

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Name	Direct No. of Shares	%	Indirect No. of Shares	%
Tengku Ibrahim Petra* ~	28,176,436	9.47	44,347,004 ¹	14.90
Datin Nariza Hajjar Hashim* ~	108,016	0.04	72,415,424 ²	24.33
Ahmad bin Hj Mohd Sharkan*	59,996	0.02	-	-
Wong Fook Heng*	987,696	0.33	1,724,856 ³	0.58
TI Equity~	22,191,996	7.46	-	-
Eight Kris~	21,534,964	7.24	-	-
Kho Tian Boo~	360,000	0.12	21,534,964 ⁴	7.24
Arabi bin Lampam @ Lampan~	-	-	21,534,964 ⁴	7.24
HL Management Co Sdn Bhd	27,000,000	9.07	-	-
MPI Holdings Sdn Bhd	-	-	27,000,000 ⁵	9.07
HLCM Capital Sdn Bhd	-	-	27,000,000 ⁵	9.07
Hong Leong Company (Malaysia) Bhd	-	-	35,500,000 ⁶	11.93
HL Holdings Sdn Bhd	-	-	35,500,000 ⁶	11.93
Tan Sri Quek Leng Chan	-	-	35,500,000 ⁶	11.93
Hong Realty (Private) Ltd	-	-	35,500,000 ⁶	11.93
Hong Leong Investment Holdings Pte Ltd	-	-	35,500,000 ⁶	11.93
Kwek Holdings Pte Ltd	-	-	35,500,000 ⁶	11.93
Kwek Leng Beng	-	-	35,500,000 ⁶	11.93
Davos Investment Holdings Pte Ltd	-	-	35,500,000 ⁶	11.93
Kwek Leng Kee	-	-	35,500,000 ⁶	11.93
Quek Leng Chye	-	-	35,500,000 ⁶	11.93

Notes:

* Director of Petra Perdana.

~ Substantial shareholder of Petra Perdana.

1. Deemed interested by virtue of his interests via TI Equity, Cosmos Time and 1st Systems and via the interest of his spouse, Datin Nariza Hajjar Hashim pursuant to Section 6A of the Act.
2. Deemed interested by virtue of her interests via the interests of her spouse, Tengku Ibrahim Petra in his own name and via his interests in TI Equity, Cosmos Time and 1st Systems pursuant to Section 6A of the Act.
3. Deemed interested by virtue of his interests in Ample Award Sdn Bhd pursuant to Section 6A of the Act.

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

4. *Deemed interested by virtue of his interests in Eight Kris pursuant to Section 6A of the Act.*
5. *Deemed interested by virtue of its/his respective interests via HL Management Co Sdn Bhd pursuant to Section 6A of the Act.*
6. *Deemed interested by virtue of its/his respective interests via HL Management Co Sdn Bhd and GuoLine Capital Ltd pursuant to Section 6A of the Act.*

(b) Tengku Ibrahim Petra

Tengku Ibrahim Petra, a Malaysian citizen of age 52, was appointed to our Board on 23 December 2005 as a Director of Petra Energy. He holds a Bachelor of Science (Marketing) degree from the University of Oregon, USA. He began his career with PETRONAS in 1980, and two years later was appointed by the Ministry of Foreign Affairs, Malaysia as the Malaysian Consul General based in Los Angeles, USA. Upon his return in 1984, he assumed the position of Executive Chairman in Petra Finance Berhad until the company was sold in 1995. During his stint with Petra Finance Berhad, he formed Petra Resources, an oil and gas trading company, in 1988. He was appointed its Non-Executive Chairman, and in 1998 became the Executive Chairman and Chief Executive Officer of Petra Resources. He was appointed as the Executive Chairman and Chief Executive Officer of Petra Perdana when Petra Resources was acquired by Petra Perdana in May 2000.

He is also a member of the Audit Committee of the Board of Directors of Petra Perdana. He is the President of the Malaysian Oil & Gas Services Council, which was formed in December 2003 to spearhead the development and promotion of the services sector in the oil and gas industry.

(c) Datin Nariza Hajjar Hashim

Datin Nariza Hajjar Hashim, a Malaysian citizen of age 46, was appointed to our Board on 23 December 2005 and resigned as a Director of Petra Energy on 16 May 2007. She holds a Diploma in Business Studies from the London Polytechnic, United Kingdom. Prior to her appointment, she was attached to a number of organisations that included PERA-Leasing Sdn Bhd, Floline Sdn Bhd and The Star Publications (Malaysia) Bhd. In 1995, she was appointed to the Board of Petra Resources as Director of Public Affairs. She held this position until her appointment as Executive Director of Petra Perdana in May 2000. She also sits on the boards of several private limited companies.

The rest of this page has been intentionally left blank

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

9.1.3 Promoters' and substantial shareholders' directorships and substantial shareholdings in all other public corporations for the past 2 years

Save as disclosed below, none of our Promoters or our substantial shareholders have any directorships and/or major shareholdings (holding 5% or more equity interest in the shares) in any other public corporation for the past 2 years preceding 22 May 2007:

Name	Name of corporation	Nature of interests	Date of appointment as Director	<-----Substantial shareholdings----->			
				Direct No. of shares	%	Indirect No. of shares	%
Petra Perdana*~	Intra Oil	Shareholder	-	7,500,000	100.00	-	-
Tengku Ibrahim Petra*~	Petra Perdana	Director and shareholder	26.05.2000	28,176,436	9.47	44,347,004 ¹	14.90
	Intra Oil	Director and shareholder	22.04.2004	-	-	7,500,000 ²	100.00
Datin Nariza Hajjar Hashim~	Petra Perdana	Director and shareholder	26.05.2000	108,016	0.04	72,415,424 ³	24.33
	Intra Oil	Shareholder	-	-	-	7,500,000 ⁴	100.00

Notes:

* Promoter

~ Substantial shareholder

1. Deemed interested by virtue of his interests via TI Equity, Cosmos Time and Ist Systems and via the interest of his spouse, Datin Nariza Hajjar Hashim pursuant to Section 6A of the Act
2. Deemed interested by virtue of his interests in Petra Perdana pursuant to Section 6A of the Act. Intra Oil is a wholly-owned subsidiary company of Petra Perdana and its principal activity is the provision of marine support services for the oil and gas industry.
3. Deemed interested by virtue of her interests in Petra Perdana via the interests of her spouse, Tengku Ibrahim Petra in his own name and via his interests in TI Equity, Cosmos Time and Ist Systems pursuant to Section 6A of the Act.
4. Deemed interested by virtue of her interests in Petra Perdana pursuant to Section 6A of the Act. Intra Oil is a wholly-owned subsidiary company of Petra Perdana and its principal activity is the provision of marine support services for the oil and gas industry.

The rest of this page has been intentionally left blank

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

9.1.4 Changes in the shareholdings of our Promoter and substantial shareholder in Petra Energy for the past 3 years

Save as disclosed below, there has been no change in the shareholdings of our Promoter and our substantial shareholder in Petra Energy for the past 3 years:

Promoter / Substantial Shareholder	Date of change	< -----Direct----- >		
		No. of Shares held before acquisition/ (disposal)	Total no. of Shares acquired/ (disposed)	Cumulative no. of Shares held after acquisition/ (disposal)
Petra Perdana	23.12.2005	-	2 *	2 *
	7.03.2006	2	2 ^	4
	8.03.2006	4	83,999,996	84,000,000

Tengku Ibrahim Petra and Datin Nariza Hajjar Hashim are deemed interested to the extent of Petra Perdana's direct interest.

Notes:

* Comprising ordinary shares of RM1.00 each.

^ Incorporating the effects of the sub-division of the par value of the ordinary shares of RM1.00 each in Petra Energy from RM1.00 per share to RM0.50 per share.

