KENCANA PETROLEUM BERHAD

Company No. 667490-M (Incorporated in Malaysia)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

QUARTERLY REPORT : FINANCIAL YEAR ENDED 31 JULY 2009

PERIOD : 1 MAY 2009 TO 31 JULY 2009

QUARTER : 4^{TH} QUARTER

FINANCIAL YEAR END : 31 JULY 2009

FIGURES : UNAUDITED

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2009

	4th Qua	rter	Cumulative	Quarter
	01.05.2009	01.05.2008	01.08.2008	01.08.2007
	to	to	to	to
	31.07.2009	31.07.2008	31.07.2009	31.07.2008
	RM'000	RM'000	RM'000	RM'000
Revenue	258,091	307,650	1,140,843	1,452,162
Contract costs	(200,672)	(264,020)	(932,621)	(1,293,001)
Gross profit	57,419	43,630	208,222	159,161
Depreciation and amortisation	(4,184)	(5,085)	(15,864)	(12,983)
Operating expenses	(13,309)	(7,280)	(41,698)	(28,626)
Other operating income	1,880	389	8,384	5,392
Profit from operations	41,806	31,654	159,044	122,944
Interest expense	(3,740)	(2,248)	(10,442)	(7,233)
Interest income	992	1,655	4,072	5,092
Share of results of associates	(136)	151	141	307
Share of results of jointly				
controlled entities	(9)		(10)	15
Profit before taxation	38,913	31,212	152,805	121,125
Taxation	(8,663)	(7,847)	(34,603)	(36,055)
Net profit	30,250	23,365	118,202	85,070
Attributed to :				
- Equity holders of the Company	30,250	23,389	118,202	85,110
- Minority Interests	- -	(24)	-	(40)
Net profit	30,250	23,365	118,202	85,070
Earnings per share :				
- basic (sen)	3.35	2.59	13.10	9.49
- diluted (sen)	3.34	2.58	13.07	9.45

The condensed consolidated income statements should be read in conjunction with the audited financial statements for the year ended 31 July 2008 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED BALANCE SHEET AS AT 31 JULY 2009

	As at 31.07.2009 Unaudited RM'000	As at 31.07.2008 Audited RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	309,172	273,233
Goodwill	36,166	36,166
Investments in associates	60,401	28,375
Investments in jointly controlled entities	9	19
Other investment	68	68
	405,816	337,861
Current Assets		
Inventory	28,293	817
Receivables, deposits and prepayments	255,685	271,803
Current tax assets	1,254	628
Cash and cash equivalents	253,893	259,523
	539,125	532,771
Total assets	944,941	870,632
EQUITY AND LIABILITIES Equity attributable to equity holders of the Company		
Share capital	90,296	90,200
Share premium	79,682	78,129
Other reserves	2,971	668
Retained profits	255,967	142,263
	428,916	311,260
Minority interests		-
Total equity	428,916	311,260
Non-current liabilities		
Long term borrowings	155,988	59,904
Deferred tax liability	24,847	22,793
	180,835	82,697
Current Liabilities		
Short term borrowings	56,780	90,977
Payables and accruals	276,163	383,167
Tax liabilities	2,247	2,531
Total current liabilities	335,190	476,675
Total liabilities	516,025	559,372
Total equity and liabilities	944,941	870,632
Net assets per share (RM)	0.48	0.35

The condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 July 2008 and the accompanying explanatory notes attached to the interim financial statements.

