

DELEUM BERHAD (715640-T)
(Incorporated in Malaysia)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE PERIOD ENDED 31 MARCH 2010**

PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

A1. BASIS OF PREPARATION

The unaudited interim financial report has been prepared in accordance with the reporting requirements as set out in Financial Reporting Standards (“FRS”) No.134 – “Interim Financial Reporting” and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2009 and the attached explanatory notes. These explanatory notes 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 since the financial year ended 31 December 2009.

A2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied are consistent with those of the audited financial statements for the year ended 31 December 2009, except for the adoption of new standards, amendments to standards and IC interpretations that are mandatory for the Group for the financial year beginning 1 January 2010. The adoption of these standards, amendments and interpretations do not have a material impact on the interim financial information of the Group except for the adoption of the following standards as set out below:

(a) FRS 8: Operating Segments

FRS 8 requires segment information to be presented on a similar basis to that used for internal reporting purposes. In conjunction with the adoption of FRS 8, a review of the Group’s reportable segment was performed. The review concluded that the Group is primarily engaged in one operating segment namely, oilfield equipment and services to the oil and gas industry. This conclusion is consistent with the financial information regularly reviewed by the Group’s Group Managing Director to make decisions about resources to be allocated and to assess the Group’s performance.

(b) FRS 101: Presentation of Financial Statements

FRS 101 separates owner and non-owner changes in equity. Therefore, the current consolidated statement of changes in equity only includes details of transaction with owners. All non-owner changes in equity are presented as a single line labeled as total comprehensive income. Comparative information, with exception of the requirements under FRS 139, had been re-presented so that it is also in conformity with the revised standard. This standard does not have any impact on the financial position and results of the Group.

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PART A: EXPLANATORY NOTES PURSUANT TO FRS 134 (Cont'd)

A2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) **Amendment to FRS 117: Leasehold Land**

Leasehold land is classified as a finance lease if the Group has substantially all the risks and rewards incidental to ownership. Previously, leasehold land was classified as an operating lease unless title is expected to pass to the lessee at the end of the lease term. Following the amendment to FRS 117, the classification of leasehold land has been changed from operating to finance lease. The effect of the change which is adjusted for retrospectively is disclosed as follows:

RM'000	Previously stated	Effects of FRS 117	As restated
Balance at 31 December 2009			
Property, plant and equipment	90,096	3,888	93,984
Prepaid lease rentals	3,888	(3,888)	-

(d) **FRS 139: Financial Instruments: Recognition and Measurement**

The Group classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity, available-for-sale and other financial liabilities. The classification depends on the nature of the financial instruments and the purpose for which the instrument was required. Management determines the classification of its financial instruments at initial recognition. Set out below are the major changes in classifications of financial instruments of the Group:

(i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred and are subsequently carried at amortised cost using the effective interest method.

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PART A: EXPLANATORY NOTES PURSUANT TO FRS 134 (Cont'd)

A2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) FRS 139: Financial Instruments: Recognition and Measurement (Cont'd)

(ii) Loans and receivables

Loans and receivables are initially measured at fair value plus transaction costs and subsequently at amortised cost using the effective interest method.

When loans and receivables are impaired, the carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss. Impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the asset's original effective interest rate.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss.

(iii) Derivative financial instruments

Derivative financial instruments were not previously recognised in the financial statements on inception. These are now recognised and measured at fair value on the date a derivative contract is entered into and are subsequently re-measured at fair value with changes in fair value recognised in profit or loss at each reporting date.

The Group has applied the new policies in relation to the financial instruments above in accordance with the transitional provisions in FRS139 by recognising and re-measuring all financial assets and financial liabilities as at 1 January 2010 as appropriate. The related adjustments to the previous carrying amounts are made to the opening retained earnings. Comparatives are not restated. The effects of changes are disclosed as follows:

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PART A: EXPLANATORY NOTES PURSUANT TO FRS 134 (Cont'd)

A2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) **FRS 139: Financial Instruments: Recognition and Measurement (Cont'd)**

Balance as at 1 January 2010:

RM'000	Previously stated	Effects of FRS 139	As restated
Liabilities			
Derivatives Financial Liabilities	-	57	57
Borrowings	25,257	26	25,283
Equity			
Retained earnings	112,824	(83)	112,741

A3. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

The Group's operation is not affected by any significant seasonal or cyclical factors in the financial year-to-date.