9.2 DIRECTORS

9.2.1 Board of Directors

The members of our Board of Directors, all of whom are Malaysians, as at the date of this Prospectus are set forth below:

Name	Age	Date of appointment	Designation
Tengku Ibrahim Petra	52	23 December 2005	Executive Chairman
Lee Mee Jiong	44	16 May 2007	Executive Director
Suhaimi Bin Badrul Jamil	45	16 May 2007	Non Independent Non Executive Director
Gerawat Gala	50	16 May 2007	Independent Non Executive Director
Siew Boon Yeong	49	16 May 2007	Independent Non Executive Director

The rest of this page has been intentionally left blank

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(Cont'd)*

In accordance with the Company's Articles of Association, 1/3 of the Directors for the time being, or if the number is not three (3) or a multiple of three, then the number nearest one-third, shall retire by rotation at each Annual General Meeting. An election of Directors shall take place each year. Each Director shall retire from office once at least in every three (3) years. A retiring Director shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

9.2.2 Profiles

The profile of Tengku Ibrahim Petra, who is also our Promoter and substantial shareholder, is set out in Section 9.1.2 of this Prospectus. The profiles of our other Directors are as follows:

Lee Mee Jiong, a Malaysian citizen of age 44, was appointed Executive Director of Petra Energy on 16 May 2007 and is also an Executive Director of Petra Resources. He holds a bachelor degree in Mechanical Engineering from the University of New South Wales, Australia. In 1989, he joined Sistem Alat Gas Sdn Bhd, a company principally involved in the provision of services to the oil and gas industry as a Sales Engineer, specializing in the sales and services of rotating equipment. He joined Petra Resources in 1990 as the Manager responsible for the sales and after-sales services of the East Malaysian operations. He was promoted to the position of Executive Director in 2001 and had been instrumental in the growth of Petra Resources's business in the sales and services sectors.

Suhaimi bin Badrul Jamil, a Malaysian citizen of age 45, was appointed Non Independent Non Executive Director of Petra Energy on 16 May 2007. He holds a Master of Business Administration from Deakin University, Australia, a Bachelor of Economics (with specialization in accounting) and a Graduate Diploma in Accounting from the Australian National University. He is also a Chartered Accountant (Malaysia) and a Fellow CPA Australia. He started his career with HRM Arthur Andersen, Chartered Accountants in the audit and financial consulting department. He went on to be appointed as a Group Financial Controller, Group General Manager and finally as a Group Executive Director for a Malaysian conglomerate whose activities included property development, transportation, insurance and banking, plantation, construction, manufacturing and investment holdings.

He held various board directorships in public listed companies as well as licensed financial institutions. Among the companies in which he was a board member were Credit Corporation (M) Berhad, MIMB Investment Bank Berhad (*formerly known as Malaysian International Merchant Bankers Berhad*), Gadek Capital Berhad, SPK-Sentosa Corporation Berhad, Intrakota Consolidated Berhad and SJ Kumpulan Berhad.

He now runs his own business and has been involved in various start-ups covering diverse areas including education, international trading, manufacturing, mining and private equity. Apart from this, he is also an Executive Director of Fresh Strategy Sdn Bhd, a management consulting firm specializing in corporate strategy, turnaround management and business transformation services. He provides consulting services to various companies in areas of corporate finance, cross border investments in South East Asia, mergers and acquisitions and strategic management.

The rest of this page has been intentionally left blank

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Gerawat Gala, a Malaysian citizen of age 50, was appointed the Independent Non Executive Director of Petra Energy on 16 May 2007. He graduated from the University of Malaya in 1980 with a Bachelor of Law with honours. He has extensive and in depth legal and commercial experience with his sixteen years career in the oil and gas industry through his direct handling and involvement in and/or supervision of various legal and commercial negotiations, documentations as well as structuring these deals. He was formerly General Manager for Corporate Services of Sarawak Shell, Sabah Shell, Shell Sabah Selatan Sdn Bhd and also General Counsel for Shell Malaysia group of companies. He was a member of the board and company secretary of Sarawak Shell, Sabah Shell and Shell Sabah Selatan Sdn Bhd and a few other downstream Shell companies. He was also formerly company secretary for Shell Refining Company Berhad and member of the country management team for Shell Malaysia group of companies. In the course of his work, he had on many occasions led major negotiations with various joint venture partners, government agencies, international companies and other multinationals, external counsels, internal and external stakeholders on a variety of complex legal and commercial issues. In addition, he had experience leading and managing major arbitrations and litigations for and on behalf of Shell Malaysia which have resulted in landmark decisions affecting the industry in Malaysia.

He left Shell Malaysia in September 2003 to set up his own legal practice in Kuching under the firm name of Zaid Ibrahim & Co. in which he is the managing partner until today.

Siew Boon Yeong, a Malaysian citizen of age 49, was appointed the Independent Non Executive Director of Petra Energy on 16 May 2007. He qualified as a Certified Public Accountant in 1984 and is currently a member of the Malaysian Institute of Certified Public Accountants, a Chartered Accountant with the Malaysian Institute of Accountants and an associate member of the Malaysian Institute of Taxation. He is also a Certified Financial Planner and is a member of the Financial Planning Association of Malaysia.

He started his auditing career and professional training with the accounting firm Coopers & Lybrand in 1978 before establishing his own practice in 1988. He is currently the sole practitioner of the public accounting firm Messrs Siew Boon Yeong & Associates. He has gained extensive knowledge, skills and experience in auditing, tax planning, corporate finance and financial planning. He was also involved in numerous assignments on mergers and acquisitions, debt restructuring and liquidation. He is also an independent non-executive Director of EcoFirst Consolidated Berhad and SEG International Berhad, and an Executive Director of TMC Life Sciences Berhad.

9.2.3 Directors' shareholdings

The shareholding of Tengku Ibrahim Petra in Petra Energy has been set out in Section 9.1.1 of this Prospectus. Our other Directors and their respective shareholdings in our Company before and after the Public Issue and Bonus Issue are as follows:

Name	←-----Before Public Issue-----→				←-----After Public Issue and Bonus Issue-----→			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Lee Mee Jiong	-	-	-	-	2,250 ¹	- ²	-	-
Suhaimi bin Badrul Jamil	-	-	-	-	-	-	-	-
Gerawat Gala	-	-	-	-	-	-	-	-

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Name	←-----Before Public Issue-----→				←-----After Public Issue and Bonus Issue-----→			
	Direct No. of Shares	%	Indirect No. of Shares	%	Direct No. of Shares	%	Indirect No. of Shares	%
Siew Boon Yeong	-	-	-	-	15,847 ¹	- ²	-	-

Notes:

1. Assuming Lee Mee Jiong and Siew Boon Yeong subscribed in full for their entitlements for the Restricted Issue Shares reserved for them as shareholders of Petra Perdana under the Restricted Issue Tranche.
2. Negligible.

9.2.4 Directors' directorships and substantial shareholdings in all other public corporations for the past 2 years

Tengku Ibrahim Petra's directorships and substantial shareholdings (holding 5% or more equity interest in the shares) in all other public corporations for the past 2 years have been set out in Section 9.1.3 of this Prospectus. Our other Directors' directorships and substantial shareholdings (holding 5% or more equity interest in the shares) in all other public corporations for the past 2 years are as follows:

Name	Name of corporation	Nature of interests	Date of appointment / (resignation) as Director	←-----Substantial shareholdings-----→			
				Direct No. of shares	%	Indirect No. of shares	%
Siew Boon Yeong	EcoFirst Consolidated Berhad	Director	27.10.2005	-	-	-	-
	SEG International Berhad	Director	02.02.2001	-	-	-	-
	SYF Resources Berhad	Director	02.12.1999 / (29.09.2005)	-	-	-	-
	TMC Life Sciences Berhad	Director	03.06.2005	-	-	-	-

Save as disclosed above, none of our Directors have any directorships and/or substantial shareholdings (holding 5% or more of the issued and paid-up share capital) in any other public corporation for the past 2 years preceding 22 May 2007.

