All defined terms and abbreviations contained in this Abridged Prospectus are defined in the "Definitions" section of this Abridged Prospectus, unless stated otherwise.

THIS ABRIDGED PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

All enquiries concerning the Rights Issue should be addressed to Symphony Share Registrars Sdn Bhd ("Symphony"), our Share Registrar for the Rights Issue, at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia. If you have sold or transferred all your SEB Shares, you should hand this Abridged Prospectus together with the NPA and the RSF (collectively, the "Documents") at once to the agent or broker through whom you effected the sale or transfer for onward transmission to the purchaser or transferee. The Documents are only despatched to Entitled Shareholders who have a registered address in Malaysia and whose names appear in our Record of Depositors at 5.00 p.m. on 31 December 2018 (excluding Authorised Nominees who have subscribed for NRS). Entitled Shareholders who do not have a registered address in Malaysia and wish to provide their Malaysian address, should inform their respective stockbrokers or Symphony to effect the change of address by 31 December 2018.

The Documents are not intended to be (and will not be) issued, circulated or distributed in any country or jurisdiction other than Malaysia and no action has been or will be taken to ensure that either the Rights Issue or the Documents comply with the laws related to public offerings of any country or jurisdiction where action for such purpose is required, other than the laws of Malaysia. Entitled Shareholders and/or their renouncees and/or transferees, if applicable, who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers as to whether the acceptance or renunciation (as the case may be) of the Provisional Rights Securities, application for the Excess Rights Securities or the subscription, offer, sale, resale, pledge or other transfer of the Provisional Rights Securities would result in the contravention of any laws of such countries or jurisdictions. Our Company, the Principal Adviser, the Joint Underwriters, the Joint Global Coordinators or any other advisers to the Rights Issue shall not accept any responsibility or liability in the event that any acceptance or renunciation (as the case may be) of the Provisional Rights Securities, application for the Excess Rights Securities or the subscription, offer, sale, resale, pledge or other transfer of the Provisional Rights Securities made by any Entitled Shareholder and/or their renouncees and/or transferees, if applicable, are residents.

This Abridged Prospectus has been registered with the SC. The registration of this Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made or opinion or report expressed in this Abridged Prospectus. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the Documents has also been lodged with the Registrar of Companies who takes no responsibility for the contents of the Documents.

This Abridged Prospectus shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The Provisional Rights Securities, Rights Shares, Warrants and RCPS-i have not been, and will not be, registered under the U.S. Securities Act or the laws of any state or other jurisdiction of the USA and as such, the Provisional Rights Securities may not be accepted, and Rights Securities and RCPS-i may not be offered, taken up, subscribed, sold, resold, pledged, transferred or delivered, directly or indirectly, within the USA, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. There is no intention to register any portion of the Provisional Rights Securities, Rights Shares, Warrants or RCPS-i in the USA or to conduct a public offering of securities in the USA. The Provisional Rights Securities, Rights Shares, Warrants and RCPS-i are only being offered and sold outside the USA in offshore transactions in reliance on Regulation S.

Approval for this Rights Issue has been obtained from our shareholders at our EGM held on 29 November 2018. On 2 November 2018, the Shariah Advisory Council of the SC had informed that it has no objection to the Right Issue of RCPS-i. BNM had, vide its letter dated 15 October 2018, approved the issuance of RCPS-i to our non-resident shareholders pursuant to the Rights Issue of RCPS-i. Non-resident shareholders are to note the conditions imposed by BNM which, among others, require non-resident shareholders who intend to undertake foreign currency hedging to only enter into foreign currency hedging contracts with licensed domestic banks (i.e. commercial banks, licensed investment banks or Islamic banks other than international Islamic banks). Approval has also been obtained from Bursa Securities vide its letter dated 5 November 2018 for the admission of the Warrants and the RCPS-i to the Official List as well as for the listing of the Rights Shares, Warrants, RCPS-i, Conversion Shares and Exercised Shares on the Main Market of Bursa Securities, which will commence after, among others, receipt of confirmation from Bursa Depository that all the CDS Accounts of the successful Entitled Shareholders and/or their renouncees and/or transferees, if applicable, have been duly credited with the relevant security allotted to them and the notices of allotment have been despatched to them. However, such admission and listing are not an indication that Bursa Securities recommends the Rights Issue and are in no way reflective of the merits of the Rights Issue.

Our Board has seen and approved the Documents. They individually and collectively accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in the Documents false or misleading.

Maybank IB, being the Principal Adviser for the Rights Issue acknowledges that, based on all available information and to the best of its knowledge and belief, this Abridged Prospectus constitutes a full and true disclosure of all material facts concerning the Rights Issue.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" AS SET OUT IN SECTION 6 OF THIS ABRIDGED PROSPECTUS.



SAPURA ENERGY BERHAD

(Company No. 950894-T)

(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)

- (I) RENOUNCEABLE RIGHTS ISSUE OF 9,986,925,145 NEW ORDINARY SHARES IN SAPURA ENERGY BERHAD ("SEB") ("SEB SHARES") ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.30 PER RIGHTS SHARE TOGETHER WITH 998,692,514 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY THREE (3) SEB SHARES HELD AT 5:00 P.M. ON 31 DECEMBER 2018 AND ONE (1) FREE WARRANT FOR EVERY TEN (10) RIGHTS SHARES SUBSCRIBED; AND
- (II) RENOUNCEABLE RIGHTS ISSUE OF 2,396,862,035 NEW ISLAMIC REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN SEB ("RCPS-i") AT AN ISSUE PRICE OF RM0.41 PER RCPS-i ON THE BASIS OF TWO (2) RCPS-i FOR EVERY FIVE (5) SEB SHARES HELD AT 5:00 P.M. ON 31 DECEMBER 2018

Principal Adviser, Joint Global Coordinator, Managing Underwriter and Joint Underwriter Joint Global Coordinators and Joint Underwriters







CIMB Investment Bank Berhad (18417-M) (A Participating Organisation of Bursa Malaysia Securities Berhad)



RHB Investment Bank Berhad (Company No.: 19663-P) (A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT RELEVANT DATES AND TIMES

Entitlement Date for the Rights Issue of Shares with Warrants and Rights Issue of : Mon RCPS-i

Monday, 31 December 2018 at 5.00 p.m.