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 JULY 2009

	Attributable to the equity holders of the Company				Minority	Total	
	Non-distributable			Distributable	Interests	Equity	
	Share	Share	Share option	Retained			
	Capital	premium	reserve	profits	Total		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 August 2007	89,150	73,510	123	57,153	219,936	-	219,936
Profit for the year	-	-	-	85,110	85,110	(40)	85,070
Share-based payment	-	-	965	-	965	-	965
Share options exercised	1,050	4,200	-	-	5,250	-	5,250
Transfer to share premium for share options exercised	-	420	(420)	-	-	-	-
Issuance of ordinary shares of a subsidiary to minority interest	-	-	-	-	-	40	40
Share issue expenses	-	(1)	-	-	(1)	-	(1)
At 31 July 2008	90,200	78,129	668	142,263	311,260	-	311,260
At 1 August 2008	90,200	78,129	668	142,263	311,260	-	311,260
Profit for the period	-	-	-	118,202	118,202	_	118,202
Share-based payment	-	-	2,630	12	2,642	-	2,642
Share options exercised	96	1,227	-	-	1,323	-	1,323
Transfer to share premium for share options exercised	-	327	(327)	-	_	-	-
Share issue expenses	-	(1)	-	-	(1)	-	(1)
Dividends	-	-	-	(4,510)	(4,510)	-	(4,510)
At 31 July 2009	90,296	79,682	2,971	255,967	428,916	-	428,916

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 July 2008 and the accompanying explanatory notes attached to the interim financial statements.

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CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31 JULY 2009

	Current Year-to-date 01.08.2008	Preceding Year-to-date 01.08.2007
	to 31.07.2009 RM'000	31.07.2008 RM'000
Net cash generated from operating activities	15,402	178,512
Net cash used in investing activities	(79,731)	(115,369)
Net cash generated from financing activities	67,138	36,611
Net increase in cash and cash equivalents	2,809	99,754
Cash and cash equivalents at 1 August	226,640	126,886
Cash and cash equivalents at 31 July	229,449	226,640
Cash and cash equivalents at end of the financial year comprise the	following:	
Cash and bank balances	81,151	200,292
Short term deposits	172,742	59,231
Bank overdraft	(179)	(339)
	253,714	259,184
Deposits pledged	(24,265)	(32,544)
	229,449	226,640

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 July 2008 and the accompanying explanatory notes attached to the interim financial statements.

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PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

1. BASIS OF PREPARATION

The interim financial statements are unaudited and have been prepared in accordance with the requirements of Financial Reporting Standards ("FRS") 134: Interim Financial Reporting and disclosure provisions of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 July 2008. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group.

2. CHANGES IN ACCOUNTING POLICIES

The significant accounting polices adopted are consistent with those of the audited financial statements for the financial year ended 31 July 2008.

The adoption of the new or revised FRSs does not have significant financial impact on the Group.

3. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the financial statements of the Company and its subsidiaries for the financial year ended 31 July 2008 were not qualified.

4. SEGMENTAL INFORMATION

The Group mainly operates in Malaysia and the Malaysia-Thailand Joint Development Area (MTJDA). The Group considers these geographical areas to be significantly similar and therefore deemed them as a single geographical segment. Accordingly information by geographical segment is not presented.

The financial information by industrial segment is not presented as the Group operates in one business segment.

5. UNUSUAL ITEMS DUE TO THEIR NATURE, SIZE OR INCIDENCE

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows during the current quarter and financial year-to-date.

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6. SIGNIFICANT ESTIMATES AND CHANGES IN ESTIMATES

There were no changes in estimates that have had a material effect in the current quarter and financial year-to-date results.

7. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

The Group's performance is not affected by any seasonal or cyclical factors.

8. DIVIDENDS PAID

During the financial year ended 31 July 2009, the first and final single tier dividend of 5% per ordinary share of 10 sen each in respect of the financial year ended 31 July 2008, amounting to RM4.51 million, was paid on 10 March 2009.

9. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There was no valuation of property, plant and equipment in the current quarter and financial year-to-date.

10. DEBT AND EQUITY SECURITIES

During the current quarter, the Company issued 300,000 and 655,500 new ordinary shares of RM0.10 each, for cash, arising from the exercise of ESOS at exercise prices of RM1.35 and RM1.40 per ordinary share respectively.

Save as disclosed above, there were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the current quarter and financial year-to-date.

11. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the current quarter and financial year-to-date.

12. CHANGES IN CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Corporate Guarantee

Kencana Bestwide Sdn Bhd ("Kencana Bestwide"), a wholly-owned subsidiary of the Company, granted unsecured corporate guarantee amounting to RM1,500,000 to a financial institution for credit facilities granted to Best Wide Engineering (M) Sdn Bhd, an associated company of Kencana Bestwide.