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

9.2.5 Audit committee

Our present Audit Committee was constituted on 18 May 2007 and its members are appointed by our Board. Our Audit Committee is responsible for the recommendation to the Board regarding the selection of the external auditors, reviewing the results and scope of the audit and other services provided by the Group's external auditors and reviews and evaluates the Group's internal audit and control functions. Our Audit Committee is also responsible for the assessment of financial risk and matters relating to related party transactions and conflict of interests. Our Audit Committee may obtain advice from independent parties and other professionals in the performance of its duties. Our Audit Committee currently comprises the following members:

Name	Designation	Date of Appointment on Audit Committee	Directorship
Siew Boon Yeong	Chairman of Audit Committee	18 May 2007	Independent Non Executive Director
Gerawat Gala	Member of Audit Committee	18 May 2007	Independent Non Executive Director
Suhaimi bin Badrul Jamil	Member of Audit Committee	18 May 2007	Non Independent Non Executive Director

9.2.6 Nomination Committee and Remuneration Committee

Our present Nomination and Remuneration Committee were established on 18 May 2007 and their members are appointed by our Board. They are primarily responsible for recommending candidates for appointments to our Board, board committees, and recommending the compensation packages for these appointments. Our Nomination Committee currently comprises the following members:

Name	Designation	Date of Appointment on Nomination Committee	Directorship
Gerawat Gala	Chairman	18 May 2007	Independent Non Executive Director
Siew Boon Yeong	Member	18 May 2007	Independent Non Executive Director
Suhaimi bin Badrul Jamil	Member	18 May 2007	Non Independent Non Executive Director

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Our Remuneration Committee currently comprises the following members:

Name	Designation	Date of Appointment on Remuneration Committee	Directorship
Gerawat Gala	Chairman	18 May 2007	Independent Non Executive Director
Siew Boon Yeong	Member	18 May 2007	Independent Non Executive Director
Suhaimi bin Badrul Jamil	Member	18 May 2007	Non Independent Non Executive Director

9.2.7 Articles governing our directors

Please refer to Section 19.2 of this Prospectus for the relevant Articles of Association relating to remuneration, voting powers and borrowing powers of our Directors.

9.2.8 Directors' remuneration and material benefits-in-kind

For the FYE 31 December 2006, our Directors were paid RM1.82 million for their services rendered in all capacities to our Group. The remuneration and material benefits-in-kind paid to our Directors were as follows:

Directors	Benefits band
Tengku Ibrahim Petra	Within RM650,000 – RM700,000
Datin Nariza Najjar Hashim*	Within RM150,000 - RM200,000
Lee Mee Jiong	Within RM900,000 – RM950,000

The remuneration which would comprise our Directors' fee and allowances as well as the benefits of our Directors must be considered and recommended by the Remuneration Committee and subsequently approved by our Board. Our Directors' fee must be further approved/ endorsed by our shareholders at a general meeting.

For the FYE 31 December 2007, the amount paid/ payable to our Directors for their services rendered in all capacities to our Group is forecast to be RM2.01 million. The remuneration and material benefits-in-kind to be paid to our Directors are as follows:

Directors	Benefits band
Tengku Ibrahim Petra	Within RM700,000 – RM750,000
Datin Nariza Najjar Hashim*	Within RM150,000 – RM200,000
Lee Mee Jiong	Within RM950,000 – RM1,000,000
Suhaimi bin Badrul Jamil	Below RM50,000

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Directors	Benefits band
Gerawat Gala	Below RM50,000
Siew Boon Yeong	Below RM50,000

Note:

** Resigned as a Director of Petra Energy on 16 May 2007*

Save for the above, we have not paid or given nor intended to be paid or given any amount or benefit to our Directors as at the date of this Prospectus.

The rest of this page has been intentionally left blank

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(Cont'd)*

9.3 KEY MANAGEMENT TEAM

9.3.1 Key Management

The management of our Group is headed by our Executive Chairman, Tengku Ibrahim Petra, who is assisted by a team of key management. The key management of the Petra Energy Group, all of whom are Malaysians, as at the date of this Prospectus are set forth below:

Name	Age	Designation
Tengku Ibrahim Petra	52	Executive Chairman
Lee Mee Jiong	44	Executive Director
Lim Kian Beng	49	General Manager of Business Development (Exploration and Production) of Petra Resources
Wan Mohd Zahari Hashim	54	General Manager of Sales and Service of Petra Resources
Sim Kien Beng	47	Senior Manager of Petra Resources
Nik Ismail bin Tengku Besar Indra Raja	42	Administration Manager of Petra Resources
Sahrol bin Hasim	42	HSE Manager of Petra Resources
Christopher Then Ted Loong	36	Chief Executive Officer of Petra Fabricators and Petra Boilers

9.3.2 Profiles

Please refer to Section 9.1.2 of this Prospectus for the profile of Tengku Ibrahim Petra and Section 9.2.2 of this Prospectus for the profile of Lee Mee Jiong.

Lim Kian Beng, a Malaysian citizen of age 49, is our General Manager of Business Development (Exploration and Production), responsible for the exploration services, field optimisation services and trading services. He obtained a degree in Bachelor of Science with honours from the University of Science, Malaysia in 1983. Upon graduation, he joined Geomex Surveys Sdn Bhd, an Oceanic Asia Pacific group in 1983 as a Geophysicist and 2 years later as the Senior Geophysicist and Project Manager for the Esso Production Malaysia Incorporated Offshore Survey Contract.

In 1987, he was seconded to Sarawak Shell and Sabah Shell as the Resident Geophysicist/Coordinator for the planning, execution, interpretation and reporting of all the surveys works within Sarawak Shell, Sabah Shell and Baram Delta Operation acreages. In 1990, he joined Sarawak Shell after having assisted Sarawak Shell in the Kinabalu field discovery. His last assignment in Sarawak Shell was as Senior Geophysicist for the Sabah Shell integrated team. He joined Genting Oil and Gas Limited in 1997 as a Senior Explorationist for the Asia Pacific oil and gas ventures.

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(Cont'd)*

Wan Mohd Zahari Hashim, a Malaysian citizen of age 54, is our General Manager of Sales and Service. He obtained his Diploma in Automobile Engineering from the Federal Institute of Technology, Malaysia in 1968 and continued to pursue a Diploma in Marine Engineering at the Marine College, which he obtained in 1973. He joined Malaysia International Shipping Corporation in 1973 and Meridian Shipping Corporation (London) in 1976, both shipping companies, as the Engineer in charge of the maintenance of marine equipment. In 1979, he joined ExxonMobil Exploration and Production Malaysia Inc, an upstream oil and gas exploration and production company, and assumed various positions as a mechanical specialist responsible for inspection, trouble-shooting, maintenance, planning, management and training of personnel for mechanical and rotating equipment used in the upstream oil and gas industries. He joined Petra Resources in 1997 as the Maintenance Manager for West Malaysia and was promoted to General Manager in 2004, responsible for the overall sales and service functions, and certain shutdown maintenance for onshore plants and offshore platforms in West Malaysia.

Sim Kien Beng, a Malaysian citizen of age 47, is a Senior Manager of Petra Resources. He graduated from the University of Canterbury, New Zealand in 1984 with a Bachelor of Engineering majoring in Mechanical Engineering. He joined Panatec Services Pte Ltd, Brunei in November 1984 as a Project Engineer involved in the mechanical and electrical installation works for a general hospital and technical college. He subsequently joined Shapadu Energy & Engineering Sdn Bhd in 1986 as an Offshore Scheduler.

During his tenure at Shapadu Energy & Engineering Sdn Bhd, he was exposed to offshore construction and commissioning activities in the oil and gas industry and rose through the ranks where his last position was Technical / Project Manager, managing Shapadu Energy & Engineering Sdn Bhd's Sarawak and Sabah operations. He left in 1998.

He then joined Technip Engineering, Brunei as Project Engineer and was working in Brunei Liquefied Natural Gas Sdn Bhd's engineering department where he was involved in rejuvenation works associated with the liquefied natural gas process systems.

He then joined Brunei Shell Petroleum in 2001 as Senior Construction Engineer where he was responsible for overseeing the fabrication and installation of topsides facilities of platforms.

He joined Petra Resources in July 2005 as Project Manager for Sarawak Shell's offshore hook-up and maintenance contract. He was promoted to Senior Manager in charge of the Miri Project Office in March 2006.

Nik Ismail bin Tengku Besar Indra Raja, a Malaysian citizen of age 42, is the Administration Manager of Petra Resources. He holds a Diploma in Public Administration and Law from University MARA Institute of Technology, Malaysia. From 1998 to 1990, he was the Sales Supervisor for Maju Muhibbah Sdn Bhd, a company principally involved in the importation and sale of continental cars. In 1991, he joined Petra Finance Berhad and later Allied Finance (M) Bhd, a finance company, as a Credit Control Officer in the Kuala Lumpur branch in which he was responsible for various credit functions and also, various reports to Bank Negara Malaysia (BNM) on bad debts & non-performing loan. He joined Petra Resources in 1995 as the Administration Manager where he is responsible for all administration matters and at the same time he is also responsible for the expediting of jobs for the Operations Dept in monitoring import shipments and direct delivery to customers.