Last date and time for the sale of the Provisional Rights Shares with Warrants and Provisional RCPS-i

: Tuesday, 8 January 2019 at 5.00 p.m.

Last date and the for the transfer of the Provisional Rights Shares with Warrants

: Friday, 11 January 2019 at 4.00 p.m.

and Provisional RCPS-i
Last date and time for the acceptance and payment for the Provisional Rights Shares

: Wednesday, 16 January 2019 at 5.00 p.m.

with Warrants and Provisional RCPS-i

: Wednesday, 16 January 2019 at 5.00 p.m.

Last date and time for the application and payment for the Excess Rights Shares with Warrants and Excess RCPS-i

ALL DEFINED TERMS AND ABBREVIATIONS CONTAINED IN THIS ABRIDGED PROSPECTUS ARE DEFINED IN THE "DEFINITIONS" SECTION OF THIS ABRIDGED PROSPECTUS, UNLESS STATED OTHERWISE.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS ABRIDGED PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS ABRIDGED PROSPECTUS.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE RIGHTS ISSUE AND ANY INVESTMENT IN OUR COMPANY. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS ABRIDGED PROSPECTUS ARE DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CMSA.

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE RIGHTS ISSUE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CMSA (SUCH AS OUR DIRECTORS AND ADVISERS) ARE RESPONSIBLE.

THE DISTRIBUTION OF THE DOCUMENTS IS SUBJECT TO MALAYSIAN LAWS. WE AND OUR ADVISERS ARE NOT RESPONSIBLE FOR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT TAKEN ANY ACTION TO PERMIT AN OFFERING OF THE RIGHTS SHARES WITH WARRANTS AND RCPS-I BASED ON THE DOCUMENTS OR THE DISTRIBUTION OF THE DOCUMENTS OUTSIDE OF MALAYSIA. WE AND OUR ADVISERS REQUIRE YOU TO INFORM YOURSELF OF AND TO OBSERVE SUCH RESTRICTIONS.

THE DOCUMENTS ARE NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY IN ANY COUNTRY OR JURISDICTION OUTSIDE MALAYSIA. THE RIGHTS ISSUE REFFERED TO IN THE DOCUMENTS IS NOT, AND UNDER NO CIRCUMSTANCES SHALL IT BE CONSTRUED AS AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES NOR SHALL THERE BE ANY SALE OR PURCHASE OF SECURITIES IN ANY COUNTRY OR JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO THE REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF SUCH COUNTRY OR JURISDICTION.

THE PROVISIONAL RIGHTS SECURITIES, RIGHTS SHARES, WARRANTS AND RCPS-i HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OR THE LAWS OF ANY STATE OR OTHER JURISDICTION OF THE USA AND AS SUCH, THE PROVISIONAL RIGHTS SECURITIES MAY NOT BE ACCEPTED, AND THE RIGHTS SHARES, WARRANTS AND RCPS-i MAY NOT BE OFFERED OR SOLD WITHIN THE USA EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE USA STATE SECURITIES LAWS. THE PROVISIONAL RIGHTS SECURITIES, RIGHTS SHARES, WARRANTS AND RCPS-i ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE USA IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S.

THE DOCUMENTS HAVE BEEN PREPARED AND PUBLISHED SOLELY FOR THE RIGHTS ISSUE UNDER THE LAWS OF MALAYSIA. WE AND OUR ADVISERS HAVE NOT AUTHORISED ANYONE TO PROVIDE YOU WITH INFORMATION WHICH IS NOT CONTAINED IN THE DOCUMENTS.

SINGAPORE SECURITIES AND FUTURES ACT PRODUCT CLASSIFICATION – SOLELY FOR THE PURPOSES OF ITS OBLIGATIONS PURSUANT TO SECTIONS 309B(1)(A) AND 309(B)(1)(C) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289 OF SINGAPORE)(THE "SFA"), WE HAVE DETERMINED, AND HEREBY NOTIFY ALL RELEVANT PERSONS (AS DEFINED IN SECTION 309A OF THE SFA) THAT THE PROVISIONAL RIGHTS SECURITIES, RIGHTS SHARES, WARRANTS AND RCPS-i ARE "PRESCRIBED CAPITAL MARKET PRODUCTS" (AS DEFINED IN THE SECURITIES AND FUTURES (CAPITAL MARKETS PRODUCTS) REGULATIONS) AND EXCLUDED INVESTMENT PRODUCTS (AS DEFINED IN MAS NOTICE SFA 04-N12: NOTICE ON THE SALE OF INVESTMENT PRODUCTS AND MAS NOTICE FAA-N16: NOTICE ON RECOMMENDATIONS ON INVESTMENT PRODUCTS).