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Material Litigation

- (a) Kencana Bestwide, a wholly-owned subsidiary of the Company, filed a Summons in the Kuala Lumpur High Court on 15 October 2003 against one of its customers for the sum of RM1,071,899.02 plus interest, being outstanding payment due and owing to Kencana Bestwide for work done and services rendered by Kencana Bestwide. The said customer in return, filed a counter-claim for the sum of RM2,122,573.08 plus interest, for damages allegedly suffered. Kencana Bestwide's solicitors are of the view that the customer's counter-claim is a mere assertion and lacks of substantial evidence in support. The full trial of this matter was part heard in the Court on 11 and 12 May, 29 and 30 June and 1 July 20009. The next dates for continuing trial will be on 5 October, 6 and 18 November 2009.
- (b) A claimant filed a Summons in the Kuala Lumpur High Court on 15 September 2008 against Kencana HL as the second defendant for inter-alia a sum of RM1,731,388.92, interest payment of RM1,131,635.90, damages and other costs being outstanding payment due and owing by Kencana HL for work done and services rendered by the said claimant and wrongful termination by Kencana HL of the said claimant as a subcontractor for Kencana HL. Kencana HL, through its solicitors, has filed a Defence and served the same on the said claimant's solicitors. On 10 December 2008 the claimant's solicitors served a Reply to Kencana HL's Defence. On 21 August 2009, the claimant filed an application for summary judgment against Kencana HL. No Court date has been fixed to date by the Court.

Save as disclosed above, there were no other material contingent liabilities that may, upon materialisation, have a material effect on the Group's financial results or position.

13. CAPITAL COMMITMENTS

The amount of commitments for the purchase of property, plant and equipment not provided for in the interim condensed financial statements as at 31 July 2009 were as follows:

	As at 31.07.2009 RM'000
Approved and contracted for	
Purchase of property, plant and equipment	45,973
Approved and but not contracted for	
Purchase of property, plant and equipment	175,200

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14. SUBSEQUENT EVENTS

(a) Employees Share Options Scheme ("ESOS")

Subsequent to 31 July 2009, the Company issued 135,000 and 1,111,500 new ordinary shares of RM0.10 each, for cash, arising from the exercise of ESOS at exercise prices of RM1.35 and RM1.40 per ordinary share respectively.

(b) Conversion of an associated company to a subsidiary company

Kencana Petroleum Ventures Sdn Bhd ("Kencana Petroleum Ventures"), a wholly-owned company of the Company, had on 6 August 2009 entered into a Supplemental Agreement to the Subscription and Shareholders' Agreement with Inno Serangkai Sdn Bhd, Inno Senada Sdn Bhd, Malaysian Engineering & Oilfield Services Sdn Bhd and Teras Muhibah Sdn Bhd ("TMSB") in relation to the equity investment in TMSB, whereby TMSB's issued and paid-up share capital was increased from 100,000 ordinary shares to 282,000 ordinary shares of RM1.00 each. Following Kencana Petroleum Ventures' subscription of new ordinary shares in TMSB, Kencana Petroluem Ventures' equity stake in TMSB has increased from 27% to 67%.

Apart from that, Kencana Petroleum Ventures also subscribed to 5,146,000 new redeemable preference shares of RM1.00 each in TMSB.

(c) Voluntary winding up of dormant subsidiary

On 1 August 2009, Sang Kee Feedmills Sdn Bhd, an indirect-wholly owned subsidiary of the Company, commenced winding up process in view of Sang Kee Feedmills Sdn Bhd had ceased operations.

Save as disclosed above, there were no other material events subsequent to the end of the current quarter.

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PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

15. PERFORMANCE REVIEW

For the current quarter under review, the Group recorded revenue of RM258.1 million and profit before taxation of RM38.9 million. Compared to the corresponding quarter ended 31 July 2008 of RM307.7 million, revenue had decreased by approximately 16% in the current quarter, mainly due to progress achieved for contracts in hand, which was in line with the project delivery schedule. Despite the lower revenue, profit before tax had gone up by 25% from RM31.2 million to RM38.9 million mainly due to better management of costs.