The rest of this page has been intentionally left blank

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Sahrol bin Hasim, a Malaysian citizen of age 42, is the HSE Manager of Petra Resources. He graduated from Louisiana Tech University, US with a Bachelor of Science, majoring in Petroleum Engineering, in 1987. He began his career with the Fire Service Department, Head Office, Kuala Lumpur in 1989 and joined Bredero Price (M) Sdn Bhd in 1990 as a Safety Inspector. Later that year, he joined Sime Sembawang Sdn Bhd (later renamed as Sime Semcorp Engineering Sdn Bhd) as a HSE Officer. After spending almost 11 years in Sime Sembawang Sdn Bhd, where his last position was Assistant Manager (HSE), he joined Petra Resources in 2001 as HSE Manager. In 2004, he was re-located to East Malaysia to supervise the management of HSE operations of the major maintenance, hook up, commissioning and construction services contract for Sarawak Shell.

Christopher Then Ted Loong, a Malaysian citizen of age 36, is the Chief Executive Officer of Petra Fabricators and its subsidiary, Petra Boilers. He is a Fellow of the Association of Chartered Certified Accountants, Chartered Member of the Institute of Internal Auditors Malaysia and a Certified Internal Auditor. Prior to joining Petra Perdana, he was trained at Ernst & Young, Chartered Accountants from 1995. He joined Petra Perdana in 2000 as an Internal Audit Executive. He was promoted to the position of Head of Internal Audit in March 2001. In April 2004, he was reassigned to be the Acting Chief Operating Officer of Petra Fabricators and its subsidiary company, Petra Boilers.

He was subsequently appointed as the Chief Executive Officer of Petra Fabricators and Petra Boilers in March 2005. Besides day-to-day management activities, he is also responsible for managing the product and market development strategies of Petra Fabricators and Petra Boilers.

9.3.3 Key management's shareholdings

Our Company was incorporated as an investment holding company with our key management team being under the direct employment of our subsidiary companies. The shareholding of Tengku Ibrahim Petra has been set out in section 9.1.1 of this Prospectus and the shareholding for Lee Mee Jiong has been set out in Section 9.2.3 of this Prospectus. Save as disclosed below and in Sections 9.1.1 and 9.2.3 of this Prospectus, none of our key management holds any of our Shares before the Public Issue.

Name	<-----Before Public Issue----->				<-----After Public Issue and Bonus Issue----->			
	Direct No. of Petra Energy Shares	%	Indirect No. of Petra Energy Shares	%	Direct No. of Petra Energy Shares	%	Indirect No. of Petra Energy Shares	%
Lim Kian Beng	-	-	-	-	750 ¹	- ²	-	-

Notes:

1. Assuming Lim Kian Beng subscribed in full to his entitlement for the Restricted Issue Shares reserved for him as a shareholder of Petra Perdana under the Restricted Issue Tranche.
2. Negligible.

The rest of this page has been intentionally left blank

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

9.4 INVOLVEMENT OF OUR EXECUTIVE DIRECTORS AND KEY MANAGEMENT IN OTHER BUSINESSES/CORPORATIONS

As at the Latest Practicable Date, none of our Executive Chairman, Executive Director and key management is involved in an executive position in other businesses/corporations, save for Tengku Ibrahim Petra and Nik Ismail bin Tengku Besar Indra Raja as disclosed below whereas Tengku Ibrahim Petra's involvement in all other public corporations for the past 2 years are as disclosed in Sections 9.1.3 of this Prospectus:

Name	Name of Company	Date Appointed as Director	-----Shareholdings-----				Principal Activities
			-----Direct-----		-----Indirect-----		
			No. of ordinary shares held	%	No. of ordinary shares held	%	
Tengku Ibrahim Petra	1 st Systems	01.06.1999	999	99.90	1 ¹	0.10	Investment holding
	Ampangship Marine Sdn Bhd~	01.04.2005	-	-	21,700,000 ²	70.00	Provision of marine support services for the oil and gas industry
	Asiaway Sdn Bhd~	03.12.2004	-	-	100,000 ²	100.00	Dormant
	Cosmos Time	02.09.1999	999	99.90	-	-	Investment holding
	ECN (M) Sdn Bhd	30.11.1999	50,000	50.00	-	-	Manufacturing of paint
	Geoseas Technologies Ltd~	26.05.2004	-	-	5,000 ²	51.00	Provision of seismic data acquisition services
	Idaman Bina Sdn Bhd	30.03.1996	237,500	95.00	-	-	Construction and renovation contractor
	Kovan Marine Sdn Bhd~	03.12.2004	-	-	50,000 ²	100.00	Dormant
	Malawi Marine Sdn Bhd~	03.12.2004	-	-	50,000 ²	100.00	Dormant
	Multi Mutual Sdn Bhd	18.09.2003	1	50.00	1 ¹	50.00	Dormant
	Odin Explorer Navigation Ltd~	09.06.2004	-	-	1,000 ²	100.00	Provision of marine support services for the oil and gas industry
	Osam Marine Sdn Bhd~	03.12.2004	-	-	150,000 ²	100.00	Dormant
	Pelangi Mitra Offshore Pte Ltd~	29.06.2005	-	-	3,150,000 ²	70.00	Provision of marine support services for the oil and gas industry
	Perdana Mercury Ltd~	04.10.2006	-	-	1,000 ²	100.00	Dormant
	Perdana Venus Ltd~	05.04.2007	-	-	1,000 ²	100.00	Dormant

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Name	Name of Company	Date Appointed as Director	<-----Shareholdings----->				Principal Activities
			<-----Direct----->		<-----Indirect----->		
			No. of ordinary shares held	%	No. of ordinary shares of held	%	
	Petra Asia Limited~	10.11.2004	-	-	2 ²	100.00	Dormant
	Petra HGM Sdn Bhd	19.03.1998	90,000	90.00	-	-	Dormant
	Petra IPEDEX-JV Sdn Bhd	02.01.2004	1	50.00	1 ¹	50.00	Dormant
	Petra Manufacturing Sdn Bhd	10.10.1995	1	50.00	1 ¹	50.00	Dormant
	Petra Offshore Ltd~	14.08.2006	-	-	2,500,000 ²	100.00	Provision of offshore leasing business
	Petra Resources (S)~	12.07.1999	-	-	200,000 ²	100.00	Deregistered
	Petra Systems Sdn Bhd	25.04.1997	1	50.00	1 ¹	50.00	Electrical, mechanical and general engineering
	Petra Teknik Sdn Bhd~	02.04.1997	-	-	2 ²	100.00	Dormant
	Silest Sdn Bhd	11.03.1985	1,257,032	95.6	-	-	Arms supply to the Ministry of Defence
	TI Equity	10.08.1999	200	20.00	800 ³	80.00	Investment holding
Lee Mee Jiong	Petra Perdana	Not applicable	60,000	0.02	-	-	Supply of engineered equipment, marine services for the oil and gas, petrochemical and other heavy industries and provides day-to-day administrative and management services to its subsidiaries
Lim Kian Beng	Petra Perdana	Not applicable	20,000	~*	-	-	Supply of engineered equipment, marine services for the oil and gas, petrochemical and other heavy industries and provides day-to-day administrative and management services to its subsidiaries
Nik Ismail bin Tengku Besar Indra Raja	Petra Manufacturing Sdn Bhd	08.10.2001	-	-	-	-	Dormant

Notes:

* Negligible

~ Part of the Holding Group

1. Deemed interested by virtue of the shareholdings held by his wife, Datin Nariza Hajjar Hashim.

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

2. *Deemed interested by virtue of his interests in Petra Perdana pursuant to Section 6A of the Act.*
3. *Deemed interested by virtue of the shareholdings held by his wife, Datin Nariza Hajjar Hashim and his children.*

Tengku Ibrahim Petra is the Executive Chairman and Chief Executive Officer of Petra Perdana. He is also involved in the operations of the other businesses/corporations. The average time spent on Petra Energy Group, Holding Group and other businesses/corporations is as follows:

	<u>Average time allocated per week</u>
(i) Petra Energy Group and Holding Group	95%*
(ii) Other businesses/corporations	5%

Note:

* *Amount of time spent equally between Petra Energy Group and Holding Group*

Tengku Ibrahim Petra is equally involved in the Petra Energy Group and Holding Group. He is involved in the day-to-day operations of Petra Energy Group and is being assisted by the senior management of Petra Energy. Tengku Ibrahim Petra's involvement in the other businesses/corporations as set out above is not expected to have a material effect on his capacity as the Executive Chairman of Petra Energy as these businesses/corporations have minimal business operations and would not require him to be actively involved.