DEFINITIONS

The following definitions shall apply throughout this Abridged Prospectus unless the context requires otherwise:

2Q : Second quarter

3Q : Third quarter

4Q : Fourth quarter

Abridged Prospectus : This abridged prospectus dated 31 December 2018 issued by our

Company for the Rights Issue

Act : Companies Act 2016

Affin : Affin Bank Berhad

Amendments : Amendments to the Constitution, which was approved by our

shareholders on 29 November 2018

Announcement LTD : 23 August 2018, being the last trading day prior to our Company's

announcement dated 24 August 2018 in relation to the Rights Issue and

Amendments

ART : AmanahRaya Trustees Berhad

ASB : Amanah Saham Bumiputera

ASEAN : Association of Southeast Asian Nations

ATM : Automated teller machines

Authorised Nominee : A person who is authorised to act as a nominee as defined under the

Rules of Bursa Depository

b/d : Barrels per day

BNM : Bank Negara Malaysia

Board : Board of Directors of our Company

Bursa Depository : Bursa Malaysia Depository Sdn Bhd

Bursa Securities : Bursa Malaysia Securities Berhad

Business Day : Any day except Saturday, Sunday and public holiday (gazetted or

ungazetted, scheduled or unscheduled) on which Bursa Securities is open for trading in securities and banks are open for general banking business

in Kuala Lumpur

By-Laws : The by-laws which sets out the terms and conditions of the ESOS

CDS : Central Depository System, the system established and operated by

Bursa Depository for the central handling of securities deposited with

Bursa Depository

CDS Account : A securities account established by Bursa Depository for a depositor for

the recording of deposits and dealings in such securities by the depositor

DEFINITIONS (Cont'd)

CIMB IB : CIMB Investment Bank Berhad

Closing Date : 16 January 2019, being the last date and time for the acceptance,

application and payment for the Provisional Rights Securities and Excess

Rights Securities

CMSA : Capital Markets and Services Act 2007

Constitution : Constitution of our Company

Conversion Ratio : Conversion ratio for the RCPS-i of one (1) new SEB Share for one (1)

RCPS-i held, subject to adjustments to be determined by our Board in the

event of any alteration to the share capital of our Company

Conversion Shares : New SEB Shares to be issued upon conversion of the RCPS-i

Corporate Exercises : Collectively, the Rights Issue, Exemption, Amendments and ESOS

Deed Poll : Deed poll constituting the Warrants dated 6 December 2018

Director : Members of our Board and the term "director" shall have the same

meaning assigned to it in Section 2(1) of the CMSA

Documents : Collectively, the Rights Shares Documents and the RCPS-i Documents

Drilling : Provision of tender-assisted drilling services for the purposes of

development drilling, production drilling, well completion, workovers as

well as plug and abandonment for operators

DSS : Dato' Shahriman Shamsuddin

E&C : Engineering and construction which includes front-end engineering

design, detailed design engineering, procurement, construction (fabrication), offshore transportation and installation, hook-up, commissioning and maintenance of fixed and floating oil and gas facilities, brownfield rejuvenation, diving, survey and subsea inspection, repair and maintenance services, flexible and rigid pipelay, installation of subsea umbilicals, riser and flowlines, decommissioning of offshore structure and

manufacturing and operation of remotely operated vehicles

E&P : Exploration and production which includes exploration, development and

production of crude oil and natural gas

EBITDA : Earnings before interest, taxation, depreciation and amortisation

EGM : Extraordinary general meeting

Electronic Applications : Collectively, applications for the Provisional Rights Securities and Excess

Rights Securities through the ATMs of Participating Financial Institution

Eligible Person : A senior management or an Executive Director of our Participating Group

who fulfils the criteria of eligibility for participation in the ESOS in the

manner provided in the By-Laws

Entitled Shareholders : Our shareholders whose names appear in our Record of Depositors on

the Entitlement Date

DEFINITIONS (Cont'd)

Entitlement Date : 31 December 2018 at 5.00 p.m., being the date and time on which the

names of our shareholders must appear in our Record of Depositors in

order to be entitled to participate in the Rights Issue

EPCIC : Engineering, procurement, construction, installation and commissioning

EPS : Earnings per SEB Share

ESOS : Executive share option scheme of up to the Maximum Shares which

commenced on 13 December 2018 and will expire on 12 December 2025

ESOS Committee : A committee comprising such person as may be appointed and duly

authorised by our Board to implement and administer the ESOS in

accordance with the By-Laws

ESOS Options : Options to be granted to Eligible Persons to subscribe for new SEB

Shares pursuant to the ESOS

Excess RCPS-i : RCPS-i which are not taken up or not validly taken up by the Entitled

Shareholders and/or their renouncees and/or their transferees, if

applicable, by the Closing Date

Excess Rights Securities

: Collectively, the Excess Rights Shares with Warrants and Excess RCPS-

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Excess Rights Shares

with Warrants

Rights Shares with Warrants which are not taken up or not validly taken up by the Entitled Shareholders and/or their renouncees and/or their

transferees, if applicable, by the Closing Date

Exemption : Exemption granted from the SC to PNB, ASB and persons acting in

concert with them on 6 December 2018 from the obligation to undertake the Mandatory Offer pursuant to Paragraphs 4.08(1)(b) and 4.08(1)(c) of

the Rules

Exercise Period : A period of seven (7) years commencing from and including the date on

which the Warrants are issued and allotted and ending at 5.00 p.m. on the day falling immediately before the seventh (7th) anniversary from the

Warrants Issue Date

Exercise Price : The exercise price of RM0.49 per Warrant, subject to adjustments in

accordance with the provisions of the Deed Poll

Exercised Shares : New SEB Shares to be issued upon exercise of the Warrants

FBM KLCI : FTSE Bursa Malaysia Kuala Lumpur Composite Index, comprising the

largest 30 companies on the Main Market of Bursa Securities

FID : Final investment decision

Foreign Addressed

Shareholders

Foreign shareholders of our Company on the Entitlement Date who have

not provided an address in Malaysia for the service of the Documents

FPE : Financial period ended/ending, as the case may be

FSA : Financial Services Act 2013

DEFINITIONS (Cont'd)