A4. UNUSUAL ITEMS DUE TO THEIR NATURE, SIZE, OR INCIDENCE

There were no significant unusual items affecting the assets, liabilities, equity, net income or cash flows during the financial year-to-date except for the effects arising from the adoption of FRS 139 as disclosed in Note A2.

A5. SIGNIFICANT ESTIMATES AND CHANGES IN ESTIMATES

There were no material changes to estimates that have had any material effect on the financial year-to-date results.

A6. EQUITY AND DEBT SECURITIES

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the financial year-to-date.

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A7. OUTSTANDING DERIVATIVES

- (a) The Group had not entered into any new type of derivatives in the current interim quarter that was not disclosed in the preceding year's annual financial statements. As at 31 March 2010, total contract value and fair value of the Group's outstanding forward foreign exchange contracts stood at RM8.2 million and RM0.4 million respectively, all of which have maturity of less than 1 year. The cash requirement relating to these contracts is RM8.2 million.
- (b) The credit and price risk associated with the forward foreign exchange contracts and the policies in place for mitigating such risks were disclosed in the annual financial statements for the year ended 31 December 2009. The accounting policy adopted by the Group to account for the forward foreign exchange contracts is set out in Note A2d(iii).
- (c) The losses arising from the fair value changes of derivative financial instruments that are carried at fair value to profit or loss for the current and cumulative quarters ended on 31 March 2010 are as follows:

Derivatives	Contract or notional value	Fair value as at 31 March 2010	Loss arising from fair value changes for the quarter
	RM '000	RM '000	RM '000
Forward foreign currency contracts	8,182	(437)	(380)

A8. FAIR VALUE CHANGES OF FINANCIAL LIABILITIES

As at 31 March 2010, the Group does not have any financial liabilities measured at fair value through profit and loss, except as disclosed in Note A7.

A9. DIVIDEND PAID

No dividend was declared and paid during the financial year-to-date.

A10. SEGMENT INFORMATION

The financial information is not presented as the Group operates in one operating segment.

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PART A: EXPLANATORY NOTES PURSUANT TO FRS 134 (Cont'd)

A11. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There was no revalued property, plant and equipment as at 31 March 2010.

A12. MATERIAL EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

On 26 April 2010, a 100% owned subsidiary, Delcom Services Sdn. Bhd. entered into a conditional Share Sale Agreement with the shareholders (collectively referred to as the "Vendors") of Rotary Technical Services Sdn. Bhd. ("Rotary") to acquire 1,725,000 ordinary shares of RM1.00 each, representing the entire equity interest of Rotary from the Vendors at the total Purchase Consideration of RM10.68 million.

The proposed acquisition is estimated to be completed by the second quarter of the current financial year.

A13. CHANGES IN THE COMPOSITION OF THE GROUP

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

A14. CONTINGENT LIABILITIES / ASSETS

As at 31 March 2010, the Group does not have any contingent liabilities or assets except for guarantees in respect of credit facilities from licensed financial institutions of RM4.4 million for guarantees given to third parties in relation to operating requirements, utilities and maintenance contracts.

A15. COMMITMENTS

Capital commitments for property, plant and equipment not provided for as at 31 March 2010 are as follows:

	RM '000
Authorised and contracted for	<u>4,828</u>

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A16. RELATED PARTY TRANSACTIONS

The following transaction is with a party related to a corporate shareholder of a subsidiary of the Group, Turboservices Sdn. Bhd.

RM '000	Quarter and year-to-date ended	
	31/03/2010	31/03/2009
Purchases from Solar Turbines International Company	25,179	27,814

The following transactions are with a corporate shareholder and parties related to a corporate shareholder of a subsidiary of the Group, Penaga Dresser Sdn. Bhd.

RM '000	Quarter and year-to-date ended	
	31/03/2010	31/03/2009
Sales to related parties of Dresser Italia S.R.L	17	-
Purchases from Dresser Italia S.R.L	61	35
Purchases from related parties of Dresser Italia S.R.L	3,624	5,950

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**PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING
REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (Cont'd)**

B1. PERFORMANCE REVIEW

For the current quarter under review, the Group's revenue and profit before taxation ("PBT") declined by 47.0% and 22.6% respectively compared to the corresponding quarter in the previous year. The Group's revenue declined from RM147.3 million to RM78.0 million and PBT from RM10.6 million to RM8.2 million.

