEMENTIONED DATES WILL BE ANNOUNCED BY WAY OF ADVERTISEMENT IN A WIDELY CIRCULATED DAILY BAHASA MALAYSIA AND ENGLISH NEWSPAPERS.**

**DEFINITIONS**

In this Prospectus, unless where the context requires otherwise, the following words and abbreviations shall have the following meanings:

Act	:	The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof from time to time
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
Admission	:	Admission of the Shares to the Official List of the Main Board of Bursa Securities
AmMerchant Bank	:	AmMerchant Bank Berhad (Company No.: 23742-V)
Application	:	The application for the Issue Shares by way of Application Form or by way of Electronic Share Application and Internet Share Application
Application Form	:	The printed application form for the application of the Public Issue
ASME	:	American Society of Mechanical Engineering
ATM	:	Automated Teller Machine
Authorised Financial Institutions	:	The authorised financial institutions participating in the Internet Application, with respect to payments for the Issue Shares made available for Application under the Public Issue
Best Wide Holdings	:	Best Wide Holdings Sdn Bhd (Company No.: 268093-M)
Board or Board of Directors	:	Board of Directors of Kencana Petroleum
Brownfield	:	An oil and gas field that has reached a mature or declining stage of production
Brownfield Project	:	Project that is intended to extend the economic producing life of a Brownfield
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Company No.: 165570-W), a subsidiary of Bursa Securities
Bursa Securities or the Securities Exchange	:	Bursa Malaysia Securities Berhad (Company No.: 635998-W), a subsidiary of Bursa Malaysia Berhad
BWE	:	Best Wide Engineering (M) Sdn Bhd (Company No.: 319161-X), an associated company of Kencana Bestwide
Capitalisation of Advances	:	Capitalisation of advances by Khasera Baru to Kencana Petroleum amounting to RM20,000,000 by way of an issuance of 80,000,000 Kencana Petroleum Shares to Khasera Baru at an issue price of RM0.25 per Share
CDS	:	Central Depository System

**DEFINITIONS (Cont'd)**

Central Depositories Act	: The Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendment or re-enactment thereof from time to time
CIDB	: Construction Industry Development Board, Malaysia
CIMB	: CIMB Bank Berhad (Formerly known as Bumiputra-Commerce Bank Berhad) (Company No.: 13491-P)
CMP	: Cendor Mopu Producer Ltd. (Company No.: LL05096), a company incorporated in Labuan Federal Territory, Malaysia
Deposited Security	: A security in the Company standing to the credit of a Securities Account of a Depositor subject to the provision of the Central Depositories Act and the Rules
Depositor	: A holder of a Securities Account
DOSH	: Department of Occupational Safety and Health
EBITDA	: Earnings before interest, taxation, depreciation and amortisation
Electronic Prospectus	: A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks
Electronic Share Application	: An application for the Issue Shares through Participating Financial Institutions' ATM
EPCC	: Engineering, procurement, construction (fabrication) and commissioning
EPCIC	: Engineering, procurement, construction (fabrication), installation and commissioning
EPS	: Earnings per Share
ESOS	: Kencana Petroleum's Employee Share Option Scheme which will be effective prior to the Listing
FIC	: Foreign Investment Committee
Greenfield	: An oil and gas field that has not been brought into production
Greenfield Project	: A project that is intended to bring a Greenfield into production
HSE	: Health, Safety and Environment
Internet Participating Financial Institution	: Participating organisations in the Internet Share Application
Internet Share Application	: Application for the Public Issue through an Internet Participating Financial Institution listed in Section 16 of this Prospectus
IPO	: Initial Public Offering, namely the Public Issue
IPO Price	: RM0.41 per Issue Share, being the price payable by investors under the Public Issue
Issue Shares	: New Kencana Petroleum Shares to be issued by the Company pursuant to the Public Issue