Funds

- The unit trust funds under PNB's management, namely:
- (i) Amanah Saham Malaysia 3 (formerly known as Amanah Saham 1Malaysia);
- (ii) Amanah Saham Bumiputera 3 Didik (formerly known as Amanah Saham Didik);
- (iii) Amanah Saham Malaysia;
- (iv) ASB;
- (v) Amanah Saham Bumiputera 2;
- (vi) Amanah Saham Nasional;
- (vii) Amanah Saham Malaysia 2 Wawasan (formerly known as Amanah Saham Wawasan 2020);
- (viii) ASN Equity 2 (formerly known as Amanah Saham Nasional 2);
- (ix) ASN Imbang (Mixed Asset Balanced) 1 (formerly known as Amanah Saham Nasional 3 Imbang); and
- (x) ASN Umbrella (formerly known as Amanah Saham Gemilang) (the Umbrella Fund for:
 - (a) ASN Equity 3 (formerly known as Amanah Saham Kesihatan);
 - (b) ASN Imbang (Mixed Asset Balance) 2 (formerly known as Amanah Saham Pendidikan); and
 - (c) ASN Sara (Mixed Asset Conservative) 1 (formerly known as Amanah Saham Persaraan))

Funds' Undertaking

The irrevocable undertaking from ART, acting in its capacity as trustee of the Funds, pursuant to which ART irrevocably undertakes that the Funds will:

- (i) in respect of the Rights Issue of Shares with Warrants:
 - (a) subscribe in full for all the Rights Shares with Warrants that the Funds shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date; and
 - (b) together with PNB at an allocation to be determined later and subject to the availability of Excess Rights Shares with Warrants, subscribe to such Excess Rights Shares with Warrants, resulting in PNB and the PNB Funds having shareholding of 40% of the enlarged issued share capital of SEB immediately following the implementation of the Rights Issue of Shares with Warrants; and
- (ii) in respect of the Rights Issue of RCPS-i:
 - (a) subscribe in full for all the RCPS-i that the Funds shall be entitled to under the Rights Issue of RCPS-i as at the Entitlement Date; and

DEFINITIONS (Cont'd)

(b) together with PNB at an allocation to be determined later, subscribe for all the remaining RCPS-i not taken up or not validly taken up by other Entitled Shareholders and/or their renouncees by way of excess application

FYE : Financial year ended/ending, as the case may be

Government : Government of Malaysia

Grantee : An Eligible Person who has accepted the offer made in writing by the

ESOS Committee to an Eligible Person in accordance with the By-Laws

Implied Conversion

Price

The implied conversion price for the RCPS-i of RM0.41 for every new SEB Share based on the Conversion Ratio, subject to adjustments to be determined by our Board in the event of any alteration to the share capital

of our Company

Internet Applications : Collectively, applications for the Provisional Rights Securities and/or

Excess Rights Securities through an Internet Participating Financial

Institution

Internet Participating Financial Institution

The participating financial institution for Internet Applications through the internet financial services facility of PBB at https://www.pbebank.com or

Affin at https://www.affinonline.com

Joint Global Coordinators Collectively, Maybank IB, RHB IB and CIMB IB

Joint Underwriters : Collectively, Maybank IB, RHB IB and CIMB IB

Jurudata : Jurudata Sdn Bhd

Jurudata Undertaking

The irrevocable undertaking from Jurudata, pursuant to which Jurudata irrevocably undertakes that Jurudata will:

(i) subscribe in full for the Rights Shares with Warrants that Jurudata shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date; and

(ii) apply and subscribe for additional Rights Shares with Warrants not taken up or validly taken up by other Entitled Shareholders and/or their renouncees by way of excess application,

resulting in Jurudata subscribing an aggregate value of Rights Shares with Warrants of not less than RM92.1 million

kb/d : Thousand of barrels per day

LAT : Loss after tax

LBT : Loss before tax

Listing : The listing of and quotation for the Rights Shares, Warrants and RCPS-i

on the Main Market of Bursa Securities

Listing Date : The date on which the Rights Shares, Warrants and RCPS-i are listed on

the Main Market of Bursa Securities

Listing Requirements : Main Market Listing Requirements of Bursa Securities

DEFINITIONS	(Cont'd)
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LPD : 13 December 2018, being the latest practicable date prior to the date of

this Abridged Prospectus

LTIP : Our Company's existing long-term incentive plan via a share issuance

scheme which commenced on 1 December 2014 and will expire on 30

November 2021

Majority Underwriter : The Managing Underwriter and such other Joint Underwriters collectively

representing not less than fifty percent (50%) of the aggregate

underwriting commitment

Mandatory Offer : The obligation of the PNB Group to undertake a mandatory take-over offer

to acquire:

(i) all the remaining SEB Shares, Warrants and RCPS-i not already

owned by them after the Rights Issue; and/or

(ii) all the remaining SEB Shares following the exercise of the

Warrants during the Exercise Period and/or the conversion of the

RCPS-i at the RCPS-i Maturity Date

Market Day : A day on which Bursa Securities is open for trading in securities

Maximum Shares : Ten percent (10%) of the total number of issued SEB Shares (excluding

treasury shares, if any)

Maybank IB, Principal Adviser or Managing

Underwriter

Maybank Investment Bank Berhad

Maybank Islamic : Maybank Islamic Berhad being the Shariah Adviser for the Rights Issue

of RCPS-i

Mercury Securities : Mercury Securities Sdn Bhd, being the Independent Adviser for the

Exemption

MFRS 2 : Malaysian Financial Reporting Standard 2 on Share-based Payment

mmboe : Million barrels of oil equivalent

NA : Net assets

NPA : Collectively, the Rights Shares NPA and the RCPS-i NPA

NRS : Nominee Rights Subscription services offered by Bursa Securities, at the

request of our Company, to Authorised Nominees for subscription of the

Rights Shares with Warrants and RCPS-i

Official List : A list specifying all securities listed on the Main Market of Bursa Securities