16. MATERIAL CHANGE IN QUARTERLY RESULTS AS COMPARED TO THE IMMEDIATE PRECEDING QUARTER

Profit before tax had gone up by approximately 11% for the current quarter under review at RM38.9 million, as compared to the immediate preceding quarter of RM35.1 million. The increase in profit before tax for the current quarter was mainly due to better management of costs.

17. COMMENTARY ON PROSPECTS

The Board of Directors believes that capital spending in the upstream oil and gas sector is expected to be resilient despite the lower world oil prices. This belief is based on continued active exploration and production activities by the oil and gas companies.

Based on this expectation, the Group expects the demand for its core business of engineering and fabrication of oil and gas production facilities, both offshore and onshore to remain encouraging. In addition, the Group's activities in the marine engineering and offshore services are expected to expand the earnings base of the Group. Barring unforeseen circumstances, the Board of Directors is reasonably confident that the prospect of the Group remains positive.

18. PROFIT FORECAST

The Group has not issued any profit forecast for the current financial year and therefore no comparison is available.

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19. TAXATION

	4 th Qu	4 th Quarter		e Quarter
	01.05.2009	01.05.2008	01.08.2008	01.08.2007
	To	To	To	To
	31.07.2009	31.07.2008	31.07.2009	31.07.2008
	RM'000	RM'000	RM'000	RM'000
Income tax expense Deferred tax expense	8,812	7,120	33,689	34,373
	(149)	727	914	1,682
	8,663	7,847	34,603	36,055

The effective tax rate of the Group for the financial year to-date closely approximates the statutory tax rate.

20. SALE OF UNQUOTED INVESTMENTS AND/OR PROPERTIES

There were no sales of unquoted investments and/or properties in the current quarter and financial year-to-date.

21. INVESTMENTS IN QUOTED SECURITIES

There were no dealings by the Group in quoted securities for the current quarter and financial year-to-date. The Group did not hold any investments in quoted securities as at 31 July 2009.

22. CORPORATE PROPOSALS

(a) On 27 November 2007, Kencana Petroleum Ventures Sdn Bhd ("Kencana Petroleum Ventures") and Mermaid Drilling (Singapore) Pte Ltd ("Mermaid") had entered into a Letter of Agreement to clarify and confirm the principal understanding under which a second jointly-owned company, Mermaid Kencana Rig 2 Pte Ltd ("MKR-2"), would be incorporated in Singapore for the purpose of owning a second newbuild tender rig (any future shareholders' agreement to be entered into by Kencana Petroleum Ventures in respect of MKR-2 shall hereinafter be referred to as the "MKR-2 Shareholders' Agreements"). The Company's shareholders have approved the MKR-2 Shareholders' Agreements at an extraordinary general meeting held on 14 December 2007 and relevant approval from Bank Negara Malaysia has been received vide its letter dated 6 February 2008.

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(b) On 12 March 2009, Kencana Petroleum Ventures entered into Subscription and Shareholders' Agreement ("SSA") with Inno Serangkai Sdn Bhd, Inno Senada Sdn Bhd ("Inno Senada"), Malaysian Engineering and Oilfield Services Sdn Bhd and Teras Muhibah Sdn Bhd ("TMSB") to invest a total value of USD14 million (approximately RM49 million) in TMSB to purchase 27,000 ordinary shares of RM1.00 each in TMSB from Inno Senada which represents 27% of the issued and paid-up ordinary share capital of TMSB and to subscribe for new redeemable preference shares ("RPS") of RM1.00 each in TMSB.

Subsequently Kencana Petroleum Ventures had on 6 August 2009 entered into a Supplemental Agreement to vary some of the terms of the SSA. The main variations provided in the Supplemental Agreement are as follows:

- (i) The total investments to be made by Kencana Petroleum Ventures into TMSB in the form of ordinary shares and RPS is now reduced to an aggregate of RM21 million
- (ii) As part of the RM21 million to be invested by Kencana Petroleum Ventures, the ordinary shares of TMSB will be increased from the existing 100,000 ordinary shares of RM1.00 each to 282,000 ordinary shares of RM1.00 each to be subscribed in the following manner:-

	Existing ordinary	Issuance of new ordinary	Resultant Ordinary Shares	
Shareholder	shares	shares	No.	%
Kencana Petroleum Ventures	27,000	162,000	189,000	67
Inno Senada	73,000	20,000	93,000	33
Total	100,000	182,000	282,000	100

As a result of the Supplemental Agreement, Kencana Petroleum Ventures had subscribed to a total of 189,000 ordinary shares of RM1.00 each in TMSB for a total purchase consideration of RM662,000. The balance of the investment cost of RM21 million will be made in stages by Kencana Petroleum Ventures via subscription of TMSB RPS of RM1.00 each.