**DEFINITIONS (Cont'd)**

Kencana Bestwide	:	Kencana Bestwide Sdn Bhd (formerly known as Best Wide Matrix Sdn Bhd) (Company No.: 348735-P), a wholly-owned subsidiary of Kencana Petroleum
Kencana Bestwide Group	:	Kencana Bestwide and its subsidiary
Kencana HL	:	Kencana HL Sdn Bhd (formerly known as H.L Engineering (M) Sdn Bhd) (Company No.: 83307-K), a wholly-owned subsidiary of Kencana Petroleum
Kencana HL Group	:	Kencana HL and its subsidiaries
Kencana Infrastructure	:	Kencana Infrastructure Sdn Bhd (formerly known as Khidmat Lengkap Construction Sdn Bhd) (Company No.: 594894-P), a wholly-owned subsidiary of Kencana HL
Kencana Marine	:	Kencana Marine Sdn Bhd (formerly known as Lumut Shipbuilding & Engineering Sdn Bhd) (Company No.: 543161-W), a wholly-owned subsidiary of Kencana HL
Kencana Metering	:	Kencana Metering Sdn Bhd (formerly known as Maroil Engineering Sdn Bhd) (Company No.: 543106-M), a wholly-owned subsidiary of Kencana HL
Kencana Petroleum or Company	:	Kencana Petroleum Berhad (Company No.: 667490-M)
Kencana Petroleum Group or Group	:	Kencana Petroleum and its subsidiaries
Kencana Petroleum Share or Share	:	Ordinary share of RM0.10 each in Kencana Petroleum
Kencana Pinewell	:	Kencana Pinewell Sdn Bhd (formerly known as Pinewell Matrix Sdn Bhd) (Company No.: 485768-A), a wholly-owned subsidiary of Kencana Bestwide
Kencana Steelworks	:	Kencana Steelworks Sdn Bhd (formerly known as Kencana Petroleum Fabricators Sdn Bhd) (Company No.: 700394-X), a subsidiary of Kencana HL
Khasera Baru	:	Khasera Baru Sdn Bhd (Company No.: 291068-X)
Listing	:	Admission to the Official List and the listing of and quotation for the entire issued and paid-up share capital of Kencana Petroleum on the Main Board of Bursa Securities
Listing Requirements	:	The Listing Requirements of Bursa Securities
Listing Scheme	:	The Capitalisation of Advances, IPO and Listing collectively
LMTSB	:	Lumut Maritime Terminal Sdn Bhd (Company No.: 180480-D)
Lumut Fabrication Yard	:	Kencana HL's major fabrication yard located at Lumut Industrial Park, Perak
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Managing Underwriter	:	AmMerchant Bank
Market Day	:	A day on which Bursa Securities is open for trading in securities



**DEFINITIONS (Cont'd)**

MBB	:	Malayan Banking Berhad (Company No.: 3813-K)
MCCS	:	Best Wide MCCS Sdn Bhd (Company No.: 448031-H), a jointly controlled entity of Kencana Bestwide
MIH or Issuing House	:	Malaysian Issuing House Sdn Bhd (Company No.: 258345-X)
MITI	:	Ministry of International Trade and Industry
MM	:	Matrix Maintenance Sdn Bhd (Company No.: 525537-V), an associated company of Kencana Bestwide
MOF	:	Ministry of Finance
MT	:	Metric Tonnes
NTA	:	Net tangible assets
Official List	:	The official list of the Main Board of Bursa Securities
Option	:	Right to subscribe for new Share granted under the ESOS
Participating Financial Institutions	:	The participating financial institutions for Electronic Share Application as listed in Section 16 of this Prospectus
PE Multiple	:	Price earnings multiple
Petronas	:	Petroleum Nasional Berhad (Company No.: 20076-K)
PKK	:	Pusat Khidmat Kontraktor of the Ministry of Entrepreneur & Co-operative Development
Preferential Share Allocation Scheme	:	15,000,000 Issue Shares to be made available to the eligible Directors and employees, and persons who have contributed to the success of Kencana Petroleum Group
Prescribed Security	:	A security which has been prescribed by a stock exchange to be deposited with a central depository under Section 14 of the Central Depositories Act
Promoters	:	Khasera Baru, Best Wide Holdings and Chong Hin Loon, collectively
PSC	:	Production Sharing Contract
Public	:	Individuals and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Public Issue	:	The public issue of 200,000,000 Kencana Petroleum Shares at the IPO Price payable in full upon application, subject to the terms and conditions of this Prospectus
R&D	:	Research and development
Record of Depositors	:	A record provided by the Bursa Depository to the Company under Chapter 24.0 of the Rules
RM and sen	:	Ringgit Malaysia and sen respectively
ROC	:	Registrar of Companies, Malaysia