Nik Ismail bin Tengku Besar Indra Raja is able to commit all his time and effort in Petra Energy Group as Petra Manufacturing Sdn Bhd is a dormant company.

The rest of this page has been intentionally left blank

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(Cont'd)*

9.5 DECLARATIONS FROM OUR PROMOTERS, DIRECTORS AND KEY MANAGEMENT

None of our Promoters, Directors and key management is or was involved in any of the following events (whether in or outside Malaysia):

- (i) a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel;
- (ii) disqualified from acting as a director of any corporation, or from taking part directly or indirectly in the management of any corporation;
- (iii) charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) any judgement was entered against such person involving a breach of any law or regulatory requirement that relates to the securities or futures industry; or
- (v) the subject of any order, judgement or ruling of any court of competent jurisdiction, tribunal or government or regulatory body permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

9.6 FAMILY RELATIONSHIPS OR ASSOCIATIONS

Save for the following, there are no family relationships (as defined under Section 122A of the Act) and associations between or amongst our Directors, Promoters, substantial shareholders and key management.

- (i) Tengku Ibrahim Petra, the Executive Chairman and substantial shareholder of Petra Energy and Datin Nariza Hajjar Hashim, the substantial shareholder of Petra Energy, are husband and wife;
- (ii) Suhaimi bin Badrul Jamil, the Non Independent Non Executive Director of Petra Energy, is the brother-in-law of Datin Nariza Hajjar Hashim;
- (iii) Kho Tian Boo, the substantial shareholder of the Holding Group, is the father of Kho Chew Swan. Kho Chew Swan is the wife of Lee Mee Jiong, the Executive Director of Petra Energy. Kho Tian Boo is therefore the father-in-law of Lee Mee Jiong; and
- (iv) Nik Ismail bin Tengku Besar Indra Raja is the adopted brother of Tengku Ibrahim Petra.

9.7 SERVICE AGREEMENTS

Save as disclosed below, none of our Directors and key management has any existing or proposed service contracts/ agreements with us:

The service agreement dated 27 February 2001 between Petra Resources and Tengku Ibrahim Petra was for the engagement as the Chief Executive Officer/ Chairman of Petra Resources. Pursuant to the said service agreement, Petra Resources shall pay Tengku Ibrahim Petra a monthly fixed salary and increments, subject to review by the board of directors of Petra Resources.

Petra Resources or Tengku Ibrahim Petra may terminate the said service agreement by giving each other 6 months notice in writing or payment of 6 months salary in lieu of notice.

9. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

9.8 OUR EMPLOYEES

As at 30 April 2007, we have a total workforce of 2,354 employees. None of our employees are members of any labour union and there have been no industrial or labour disputes between us and our employees. The breakdown of our Group's employees is as follows:

Category	Number of employees	Average no. of years of service
Director/Chief Executive Officer	5	12
General Manager	2	7
Manager/Assistant Manager	31	4
Technical Professionals	411	2
Clerical and Administrative Staff	197	3
Offshore skilled personnel	1,623	1
General Workers	85	3
Total	2,354	

As at 30 April 2007, our Group has 1,623 contractual employees which comprised all our offshore skilled personnel.

9.9 TRAINING AND DEVELOPMENT

We believe that employees are the main assets driving our business. We place strong emphasis on our staff training to maintain a competent and dynamic workforce. Our training policies are geared towards ensuring that the knowledge and skills of our staff remain relevant in this rapidly changing environment. In addition to on-the-job training, we have also provided our staff with the following training courses, seminars and workshops conducted by external parties:

- Practical training and troubleshooting on rotary screw air compressor;
- Primavera maintenance and turnaround training;
- Training on boilers in terms of operations, maintenance and troubleshooting;
- Leadership development program;
- Painting inspector course (industry blasting and painting) under the CIDB Programme;
- Shipping documentation, procedures and incoterm;
- Safe handling of compressed cylinder (oxy and acyhelene) by Malaysian Oxygen Berhad;
- Risk management and business continuity management workshop;
- Thomas International Management Systems ("TIMS") certification program;
- Guidelines and procedures for handling disciplinary problems;
- Combined sea survival and offshore safety procedures;
- Helicopter underwater escape training; and
- Basic fire fighting, self rescue, basic offshore safety and emergency training.

The rest of this page has been intentionally left blank

10. APPROVALS AND CONDITIONS

MITI had on 12 December 2006 approved the recognition of the existing Bumiputera shareholders of Petra Perdana, namely Tengku Ibrahim Petra, Datin Nariza Hajjar Hashim, TI Equity, Cosmos Time, 1st Systems, Arabi bin Lampam @ Lampan and Eight Kris ("Subject Bumiputera Shareholders") as approved Bumiputera investors and their eventual indirect shareholdings in Petra Energy via Petra Perdana be approved as Bumiputera shareholdings in the Company for the Flotation Scheme. The Flotation Scheme has been approved by the SC (under the SC Guidelines and the FIC Guidelines) on 19 January 2007. The conditions imposed by the MITI and the SC and their respective status of compliance are set out below.

Authority/ details of conditions imposed	Status of compliance
A) MITI	
a) <u>Conditions imposed by MITI vide its letter dated 12 December 2006</u>	
(i) To obtain the approval from SC for the Flotation Scheme and compliance with the FIC Guidelines	The Flotation Scheme has been approved by the SC vide its letter dated 19 January 2007.
(ii) The allocation of 26,200,000 Public Issue Shares under the Bumiputera Placement Tranche is subject to the approval of MITI and will be determined separately after the approval of the SC for the Flotation Scheme	The said allocation was approved by MITI on 8 May 2007.
(iii) The following condition imposed under Petra Resources' 3 Manufacturing Licences under licence no A012121(Labuan), A012122(Kemaman) and A012123(Miri) for production of machined parts and components has been cancelled. <i>"Any shares held by foreigners shall not be sold without the prior written consent of MITI"</i>	Complied. Please refer to Section 7.12 of this Prospectus.
(iv) Petra Energy has to attach MITI's letter dated 12 December 2006 to the original conditions under Petra Resources's 3 Manufacturing Licences for future ease of reference.	Complied.
(v) Petra Energy has to inform MITI upon completion of the proposed listing exercise.	To be complied.
b) <u>Major conditions imposed by MITI vide its letter dated 8 May 2007</u>	
(i) Other than the Tier 1 Bumiputera investors and those allocated 50,000 Public Issue Shares or less, 30% of the Public Issue Shares allocated to the Bumiputera investors under the Bumiputera Placement Tranche are allowed to be disposed without the prior approval of MITI.	To be observed by the said recognised Bumiputera investors.
(ii) Petra Energy to immediately furnish to MITI a copy of the relevant document as proof of the Public Issue Share have been registered under the name of the recognised Bumiputera investors.	To be complied.
(iii) Petra Energy to notify MITI the level of shareholding of the recognised Bumiputera investors six (6) months after the listing of the Company.	To be complied.
B) SC	
a) <u>Conditions imposed by the SC vide its letter dated 19 January 2007</u>	
(i) Petra Energy to disclose the following in the listing prospectus:	
(a) Details and status of the litigation between Best Wide Matrix Sdn Bhd and Petra Fabricators together with the solicitors' opinion thereof;	Complied. Please refer to Section 19.6 of this Prospectus.

10. APPROVALS AND CONDITIONS (Cont'd)

(b) Details and status of the arbitration proceedings between EMEPMI and Petra Resources;	Complied. Please refer to Section 19.6 of this Prospectus.
(c) Related-party transactions, as well as the measures to deal with any conflict of interest situations that may arise in future; and	Complied. Please refer to Sections 11.1 and 11.2 of this Prospectus.
(d) Details of the amount owing by Petra Energy to Petra Perdana and whether the interest rates charged are based on prevailing market rates and is not to the disadvantage of Petra Energy	Complied. Please refer to Sections 6.4.1 and 11.5 of this Prospectus.
(ii) Petra Energy to ensure that all related-party transactions are conducted on an arm's length basis, are not detrimental to Petra Energy and should be subject to the scrutiny of the Audit Committee;	Petra Energy will ensure continuous compliance with this condition. Please refer to Sections 11.1 and 11.2 of this Prospectus.
(iii) Petra Energy complying with the National Development Policy (NDP) requirement whereby Bumiputera investors holding the 30% of the enlarged share capital of Petra Energy to be approved by MITI;	To be complied upon completion of the listing exercise.
(iv) Alliance/Petra Energy to inform the SC on the status of compliance with the NDP requirement upon completion of the listing exercise;	To be complied upon completion of the listing exercise.
(v) Petra Resources to comply with the Bumiputera equity condition imposed by the Ministry of Finance;	In compliance now and to be complied upon completion of the listing exercise.
(vi) Alliance/Petra Energy to fully comply with the relevant requirements of the SC Guidelines relating to the implementation of the flotation exercise; and	To be complied upon completion of the listing exercise.
(vii) Alliance/Petra Energy to inform the SC upon completion of the proposal.	To be complied upon completion of the listing exercise.