OMV AG : OMV Aktiengesellschaft

OMV E&P : OMV Exploration & Production GmbH

OPEC : Organisation of Petroleum Exporting Countries

DEFINITIONS (Cont'd)

Options Exercise Price

The price at which a Grantee shall be entitled to subscribe for new SEB Shares pursuant to the exercise of an option to subscribe for new SEB Shares under the ESOS

Paris Agreement 2016

An agreement within the UNFCCC dealing with greenhouse-gasemissions mitigation, adaptation, and finance, starting in the year 2020, adopted by consensus on 12 December 2015 and signed by 195 UNFCCC members as of November 2018

Participating Financial Institution

The participating financial institution for Electronic Applications through the ATMs of Affin and PBB

Participating Group

Our Group excluding dormant subsidiaries

PAT

Profit after tax

Payment Date

The date of payment by the Joint Underwriters of the subscription monies they are required to pay pursuant to their subscription of the Right Shares with Warrants

PBB

: Public Bank Berhad

PBT

Profit before tax

PNB

Permodalan Nasional Berhad

PNB Funds

Collectively, the Funds and Bumiputera Wealth Fund

PNB Group

: Collectively, PNB, ASB and persons acting in concert with PNB and ASB in accordance with Sections 216(2) and/or 216(3) of the CMSA, namely the PNB Funds, ASN Equity 5 and ASN Sara (Mixed Asset Conservative) 2

PNB Undertaking

The irrevocable undertaking from PNB, pursuant to which PNB irrevocably undertakes that PNB will:

- (i) in respect of the Rights Issue of Shares with Warrants:
 - (a) subscribe in full for all the Rights Shares with Warrants that PNB shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date; and
 - (b) together with the Funds at an allocation to be determined later and subject to the availability of Excess Rights Shares with Warrants, subscribe to such Excess Rights Shares with Warrants, resulting in PNB and the PNB Funds having shareholding of 40% of the enlarged issued share capital of SEB immediately following the implementation of the Rights Issue of Shares with Warrants; and
- (ii) in respect of the Rights Issue of RCPS-i:
 - subscribe in full for all the RCPS-i that PNB shall be entitled to under the Rights Issue of RCPS-i as at the Entitlement Date; and

DEFINITIONS (Cont'd) together with the Funds at an allocation to be determined (b) later, subscribe for all the remaining RCPS-i not taken up or not validly taken up by other Entitled Shareholders and/or their renouncees by way of excess application : Proposed strategic partnership between our Company and OMV AG Proposed OMV through SUP, a joint venture company incorporated to hold the entire Transaction equity interest of SUSB, where our Company has entered into the Subscription Agreement and the Shareholders' Agreement on 9 November 2018 Provisional RCPS-i : RCPS-i provisionally allotted to the Entitled Shareholders : Collectively, the Provisional Rights Shares with Warrants and Provisional Provisional Rights Securities RCPS-i Provisional Rights : Rights Shares together with the Warrants attached provisionally allotted Shares with Warrants to the Entitled Shareholders New Islamic redeemable convertible preference shares in our Company RCPS-i to be issued pursuant to the Rights Issue of RCPS-i RCPS-i Documents Collectively, this Abridged Prospectus and the accompanying RCPS-i NPA and RCPS-i RSF RCPS-i Issue Date The date of issuance of the RCPS-i RCPS-i Issue Price : The issue price of RM0.41 per RCPS-i The day immediately preceding the fifth (5th) anniversary from the RCPS-RCPS-i Maturity Date i Issue Date RCPS-i NPA : Notice of provisional allotment of the RCPS-i for the Rights Issue of RCPS-i : Rights subscription form for the RCPS-i RCPS-i RSF : A record provided by Bursa Depository pursuant to Chapter 24 of the Record of Depositors Rules of Bursa Depository Regulation S : Regulation S under the U.S. Securities Act **RHB IB** RHB Investment Bank Berhad Rights Issue : Collectively, the Rights Issue of Shares with Warrants and Rights Issue of RCPS-i An electronic file forwarded by Bursa Depository to an Authorised Rights Issue Entitlement : Nominee who has subscribed for NRS, containing information of such File Authorised Nominee's entitlement under the Rights Issue as at the **Entitlement Date** Renounceable rights issue of 2,396,862,035 RCPS-i at the RCPS-i Issue Rights Issue of RCPS-i Price on the basis of two (2) RCPS-i for every five (5) SEB Shares held on the Entitlement Date

DEFINITIONS (Cont'd)

Rights Issue of Shares with Warrants

Renounceable rights issue of 9,986,925,145 Rights Shares at the Rights Issue Price together with 998,692,514 Warrants on the basis of five (5) Rights Shares for every three (3) SEB Shares held on the Entitlement Date and one (1) Warrant for every ten (10) Rights Shares subscribed

Rights Issue Price

: The issue price of RM0.30 per Rights Share

Rights Issue Subscription File : An electronic file forwarded by an Authorised Nominee who has subscribed for NRS to Bursa Depository, containing information of such Authorised Nominee's subscription of the Provisional Rights Securities

Rights Shares

New SEB Shares to be issued pursuant to the Rights Issue of Shares with

Warrants

Rights Shares Documents : Collectively, this Abridged Prospectus and the accompanying Rights

Shares NPA and Rights Shares RSF

Rights Shares NPA

Notice of provisional allotment of the Rights Shares with Warrants for the

Rights Issue of Shares with Warrants

Rights Shares RSF

: Rights subscription form for the Rights Shares with Warrants

ROC

The Registrar of Companies under the Act and includes any Regional

Registrar, Deputy or Assistant Registrar of Companies

RSF

: Collectively, Rights Shares RSF and RCPS-i RSF

Rules

Rules on Take-overs, Mergers and Compulsory Acquisitions

Rules of Bursa Depository Rules of Bursa Depository, as issued pursuant to the SICDA