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**DEFINITIONS (Cont'd)**


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RSE	:	R.S Engineering Services & Contracting Co Ltd, a company incorporated in Sudan and a subsidiary of RSVSB
RSVSB	:	Red Sea Ventures Sdn Bhd (Company No.: 670643-V), a jointly controlled entity of Kencana HL
Rules	:	The Rules of Bursa Depository
SBB	:	Southern Bank Berhad (Company No.: 5303-W)
SC	:	Securities Commission
SC Guidelines	:	SC's Policies and Guidelines on Issue/Offer of Securities
SD	:	Sudanese Dinar
Securities Account	:	An account established by the Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
Sole Placement Agent	:	AmMerchant Bank
UAE	:	United Arab Emirates
UK	:	United Kingdom
Underwriter	:	AmMerchant Bank
Underwriting Agreement	:	The Underwriting Agreement dated 16 October 2006 entered into amongst the Company, the Underwriter and the Managing Underwriter in respect of the underwriting by the Underwriter of 59,000,000 Issue Shares to be offered pursuant to the Public Issue upon the terms and subject to the conditions contained therein
UOB	:	United Overseas Bank (Malaysia) Bhd (Company No.: 271809-K)
US	:	The United States of America
USD	:	US Dollar

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**CORPORATE DIRECTORY****BOARD OF DIRECTORS**

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>Nationality / Profession</b>
Dato' Mokhzani bin Mahathir	Non-Independent Executive Chairman	No. 5, Lorong 1/80C, Damaisari Off Jalan Medang Kapas Bukit Bandaraya 59100 Kuala Lumpur	Malaysian / Company Director
Chong Hin Loon	Non-Independent Deputy Executive Chairman	25, Jalan BRP 7/1A1 Bukit Rahman Putra 47000 Sungai Buloh Selangor Darul Ehsan	Malaysian / Company Director
Zainal Rashid bin Mokhtar	Non-Independent Executive Director/ Group Chief Executive Officer	No. 34, Taman Kamariah Gombak 53100 Kuala Lumpur	Malaysian / Company Director
Yeow Kheng Chew	Non-Independent Executive Director	Unit No. 18, Villa Mont' Kiara No. 16, Jalan Kiara 50480 Kuala Lumpur	Malaysian / Company Director
Ir Cher Lee Kiat	Non-Independent Executive Director	Lot 205, Jalan Impian Gemilang 3/1, Saujana Impian 43000 Kajang Selangor Darul Ehsan	Malaysian / Company Director
Azmi bin Ismail	Independent Non-Executive Director	No. 25, Jalan BJ/3 Taman Bukit Jaya Off Persiaran Bukit Antarabangsa 68000 Ampang Selangor Darul Ehsan	Malaysian / Company Director
Mohd Adzahar bin Abdul Wahid	Independent Non-Executive Director	Lot 616, Kg. Sungai Makau Jalan Sungai Tekali, Bt 1 ½ 43100 Hulu Langat Selangor Darul Ehsan	Malaysian / Company Director

**AUDIT COMMITTEE**

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Azmi bin Ismail	Chairman of Audit Committee	Independent Non-Executive Director
Mohd Adzahar bin Abdul Wahid	Member of Audit Committee	Independent Non-Executive Director
Ir Cher Lee Kiat	Member of Audit Committee	Non-Independent Executive Director