The SC also noted, vide its letter dated 19 January 2007, the equity structure relating to Bumiputera, non-Bumiputera and foreign shareholdings in our Company arising from the implementation of the Flotation Scheme as follows:

	Before Flotation Scheme	After Flotation Scheme
Bumiputera	32.00% ²	42.49% ¹
Non-Bumiputera	60.82%	52.87%
Foreigners	7.18%	4.64%
Total	100%	100%

Notes:

1. Subject to approval from MITI

2. Based on the Subject Bumiputera Shareholders shareholdings

The Flotation Scheme has also been approved by the shareholders of our holding company, Petra Perdana at the extraordinary general meeting on 26 April 2007.

As at 20 June 2007, the Securities Exchange has not granted its approval-in-principle for the Listing.

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS

11.1 EXISTING AND PROPOSED RELATED PARTY TRANSACTIONS WITH SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

During the past three (3) FYE 31 December 2006 and the subsequent financial period thereof immediately preceding the date of this Prospectus, save as disclosed below, there are no existing or proposed related-party transactions between our Group and our Directors, substantial shareholders, persons connected with our Directors or substantial shareholders and/or key management:

11.1.1 Master Charter Party Agreement with Petra Perdana (for rechartering purposes)

Our parent company, Petra Perdana has 2 core activities namely the provision of marine services for the oil and gas industry, and *via* its investments in Petra Energy, the provision of integrated Brown Field Services to the oil and gas industry (provided by the Petra Energy Group).

In Malaysia, all service providers to the oil and gas industry must be licensed by PETRONAS in order to secure contracts. In view of the foregoing and as Petra Resources had been granted the PETRONAS License, our parent company, Petra Perdana (as the designated representative of the vessel owners within the Holding Group) had on 1 January 2005 entered into a Master Charter Party Agreement with Petra Resources. Pursuant to the Master Charter Party Agreement, Petra Perdana had appointed Petra Resources as the contracting party to source and secure domestic recharter contracts in Malaysia, as well as to obtain the necessary documentation for the vessels to operate in Malaysian waters.

In accordance with the Master Charter Party Agreement, we earn a margin of 7.5% of the Domestic Vessels Recharter income and the balance Domestic Vessels Recharter income is remitted to the vessel owner. The charter income paid / payable by us to the Holding Group since the FYE 31 December 2004 up to FYE 31 December 2007 respectively is set out below:

	Actual amount for the FYE 31 December 2004 RM	Actual amount for the FYE 31 December 2005 RM	Actual amount FYE 31 December 2006 RM	Forecast amount for the FYE 31 December 2007 RM
Domestic Vessels Recharter income	6,919,432	33,055,336	32,707,349	34,560,144
Charter fees paid / payable by Petra Energy to Petra Perdana as vessels owner	6,919,432	30,767,199	30,591,500	31,968,133
Net charter income	-	2,288,137	2,115,849	2,592,011

Based on the Independent Market Research Report, companies that have the requisite licences are able to source marine vessels from other vessel owners to recharter the same to potential customers/ PSC operation. Typically, the margin earned can range between 5% to 10% of the daily charter rates. Our Directors are of the view that this arrangement is not unfavourable to our shareholders nor on terms more favourable to Petra Perdana than those normally agreed with other third party and is also not to the detriment of our Company. In addition, we will ensure that after the Listing, all future charter will be reviewed by our Audit Committee in accordance with review procedures set out in Section 11.2 of this Prospectus.

We also intend to seek our shareholders' mandate in relation to the charter after the Listing.

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS (Cont'd)

11.1.2 Charter Arrangement with Petra Perdana (for Petra Energy's own use)

Currently, we own 2 work/ accommodation barges, namely Petra Discovery and Petra Challenger, which support our provision of integrated Brown Field Services to our customers. The scope of work of certain contracts which we have secured requires us to provide our customers the number of vessels over and above the 2 work/ accommodation barges which we already own. As such since 2004, we had, as and when required, entered into various charter arrangements with the Holding Group to charter additional vessels for a charter rate based on rates which are not unfavorable to us ("Charter Arrangement").

The charter fees paid or forecast to be paid to the Holding Group by us since the FYE 31 December 2004 up to the FYE 31 December 2007 are set out below:

	Actual amount for the FYE 31 December 2004 RM	Actual amount for the FYE 31 December 2005 RM	Actual amount for FYE 31 December 2006 RM	Forecast amount for the FYE 31 December 2007 RM
Charter fees paid / payable to the Holding Group	-	21,817,012	23,267,758	20,263,047

Our Directors are of the view that the Charter Arrangement is not unfavourable to our shareholders nor on terms more favourable to Petra Perdana than those normally agreed with other third party and is also not to the detriment of our Company. In addition, we will ensure that after the Listing, all future Charter Arrangement will be reviewed by our Audit Committee in accordance with review procedures set out in Section 11.2 of this Prospectus.

We also intend to seek our shareholders' mandate in relation to the Charter Arrangement after the Listing.

11.1.3 Sales to Related Parties

In the course of our business, our Group via Petra Resources had sold equipment, maintenance services and recharter vessel to other companies within the Petra Perdana Group, namely Pelangi Mitra Offshore Pte Ltd ("Pelangi Mitra"). Our sales to Pelangi Mitra for the FYE 31 December 2006 respectively are set out below:

Related Parties	Actual amount for the FYE 31 December 2004 RM	Actual amount for the FYE 31 December 2005 RM	Actual amount for the FYE 31 December 2006 RM	Forecast amount for the FYE 31 December 2007 RM
Pelangi Mitra	-	-	5,535,300	-

Our Directors are of the view that the sales transactions as set out above are not unfavourable to our shareholders nor on terms more favourable to Pelangi Mitra than those normally agreed with other third party and were also not to the detriment of our Company.

In addition, we will ensure that after the Listing, all future sales transactions with Pelangi Mitra will be reviewed by our Audit Committee in accordance with review procedures set out in Section 11.2 of this Prospectus.

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS (Cont'd)

We also intend to seek our shareholders' mandate in relation to the sales transactions with other related parties, if any, after the Listing.

11.1.4 Fees Paid to Petra Perdana

Our parent company, Petra Perdana reallocates the cost of various common corporate support departments such as legal, finance, secretarial, administration and logistics to our Group. To this end, our Group *via* Petra Resources has paid Petra Perdana a fixed fee of RM3.24 million per annum for the services provided to our Group:

	Actual amount for the FYE 31 December 2004 RM'000	Actual amount for the FYE 31 December 2005 RM'000	Actual amount for the FYE 31 December 2006 RM'000	Forecast amount for the FYE 31 December 2007 RM'000
Fees paid / payable to Petra Perdana	3,240	3,240	3,240	1,857

Our Directors are of the view that the said fixed fees were fair and on an arm's length basis and not unfavourable to our shareholders.

Post Listing, all our Group's key functions, such as operations and finance, will be managed independently from that of the Petra Perdana Group and hence it is our intention to cease paying a fixed fee of RM3.24 million per annum to Petra Perdana after the Listing.

However, we still intend to share with Petra Perdana, the costs of certain supporting services such as legal, secretarial, administration and logistics even after the Listing. As such moving forward, all such fees to be paid by us to Petra Perdana will be determined on a cost reimbursement basis.

We will ensure that after the Listing, all such future fees to be paid to Petra Perdana will be reviewed by our Audit Committee in accordance with review procedures set out in Section 11.2 of this Prospectus.

We also intend to seek our shareholders' mandate, if required in relation to such fees paid to Petra Perdana after the Listing.