This is mainly attributable to completion of several projects in the previous year and the slow uptake on maintenance services in the current quarter.

**B2. MATERIAL CHANGE IN THE PROFIT BEFORE TAX AS COMPARED WITH THE IMMEDIATE
PRECEDING QUARTER PROFIT BEFORE TAX**

The Group's PBT decreased by 36.4% compared to the immediate preceding quarter from RM12.9 million to RM8.2 million primarily due to completion of several projects at end of last financial year coupled with the slow uptake on maintenance services and a write back of provision no longer required in a subsidiary in the preceding quarter.

B3. 2010 PROSPECTS

The economic environment has shown some signs of improvement and the crude oil prices averaged in the first four months of the year at USD80 per barrel. The demand for crude oil and gas is ongoing and therefore, the Group is actively pursuing opportunities in the provision of maintenance, repair and service activities.

In this regard, the Board of Directors is confident that the Group will be able to sustain its current earning levels.

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**PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING
REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (Cont'd)**

B4. PROFIT FORECAST

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

B5. INCOME TAX EXPENSE

RM '000	Quarter and year-to-date ended	
	31/03/2010	31/03/2009
Current tax	2,548	2,339
Deferred tax	(402)	133
Total income tax expense	2,146	2,472

Excluding the associates' results which are presented net of tax, the effective tax rate of the Group for the financial period ended 31 March 2010 is higher than the statutory tax rate mainly due to certain expenses which are not deductible for tax purposes and the losses of a pioneer status subsidiary.

B6. PROFIT ON SALES OF UNQUOTED INVESTMENTS AND/OR PROPERTIES

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

B7. QUOTED SECURITIES

There were no sales or purchases of quoted securities for the financial year-to-date.

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**PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING
REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (Cont'd)**

B8. STATUS OF CORPORATE PROPOSALS ANNOUNCED

There were no corporate proposals announced as of 17 May 2010 (being the latest practicable date which shall not be earlier than 7 days from the date of issue of this report), except for the proposed acquisition of Rotary Technical Services Sdn. Bhd. as disclosed in Note A12.

B9. GROUP BORROWINGS

The amount of Group borrowings as at 31 March 2010 is as follows:

	<u>Short Term</u> RM '000	<u>Long Term</u> RM '000	<u>Total</u> RM '000
Borrowings (secured) – at fair value	4,002	21,156	25,158
	<hr/>	<hr/>	<hr/>

The borrowings are all denominated in Ringgit Malaysia.

B10. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There were no off balance sheet financial instruments as at 31 March 2010.

B11. CHANGES IN MATERIAL LITIGATION

Saved as disclosed in the fourth quarter announcement of 2009 dated 22 February 2010, there was no other material litigation as at 17 May 2010. The said case was judicially mediated on 9 April 2010 and based upon terms agreed by the parties, the Directors are of the opinion there is no material exposure to the Company.

B12. DIVIDEND

There were no dividends declared during the quarter under review for the financial period ended 31 March 2010.

At the Company's Annual General Meeting on the 27 April 2010, the Board recommended to the shareholders and approval was obtained for a final single tier tax exempt dividend of 7 sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2009.

The total dividend amounts to RM7,000,000 and is payable on 27 May 2010 .

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REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (Cont'd)**

B13. EARNINGS PER SHARE (“EPS”)

The calculations of basic earnings per share for the reporting period are computed as follows:

RM '000	Quarter and year-to-date ended	
	31/03/2010	31/03/2009
Basic earnings per share		
Profit attributable to equity holders of the Company	4,704	6,080
Weighted average number of ordinary shares	100,000	100,000
Basic earnings per share	4.70 sen	6.08 sen

The diluted earnings per share for the Group is not presented as there is no dilutive potential ordinary share during the current financial period under review.

B14. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the financial statements for the financial year ended 31 December 2009 was unqualified.

B15. AUTHORISATION OF ISSUE

The interim financial report was authorised for issue by the Board of Directors in accordance with a resolution of the Directors dated on 24 May 2010.

By order of the Board

Lee Sew Bee (MAICSA no. 0791319)
Lim Hooi Mooi (MAICSA no. 0799764)
Company Secretaries
Kuala Lumpur
24 May 2010