SC

Securities Commission Malaysia

SEB or Company

Sapura Energy Berhad

SEB Group or Group

Collectively, SEB and its subsidiaries

SEB Shares or Shares

Ordinary shares in SEB

Settlement Date

The date by which our Company has allotted and issued the Rights Shares and Warrants and on which Bursa Securities credits the Rights Shares and Warrants to the CDS Accounts of (a) Entitled Shareholders who have accepted their Rights Shares (or who have applied for and have been allocated Excess Rights Shares with Warrants) and/or, (b) if applicable, the Joint Underwriters (or their nominees or such placees as

the Joint Underwriters may have procured)

Senior Management

Reza bin Abdul Rahim, Chow Mei Mei, Datuk Kris Azman bin Abdullah, Raphael Michel Francois Yves Siri, Vivek Arora, Ahmad Zakiruddin bin Mohamed and Lew Sue Li

Senior Management Undertaking The irrevocable undertakings from the Senior Management, pursuant to which the Senior Management irrevocably undertake that they will:

(i) subscribe in full for the Rights Shares with Warrants that they shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date; and

DEFINITIONS (Cont'd)

- apply and subscribe for additional Rights Shares with Warrants (ii) not taken up or validly taken up by other Entitled Shareholders and/or their renouncees by way of excess application for a value not less than the amount stated below:
 - Reza bin Abdul Rahim RM825,000 (a)
 - Chow Mei Mei RM825,000 (b)
 - Datuk Kris Azman bin Abdullah RM825,000 (c)
 - (d) Raphael Michel Francois Yves Siri – RM2,030,000
 - (e) Vivek Arora - RM2,500,000
 - Ahmad Zakiruddin bin Mohamed RM825.000 (f)
 - Lew Sue Li RM80,000 (g)

resulting in the Senior Management subscribing an aggregate value of Rights Shares with Warrants of not less than RM15.6 million

Share Registrar or

Symphony

Symphony Share Registrars Sdn Bhd

Shariah Pronouncement :

Letter

Shariah pronouncement letter dated 1 November 2018 issued by

Maybank Islamic in relation to the RCPS-i

SICDA Securities Industry (Central Depositories) Act 1991

STSB Sapura Technology Sdn Bhd

STSB Undertaking The irrevocable undertaking from STSB to subscribe to a minimum of

> RM400 million worth of Rights Shares with Warrants that STSB shall be entitled to under the Rights Issue of Shares with Warrants as at the

Entitlement Date

Subscription Agreement Subscription agreement dated 9 November 2018 between our Company,

SUA, OMV E&P and SUP in respect of the Proposed OMV Transaction

Shareholders'

Agreement

Shareholders' agreement dated 9 November 2018 between our Company, SUA, OMV E&P, SUP and SUSB in respect of the Proposed

OMV Transaction

Sapura Upstream Assets Sdn Bhd SUA

SUP SEB Upstream Sdn Bhd

SUP Shares New ordinary shares in SUP

Sapura Upstream Sdn Bhd (formerly known as Sapura Exploration and **SUSB**

Production Sdn Bhd)

SUSB Group Collectively,

> (i) SUSB;

Sapura Exploration and Production (Southeast Asia) Inc; (ii)

DEFINITIONS (Cont'd)

DEFINITIONS (Cont'd)			
		(iii)	Sapura Exploration and Production (Malaysia) Inc;
		(iv)	Sapura Exploration and Production (PM) Inc;
		(v)	Sapura Exploration and Production (Sabah) Inc;
		(vi)	Sapura Exploration and Production (Sarawak) Inc;
		(vii)	Sapura Exploration and Production (Australia) Sdn Bhd;
		(viii)	Sapura Exploration and Production (Western Australia) Pty Ltd;
		(ix)	Sapura Exploration and Production (NZ) Sdn Bhd (formerly known as Sapura Exploration and Production (JV) Sdn Bhd);
		(x)	Sapura Exploration and Production (Americas) Sdn Bhd;
		(xi)	Sapura Exploration and Production (Oceania) Sdn Bhd;
		(xii)	Sapura Exploration and Production OMV JV Sdn Bhd;
		(xiii)	Sapura Exploration and Production (Mexico) Sdn Bhd; and
		(xiv)	SEP Block 30, S. de R.L. de. C.V.
TERP	:	Theore	etical ex-rights price
TSS	:	Tan Sr	i Dato' Seri Shahril Shamsuddin
UAE	:	United	Arab Emirates
U.S. Securities Act	:	United	States Securities Act of 1933
Undertakings	:	Undert Issue	akings from the Undertaking Shareholders in relation to the Rights
Undertaking Letters	:	2018 f	dated 24 September 2018, 14 December 2018 and 24 December from the Undertaking Shareholders, where applicable, on their tive Undertakings
Undertaking Shareholders	:	Collect Manag	tively, PNB, the Funds, STSB, TSS, Jurudata and Senior ement
Underwritten Shares	:		otal number of Rights Shares with Warrants that the Joint writers have agreed to underwrite
Underwriting Agreement	:	underv	writing agreement dated 14 December 2018 and the supplemental writing agreement dated 24 December 2018 between our Company e Joint Underwriters in relation to the Rights Issue of Shares with onts
UNFCCC	:	United	Nations Framework Convention on Climate Change
US or USA	:	United	States of America
VWAMP	:	Volum	e weighted average market price
WAMP	:	Weigh	ted average market price

DEFINITIONS (Cont'd)

Warrants : Free detachable warrants in SEB to be issued pursuant to the Rights

Issue of Shares with Warrants

Warrants Issue Date : The date of issuance of the Warrants

CURRENCIES

AED : United Arab Emirates Dirham

AUD : Australian Dollar

BND : Brunei Dollar

BRL : Brazilian Real

EUR : Euro

GBP : Pound Sterling

HKD : Hong Kong Dollar

IDR : Indonesian Rupiah

INR : Indian Rupee

KZ : Angolan Kwanza

MXN : Mexican Peso

RM and sen : Ringgit Malaysia and sen

SAR : Saudi Riyal

SGD : Singapore Dollar

THB : Thai Baht

TL : Turkish Lira

USD : United States Dollar

All references to "our Company" or "SEB" in this Abridged Prospectus are to SEB and references to "our Group" or "SEB Group" are to our Company and our subsidiaries, collectively. All references to "we", "our" and "ourselves" are to our Company, and where the context requires otherwise, shall include our Company and our subsidiaries.