11.1.5 Provision of Technical Personnel

Since 1993 and in the course of our business, our subsidiary company, Petra Resources had obtained certain technical personnel from Damai Teknik Sdn Bhd ("DTSB") to provide technical expertise in assisting the technical operations such as mechanics, technicians, maintenance and mechanical engineers and so forth. DTSB is principally engaged in providing professional services and general trading in the marine, oil and gas industries.

Kho Tian Boo, our indirect substantial shareholder (via his major shareholdings in Petra Perdana) is also a substantial shareholder of DTSB. As such, all our Group's transactions with DTSB, a company related to him, are deemed related party transactions. On 31 July 2006, Petra Resources ceased to obtain technical services from DTSB.

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS (Cont'd)

	Actual amount for the FYE 31 December 2004 RM	Actual amount for the FYE 31 December 2005 RM	Actual amount for FYE 31 December 2006 RM
Fees paid / payable to DTSB	957,214	209,905	653,406

Our Directors are of the view that the provision of technical personnel by DTSB to our Group were on terms which were fair and on an arm's length basis.

11.1.6 Rental of Petra Energy Group's Premises

Petra Resources had rented the two (2) shop-lots located at 6-8, Jalan 3/3C, Batu 7 Jalan Ipoh, 68100 Kuala Lumpur from KNS Properties Sdn Bhd ("KNS") as its office ("Premises") up to 31 July 2006. KNS is principally an investment holding company.

Kho Tian Boo, our indirect substantial shareholder (via his major shareholdings in Petra Perdana) is also the substantial shareholder of KNS, the landowner of the Premises. As such, all our Group's transactions with KNS, a company related to him, will be deemed related party transactions. With effect from August 2006, Petra Energy is renting the entire 4½ storey shop lot located at No. 4, Jalan 3/3C, Batu 7 Jalan Ipoh, 68100 Kuala Lumpur from Petra Perdana as its office via a tenancy agreement dated 24 July 2006 at a monthly rental of RM15,000.

The rental paid or payable by us to KNS and Petra Perdana since the FYE 31 December 2004 up to the FYE 31 December 2007 respectively are set out below:

	Actual amount for the FYE 31 December 2004 RM	Actual amount for the FYE 31 December 2005 RM	Actual amount for the FYE 31 December 2006 RM	Forecast amount for the FYE 31 December 2007 RM
Rental paid / payable to KNS	366,156	366,156	213,591	-
Rental paid / payable to Petra Perdana	-	-	107,065	180,000

Our Directors are of the view that the Premises are located at a strategic location within the vicinity of Kuala Lumpur and hence beneficial to our Group.

In addition, our Directors are of the view that the said rental arrangement are on terms which are fair and on an arm's length basis and it is intended that the rental arrangement with Petra Perdana will continue where deemed necessary by our Directors for as long as it is beneficial to our Group. We will ensure that after the Listing, any transaction with Petra Perdana will be reviewed by our Audit Committee in accordance with review procedures set out in Section 11.2 of this Prospectus.

We also intend to seek our shareholders' mandate in relation to any future transaction with Petra Perdana after the Listing.

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS (Cont'd)**11.1.7 Rental of Petra Resources' Premises in Miri**

Petra Resources had rented two (2) blocks of four storey commercial building located at Lot 1310-1311, Block 9, Miri Concession Land District and one (1) block of four storey commercial building located at Lot 1312, Block 9, Miri Concession Land District, from Kho Chew Swan ("KCS") as its Miri Project Office ("Premises") up to 30 November 2009 and 31 December 2009 respectively. KCS is the daughter of Kho Tian Boo and the wife of Lee Mee Jiong, a Director of Petra Energy.

As Kho Tian Boo, is our indirect substantial shareholder (via his major shareholdings in Petra Perdana), all our Group's transactions with KCS, will be related party transactions.

The rental paid or payable by us to KCS since the FYE 31 December 2004 up to the FYE 31 December 2007 respectively are set out below:

	Actual amount for the FYE 31 December 2004 RM	Actual amount for the FYE 31 December 2005 RM	Actual amount for FYE 31 December 2006 RM	Forecast amount for the FYE 31 December 2007 RM
Rental paid/ payable to KCS for Lot 1310- 1311	17,200	206,400	206,400	206,400
Rental paid/ payable to KCS for Lot 1312	-	103,200	103,200	103,200

Our Directors are of the view that the rental arrangements were on terms which were fair and on an arm's length basis and it is intended that the rental agreement with KCS will continue where deemed necessary by our Directors for as long as it is beneficial to our Group. We will ensure that after the Listing, any transaction with Petra Perdana will be reviewed by our Audit Committee in accordance with review procedures set out in Section 11.2 of this Prospectus.

We also intend to seek our shareholders' mandate in relation to any future transaction with KCS after the Listing.

11.2 REVIEW PROCEDURES FOR RELATED PARTY TRANSACTIONS

Our Directors will ensure that any related party transactions carried out are not unfavourable to our shareholders nor on terms more favourable to the related parties than those generally available to the public and are also not to the detriment of our Company and our minority shareholders.

Therefore post Listing, our Group will implement the following methods by which transaction prices are determined and review procedures to ensure that all related party transactions are undertaken on arm's length basis, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and are not detrimental to our minority shareholders:

- (a) A list of companies connected to the related parties will be circulated within our Group and all related parties will be notified that all related party transactions are required to be undertaken on arm's length basis and on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and are not detrimental to our minority shareholders;
- (b) Records will be maintained by our Company to capture all related party transactions;

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS (Cont'd)

- (c) The annual internal audit plan shall incorporate a review of all related party transactions entered into to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (d) Our Audit Committee shall review the annual internal audit reports to ascertain that the procedures established to monitor related party transactions have been complied with;
- (e) Our Board and Audit Committee shall have the overall responsibility of determining whether the procedures for reviewing all related party transactions are appropriate. If a member of our Board or Audit Committee has an interest, as the case may be, he will abstain from any decision making by our Board or Audit Committee in respect of the said transaction; and
- (f) The transaction prices and terms are determined based on prevailing market rates which are determined by market forces, demand and supply, quality of the services and other relevant factors. Where practical and feasible, quotations and tenders will be obtained from third parties to ascertain appropriate transaction prices.

11.3 EXISTING AND POTENTIAL CONFLICT OF INTEREST WITH SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

Our parent company, Petra Perdana has 2 core activities namely, the provision of marine services for the oil and gas industry, and *via* its investments in Petra Energy, the provision of integrated Brown Field Services to the oil and gas industry (provided by the Petra Energy Group).

One of our Directors, namely Tengku Ibrahim Petra is also the Executive Chairman and Chief Executive Officer of Petra Perdana and he may to a certain extent influence the decision making process of Petra Perdana and our Group.

Notwithstanding that our Group currently owns two (2) work / accommodation barges, these barges are meant to be used by our Group as supporting services to provide integrated Brown Field Services to our customers. We do not intend, at any time, to charter out to any third parties our two (2) work/ accommodation barges to directly or indirectly compete with the marine services provided by the Holding Group. To resolve any potential conflict of interests in respect of competition, we have undertaken that we shall not, at any time, charter out to any third parties our two (2) barges or any existing or additional barges which we may purchase in future to directly and indirectly compete with the marine services provided by the Holding Group. Likewise, the Holding Group has also given an undertaking that they will not, at any time, provide Brown Field Services to directly or indirectly compete with us.

In addition, in the event any of the vessels that belong to Petra Energy Group remain idle for any period, it is agreed that the Petra Energy Group shall charter its vessels on an exclusive basis but on an arm's length basis to the Holding Group.

The letter of undertaking on non competition briefly states inter-alia, that the non competition undertaking shall remain in force at all times from the date of listing of Petra Energy Group on the Main Board of the Securities Exchange and will cease in the event Petra Perdana ceases to control the Petra Energy Group.

Apart from the aforementioned, there are no other existing and potential conflicts of interest with any of our substantial shareholders, Directors and key management.

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS (Cont'd)**11.4 TRANSACTIONS THAT ARE UNUSUAL IN THEIR NATURE OR CONDITIONS**

There are no transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which our Group was a party during the past three (3) FYE 31 December 2006 and the subsequent financial period thereof immediately preceding the date of this Prospectus.