**CORPORATE DIRECTORY (Cont'd)**

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- COMPANY SECRETARIES**
- : Ng Heng Hooi (MAICSA No.: 7048492)  
462A, Jalan 5/46  
Taman Petaling  
46000 Petaling Jaya  
Selangor Darul Ehsan  
Telephone No.: 03-2072 8100
  - : Pua Lei Ngor (MAICSA No.: 7049116)  
49-3, Jalan 35/26  
Block E, Taman Seri Rampai  
Setapak, 53300 Kuala Lumpur  
Telephone No.: 03-2072 8100
  - : Paulene Chee Yuet Fang (LS No.: 006540)  
No. 21, Jalan Helang Siput 6  
Kepong Baru  
52100 Kuala Lumpur  
Telephone No.: 03-2072 8100
- REGISTERED OFFICE**
- : Suite 405, 4<sup>th</sup> Floor, Magnum Plaza  
No. 128, Jalan Pudu  
55100 Kuala Lumpur  
Telephone No.: 03-2072 8100
- CORPORATE OFFICE**
- : **Corporate Head Office**  
Lot 50, Jalan BRP 8/2  
Persiaran Bukit Rahman Putra 3  
Perusahaan Bukit Rahman Putra  
47000 Sungai Buloh  
Selangor Darul Ehsan  
Telephone No.: 03-6140 5801
  - : **Corporate Office (Branch)**  
Unit B-10-9, Megan Avenue II  
No. 12, Jalan Yap Kwan Seng  
50450 Kuala Lumpur  
Telephone No.: 03-2713 2280
- LUMUT FABRICATION YARD**
- : Lot D1, D7, D8, D9, D11 & D12  
Lumut Port Industrial Park  
Kampung Acheh, Mukim of Lumut  
District of Manjung, 32000 Sitiawan  
Perak Darul Ridzuan
- SHARE REGISTRAR**
- : Symphony Share Registrars Sdn Bhd (378993-D)  
Level 26, Menara Multi-Purpose  
Capital Square  
8 Jalan Munshi Abdullah  
50100 Kuala Lumpur  
Telephone No.: 03-2721 2222
- AUDITORS AND REPORTING ACCOUNTANTS**
- : KPMG (Firm No.: AF 0758)  
Chartered Accountants  
Wisma KPMG  
Jalan Dungun  
Damansara Heights  
50490 Kuala Lumpur  
Telephone No.: 03-2095 3388



**CORPORATE DIRECTORY (Cont'd)**

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- SOLICITOR FOR THE LISTING** : Albar & Partners  
6<sup>th</sup> Floor, Faber Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Telephone No.: 03-2078 5588
- PRINCIPAL BANKERS/  
FINANCIERS** : AmMerchant Bank Berhad (23742-V)  
22<sup>nd</sup> Floor, Bangunan AmBank Group  
55 Jalan Raja Chulan  
50200 Kuala Lumpur  
Telephone No.: 03-2078 2633 / 44 / 55
- : Bank Muamalat Malaysia Berhad (6175-W)  
21<sup>st</sup> Floor, Menara Bumiputra  
21, Jalan Melaka  
50100 Kuala Lumpur  
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- : Bank Pembangunan Malaysia Berhad (16562-K)  
Menara Bank Pembangunan  
Bandar Wawasan  
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50724 Kuala Lumpur  
Telephone No.: 03-2611 3888
- : CIMB Bank Berhad (Formerly known as Bumiputra-  
Commerce Bank Berhad) (13491-P)  
10<sup>th</sup> Floor, Bangunan CIMB  
Jalan Semantan, Damansara Heights  
50490 Kuala Lumpur  
Telephone No.: 03-2084 8888
- : Malayan Banking Berhad (3813-K)  
Sentul Raya Business Centre  
4<sup>th</sup> Floor, 12 Jalan 14/48A  
The Boulevard Shop Office  
Off Jalan Sentul  
50100 Kuala Lumpur  
Telephone No.: 03-4043 5307
- : United Overseas Bank (Malaysia) Bhd (271809-K)  
Level 7, Menara UOB  
Jalan Raja Laut  
50738 Kuala Lumpur  
Telephone No.: 03-2692 7722
- INDEPENDENT BUSINESS AND  
MARKET RESEARCH  
CONSULTANTS** : Vital Factor Consulting Sdn Bhd (266797-T)  
No. 75C & 77C, Jalan SS22/19  
Damansara Jaya  
47400 Petaling Jaya  
Selangor Darul Ehsan  
Telephone No.: 03-7728 0248
- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd (258345-X)  
27<sup>th</sup> Floor, Menara Multi-Purpose  
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No. 8, Jalan Munshi Abdullah  
50100 Kuala Lumpur  
Telephone No.: 03-2693 2075

**CORPORATE DIRECTORY (Cont'd)**

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**ADVISER, MANAGING  
UNDERWRITER,  
UNDERWRITER AND SOLE  
PLACEMENT AGENT** : AmMerchant Bank Berhad (23742-V)  
22<sup>nd</sup> Floor, Bangunan AmBank Group  
No. 55, Jalan Raja Chulan  
50200 Kuala Lumpur  
Telephone No.: 03-2078 2633 / 44 / 55

**LISTING SOUGHT** : Main Board of Bursa Securities

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