All references to "you" or "your" in this Abridged Prospectus are to the Entitled Shareholders and/or, where the context requires otherwise, the renouncees and/or transferees.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Abridged Prospectus to any legislation, statute, guidelines, rules or regulations is a reference to that legislation, statute, guidelines, rules or regulations as for the time being amended or re-enacted.

DEFINITIONS (Cont'd)

Any discrepancies in the figures included in this Abridged Prospectus between the amounts stated and the totals thereof are due to rounding.

Any reference to a time of day and date in this Abridged Prospectus is a reference to Malaysian time, and date respectively unless otherwise stated.

Unless otherwise stated, the exchange rates of USD1:RM4.1800 and INR100:RM5.8331, being the middle rates quoted by BNM at 5.00 p.m. as at the LPD have been applied throughout this Abridged Prospectus for illustration purposes.

Any exchange rate translations in this Abridged Prospectus are provided solely for your convenience and should not be constituted as representative that the translated amount stated in this Abridged Prospectus could have been or would have been converted into such other amounts or vice versa.

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NOTICE TO INVESTORS

The Provisional Rights Securities, Rights Shares, Warrants and RCPS-i have not been, and will not be, registered under the U.S Securities Act or the laws of any state or other jurisdiction of the USA and as such, the Provisional Rights Securities may not be accepted, and the Rights Shares, Warrants and RCPS-i may not be offered, or sold within the USA except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the U.S. Securities Act and applicable USA state securities laws. The Provisional Rights Securities, Rights Shares, Warrants and RCPS-i are being offered and sold outside the USA in offshore transactions in reliance on Regulation S.

This Abridged Prospectus includes forward-looking statements. All statements other than statements of historical facts included in this Abridged Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects, plans and objectives of our Company for future operations, are forward-looking statements. There can be no assurance that such forward-looking statements will materialise, be fulfilled or be achieved.

This Abridged Prospectus also includes statistical data provided by various third parties and cites third party projections regarding the global economy and the growth and performance of the industry in which we operate. In each such case, the source is acknowledged in this Abridged Prospectus. We believe that the statistical data and projections citied in this Abridged Prospectus are useful in helping you to understand the major trends in the industry in which we operate. However, we, the Principal Adviser, the Joint Underwriters, the Joint Global Coordinators and our and their respective directors and officers or affiliates do not make any representation as to the correctness, accuracy or completeness of such data and projections and accordingly, you should not place undue reliance on such statistical data and projections cited in this Abridged Prospectus.

ENFORCEABILITY OF JUDGMENTS

Our Company is a public company with limited liability incorporated under the laws of Malaysia. Most of our Directors and officers and certain of the other parties named in this Abridged Prospectus reside in Malaysia. Most of our current operations, and a substantial portion of our assets and the assets of the persons referred to in the preceding sentence are located either in Malaysia or in other jurisdictions in which we conduct operations. As a result, you may have difficulty effecting service of process upon us or such persons, or enforcing judgments obtained against us or such persons, to the extent you attempt such service of process outside these relevant jurisdictions, or attempt to enforce judgments obtained in courts outside these jurisdictions including judgments predicated upon any civil liability or similar provisions of the applicable securities or other laws in the jurisdiction where you reside.

In the absence of a treaty for reciprocal enforcement of judgment between Malaysia and the jurisdiction where you reside, a court in Malaysia is unlikely to enforce the foreign judgment without re-examining the merits of the claim.

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CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name/Designation_	Address	Nationality	Age	Profession
Dato' Hamzah Bakar Chairman Non-Independent Non-Executive Director	14, Jalan Bola Lisut 13/17 40100 Shah Alam Selangor Darul Ehsan Malaysia	Malaysian	75	Company Director
Tan Sri Dato' Seri Shahril Shamsuddin President and Group Chief Executive Officer, Non-Independent Executive Director	66, Jalan Kuda Emas The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia	Malaysian	57	Company Director / President and Group Chief Executive Officer
Tan Sri Datuk Amar (Dr) Hamid Bugo Senior Independent Non-Executive Director	325, Jalan Siol Kandis Petra Jaya 93050 Kuching Sarawak Malaysia	Malaysian	73	Company Director
Dato' Shahriman Shamsuddin Non-Independent Non-Executive Director	67, Jalan Kuda Emas The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia	Malaysian	49	Company Director
Mohamed Rashdi Mohamed Ghazalli Independent Non-Executive Director	7, Lorong Batai Barat Damansara Heights 50490 Kuala Lumpur Malaysia	Malaysian	61	Company Director
Gee Siew Yoong Independent Non-Executive Director	62, Jalan Sri Hartamas 2 50480 Kuala Lumpur Malaysia	Malaysian	69	Company Director
Datuk Ramlan Abdul Malek* Non-Independent Non-Executive Director	56, Jalan Menara U8/5 Bukit Jelutong 40150 Shah Alam Selangor Darul Ehsan Malaysia	Malaysian	63	Company Director
Datuk Muhamad Noor Hamid Independent Non-Executive Director	5, Jalan SS4B/10 Kelana Jaya 47301 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysian	67	Company Director
Datuk Ramlan Abdul Rashid Independent Non-Executive Director	6, Jalan TR 7/1 Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysian	60	Company Director