11.5 LOANS MADE BY OUR GROUP OR THE HOLDING GROUP TO OR FOR BENEFIT OF RELATED PARTIES

Save as disclosed below, there were no other outstanding loans, including guarantees of any kind, given by our Group or the Holding Group to or for the benefit of related parties for the three (3) FYE 31 December 2006 and the subsequent period thereof immediately preceding the date of this Prospectus:

Advances between Us and Petra Perdana

After the Flotation Scheme (details of which are set out in Section 6.4 of this Prospectus), Petra Perdana's shareholdings in our Company will be diluted to approximately 64.62% from 100%.

As Petra Perdana is a public listed company and also our parent company, Petra Perdana had historically secured borrowings from banks and on-lent the advances to our Group for acquisition of barges and other working capital requirements. The amount owing to the Holding Group after the completion of the Listing will be commercialised based on prevailing market interest rates and terms which are not unfavourable to our shareholders nor on terms more favourable to Petra Perdana than those normally agreed with other third party and is also not to the detriment of our Company. Our Group's financial management will also be managed independently from that of the Holding Group.

The amount owing by/(to) our Group to/(by) Petra Perdana (in relation to the advances made by Petra Perdana) for the three (3) FYE 31 December 2006 and the three (3)-month financial period ended 31 March 2007 respectively are set out below:

Company	FYE 31 December 2004 RM	FYE 31 December 2005 RM	FYE 31 December 2006 RM	3-month financial period ended 31 March 2007 RM
Petra Energy	-	-	390,701	618,026
Petra Resources	66,994,316	230,181,534	172,738,255	178,253,750
Petra Fabricators	6,336	215,145	6,693,181	6,694,846
Petra Boilers	1,552	1,429	(14,263)	(14,013)
Total	67,002,204	230,398,108	179,807,874	185,552,609

The rest of this page has been intentionally left blank

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS (Cont'd)

Further, our holding company, Petra Perdana has granted performance guarantees and corporate guarantees to various customers and/or banks and financial institutions as security for the performance of our Group to its various customers or as security for loans granted to our Group for credit facilities and hire purchase arrangements entered into by our Group, details of which are as follows:

Type of Guarantee	Bank / Financial Institution / Company	Amount	Nature
Corporate Guarantee	HSBC Bank Malaysia Berhad	RM56.4 million	To secure banking facilities granted to Petra Resources
Corporate Guarantee	HSBC Bank Malaysia Berhad	RM9.46 million	To secure banking facilities granted to Petra Fabricators
Corporate Guarantee	Malayan Banking Berhad	RM28.5 million	To secure banking facilities granted to Petra Resources
Corporate Guarantee	HSBC Bank Malaysia Berhad	RM2.0 million	To secure credit facilities granted to Petra Fabricators
Corporate Guarantee	UOB Bank Malaysia Berhad	RM25.6 million	To secure credit facilities granted to Petra Resources
		RM121.96 million	

Type of Guarantee	Nature
Performance Guarantee	To guarantee Inspection and Maintenance Specialist Services to Petra Resources
Performance Guarantee	To provide 3rd party assistance for Helang Production Operations and Maintenance to Petra Resources

We will ensure that these performance guarantees and corporate guarantees are withdrawn or cancelled and duly replaced by the provisions of fresh performance guarantees and corporate guarantees to various customers and/or banks and financial institutions issued by Petra Energy upon the listing of our Group or upon renewal of the credit facilities by the relevant banks or financial institutions.

11.6 INTERESTS IN SIMILAR BUSINESS

Save as disclosed in Section 11.3 above, none of our Directors or substantial shareholders nor any persons connected with our Directors or substantial shareholders, have any interest, whether direct or indirect, in any business carrying on a similar trade as our Group.

The rest of this page has been intentionally left blank

11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTERESTS *(Cont'd)*

11.7 PROMOTION OF MATERIAL ASSETS

Save as disclosed below, none of our Directors or substantial shareholders nor any persons connected with our Directors or substantial shareholders, has any interest, whether direct or indirect, in the promotion of or in any material assets which have, within 3 years preceding the date of this Prospectus, been acquired by or disposed of or leased to our Company or our subsidiary company.

(a) *Sale of land to Petra Fabricators*

Up to 1 August 2006, Petra Fabricators rented the land located at Lot 58, Jalan Utas 15/7, Kawasan Perusahaan Seksyen 15, 40000 Shah Alam, Selangor Darul Ehsan from Petra Perdana as its office/factory ("Land"). The said office/factory belongs to Petra Fabricators.

The rentals paid by us to Petra Perdana in respect of the Land since the FYE 31 December 2004 up to the FYE 31 December 2006 are as follows:

	Actual amount for the FYE 31 December 2004 RM	Actual amount for the FYE 31 December 2005 RM	Actual amount for the FYE 31 December 2006 RM
Rental paid to Petra Perdana	-	250,000	175,000

On 24 July 2006, Petra Energy had entered into a sale and purchase agreement with Petra Perdana to acquire the Land for a total consideration of RM6,389,809. The purchase price has been settled by Petra Fabricators on 24 July 2006 via an amount owing to Petra Perdana. The sale transaction was completed on 3 April 2007.

(b) *Sale of vessel – "IOS Champion"*

By a bill of sale dated 15 September 2004, Petra Resources had transferred all its shares in the vessel known as "IOS Champion" for a total cash consideration of RM16,527,035 to Intra Oil, a subsidiary of Petra Perdana, free from encumbrances, all charters, mortgages and maritime liens/debts/claims etc.

11.8 DECLARATION BY ADVISERS/ EXPERTS

Alliance has given its confirmation that there is no conflict of interest in its capacity as the Adviser and Sole Underwriter and Sole Placement Agent for the Flotation Scheme.

Messrs Kamarudin & Partners has given its confirmation that there is no conflict of interest in its capacity as the Solicitors for the Flotation Scheme.

Messrs Horwath has given its confirmation that there is no conflict of interest in its capacity as our Reporting Accountants for the Flotation Scheme.

Horwath KL Tax Sdn Bhd has given its confirmation that there is no conflict of interest in its capacity as our Tax Consultant for the Flotation Scheme.

Frost & Sullivan has given its confirmation that there is no conflict of interest in its capacity as the Independent Market Research Consultant for the Flotation Scheme.

12. PROPERTIES AND MATERIAL PLANT AND EQUIPMENT

12.1 OUR PROPERTIES

The following properties are owned by our Group:

Registered owner	Location/ Title details	Description / existing use	Approximate age of building (years)	Restrictions in interest / Major encumbrances	Tenure	Issuance Date of Certificate of Fitness	Land/ Built-up area	Audited Net Book Value as at 31.12.06 (RM'000)
Petra Resources	Block 4, Lot 1991 Miri Concession Land District Piasau Industrial Estate Piasau, 98000 Miri Sarawak	Double storey semi-detached building/ Warehouse	22	*	Leasehold 60 years (expiring on 21/6/2042)	26 December 1985	803 square metres/ 580 square metres	337
Petra Resources	Block 4, Lot 2000 Miri Concession Land District Piasau Industrial Estate Piasau, 98000 Miri Sarawak	Double storey semi-detached building/ Workshop	13	^	Leasehold 60 years (expiring on 21/6/2042)	5 July 1995	3,204 square metres / 1,866 square metres	2,224
Petra Fabricators#	Lot 58, Jalan Utas 15/7 Kawasan Perusahaan Seksyen 15 40400 Shah Alam (H.S. (D) 168524 P.T)	Double storey factory building/ Factory building and industrial land	33	None	Leasehold 99 years (expiring on 8/5/2072)	22 May 2002	13,656 square metres / 3,121 square metres	7,622

Notes:

Petra Fabricators and Petra Perdana had, on 24 July 2006, entered into a sale and purchase agreement for the disposal of the industrial land by Petra Perdana to Petra Fabricators for a cash consideration of RM6,389,809. Petra Fabricators had on 24 July 2006 settled the purchase consideration and the sale was completed on 3 April 2007 with the presentation of the title deed and instrument of transfer (Form 14A) at the relevant land office.

* (a) This land is to be used only as a double storey semi-detached building for industrial purposes in the following manner:
-ground floor – industrial
-first floor – office/watchman's quarters

(b) Any alteration to the existing building's quarters, land or any new building to be erected thereon shall be in accordance with plans, sections and elevations approved by the Superintendent of Lands & Surveys, Miri Division and shall also be in accordance with detailed drawings and specifications approved by the Miri Municipal Council and shall be completed within one (1) year from the date of such approval by the Council;