Following Kencana Petroleum Ventures' subscription of new ordinary shares in TMSB as mentioned above, TMSB has become a 67%-owned subsidiary of Kencana Petroluem Ventures.

(c) On 22 June 2009, the Company announced the Proposed Private Placement of up to 10% of the issued and paid-up share capital of the Company.

The Company had obtained the approval of the Company's shareholders at the Company's Annual General Meeting held on 16 December 2008 pursuant to Section 132D of the Companies Act, 1965, that empowered the Board to allot and issue new Shares from time to time and upon such terms and conditions and for such purpose as the Board may deem fit provided the aggregate number of the shares to be issued shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company.

Subsequently, the Company also obtained approvals from the Securities Commission ("SC") and the Equity Compliance Unit of the SC vide the same letter dated 2 July 2009.

The Proposed Private Placement was approved in-principle by the Bursa Securities vide its letter dated 21 July 2009.

Save as disclosed above, there is no other corporate proposal announced but not completed as at 30 September 2009.

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23. LOANS AND BORROWINGS

	As at 31.07.2009 RM'000	As at 31.07.2008 RM'000
Short-term borrowings		
Secured:		
Bankers' acceptance	854	4,298
Term loans	11,775	9,892
Hire purchase liabilities	13,972	9,974
Unsecured:		
Bank overdraft	179	339
Revolving credits	30,000	-
Term loan	-	66,474
	56,780	90,977
Long-term borrowings		
Secured:		
Term loans	133,777	41,135
Hire purchase liabilities	22,211	18,769
	155,988	59,904
Total borrowings	212,768	150,881
The Group borrowings in RM equivalent are denominate	d in the following o	currencies:
Ringgit Malaysia	174,048	150,881
US Dollar	38,720	-
Total	212,768	150,881

24. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There were no off balance sheet financial instruments as at 30 September 2009.

25. CHANGES IN MATERIAL LITIGATION

As at 30 September 2009, there was no material litigation against the Group except as disclosed in Note 12.

26. DIVIDEND PROPOSED

As at to date, the decision on the declaration of dividend for the financial year ended 31 July 2009 has yet to be made.

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27. EARNINGS PER SHARE ("EPS")

Basic EPS

Basic EPS is calculated by dividing the net profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period.

	4 th Quarter		Cumulative	Quarter
	01.05.2009 To 31.07.2009	01.05.2008 To 31.07.2008	01.08.2008 To 31.07.2009	01.08.2007 To 31.07.2008
Net profit attributable to equity holders of the Company (RM'000)	30,250	23,389	118,202	85,110
Weighted average number of ordinary shares in issue ('000)	902,611	902,000	902,154	896,807
Basic EPS (sen)	3.35	2.59	13.10	9.49

Diluted EPS

Diluted EPS amount is calculated by dividing the net profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period after adjusting for the dilutive effects of all potential ordinary shares to be issued under the ESOS.

	4 th Quarter		Cumulative	Quarter
	01.05.2009 To 31.07.2009	01.05.2008 To 31.07.2008	01.08.2008 To 31.07.2009	01.08.2007 To 31.07.2008
Net profit attributable to equity holders of the Company (RM'000)	30,250	23,389	118,202	85,110
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	905,163	906,683	904,705	901,044
Diluted EPS (sen)	3.34	2.58	13.07	9.45

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28. AUTHORISED FOR ISSUE

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors dated 30 September 2009.

BY ORDER OF THE BOARD

Ng Heng Hooi (MAICSA 7048492) Company Secretary Kuala Lumpur 30 September 2009