^{*} Resigned with effect from 31 December 2018

BOARD AUDIT COMMITTEE

Name	Designation	Directorship
Gee Siew Yoong	Chairman	Independent Non-Executive Director
Tan Sri Datuk Amar (Dr) Hamid Bugo	Member	Senior Independent Non-Executive Director
Mohamed Rashdi Mohamed Ghazalli	Member	Independent Non-Executive Director
Datuk Muhamad Noor Hamid	Member	Independent Non-Executive Director
COMPANY SECRETARIES		Lew Sue Li (MIA 42700) Sapura@Mines No. 7, Jalan Tasik The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia Tel. No.: +603 8659 8800 Fax No.: +603 8659 8848 Wong Lay See (MAICSA 7018684) Sapura@Mines No. 7, Jalan Tasik The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia Tel. No.: +603 8659 8800 Fax No.: +603 8659 8848
REGISTERED OFFICE / HEAD O	FFICE :	Sapura@Mines No. 7, Jalan Tasik The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia Tel. No.: +603 8659 8800 Fax No.: +603 8659 8848 Email: investor.relations@sapuraenergy.com cosec@sapuraenergy.com Website: www.sapuraenergy.com
AUDITORS AND REPORTING ACCOUNTANTS		Ernst & Young (AF 0039) Chartered Accountants Level 23A, Menara Milenium Jalan Damanlela Pusat Bandar Damansara 50490 Kuala Lumpur, Malaysia Tel. No.: +603 7495 8000 Fax No.: +603 2095 9076/78

SHARE REGISTRAR

Symphony Share Registrars Sdn Bhd Level 6, Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Malaysia

Tel. No.: +603 7849 0777 Fax No.: +603 7841 8151/8152

PRINCIPAL BANKERS

ABN AMRO Bank N.V., Singapore Branch Level 25, One Raffles Quay South Tower Singapore 048583

Tel. No.: +65 6597 7888

AmBank (M) Berhad 22nd Floor, Bangunan AmBank Group No. 55 Jalan Raja Chulan 50200 Kuala Lumpur Malaysia

Tel. No.: +603 2036 2633

CIMB Bank Berhad Level 17, Menara CIMB No. 1 Jalan Stesen Sentral 2 Kuala Lumpur Sentral 50470 Kuala Lumpur Malaysia

Tel. No.: +603 2261 8888

CIMB Bank Berhad Labuan Offshore Branch Level 14(A) Main Office Tower Financial Park Labuan Jalan Merdeka 87000 Federal Territory of Labuan Malaysia

Tel. No.: +6087 410 302

CIMB Islamic Bank Berhad Level 17, Menara CIMB No. 1 Jalan Stesen Sentral 2 Kuala Lumpur Sentral 50470 Kuala Lumpur Malaysia

Tel. No.: +603 2261 8888

Citibank Berhad Level 45, Menara Citibank 165 Jalan Ampang 50450 Kuala Lumpur Malaysia

Tel. No.:+603 2383 8585

PRINCIPAL BANKERS (Cont'd)

Export-Import Bank of Malaysia Berhad Level 1, EXIM Bank Jalan Sultan Ismail 50250 Kuala Lumpur Malaysia

Tel. No.: +603 2601 2000

First Abu Dhabi Bank PJSC, Singapore Branch 80 Raffles Place #10-01/02 UOB Plaza 1 Singapore 048624

Tel. No.: +65 6594 9700

ING Bank N.V., Singapore Branch 1 Wallich Street #12-01 Guoco Tower Singapore 078881

Tel. No.: +65 6539 5511

Malayan Banking Berhad Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Malaysia

Tel. No.: +603 2070 8833

Mizuho Bank (Malaysia) Berhad Level 27, Menara Maxis KLCC 50088 Kuala Lumpur Malaysia

Tel. No.: +603 2058 6881

RHB Bank Berhad Level 10, Tower 1 RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Malaysia

Tel. No.: +603 9287 8888

RHB Islamic Bank Berhad Level 7, Tower 3 RHB Centre, Jalan Tun Razak 50400 Kuala Lumpur Malaysia

Tel. No.: +603 9287 8888

RHB Bank (L) Ltd Level 15(B), Main Office Tower Financial Park Labuan Jalan Merdeka 87000 Federal Territory of Labuan Malaysia

Tel. No.: +6087 439 481

PRINCIPAL BANKERS (Cont'd)

Standard Chartered Bank Offshore Labuan Level 10(F), Main Office Tower Financial Park Labuan Jalan Merdeka 87000 Federal Territory of Labuan Malaysia

Tel. No.: +6087 417 200

Sumitomo Mitsui Banking Corporation Malaysia Berhad Suite 22-03 Level 22, Integra Tower The Intermark No. 348 Jalan Tun Razak 50400 Kuala Lumpur Malaysia

Tel. No.: +603 2176 1500

Sumitomo Mitsui Banking Corporation Labuan Branch Level 12 (B & C), Main Office Tower Financial Park Labuan Jalan Merdeka 87000 Federal Territory of Labuan Malaysia

Tel. No.: +6087 410 955

MUFG Bank, Ltd. (formerly known as The Bank of Tokyo-Mitsubishi UFJ, Ltd.), Labuan Branch
Level 12 (A & F), Main Office Tower
Financial Park Labuan
Jalan Merdeka
87000 Federal Territory of Labuan
Malaysia

Tel. No.: +6087 410 487

United Overseas Bank Limited, Labuan Branch Level 6A, Main Office Tower Financial Park Labuan Complex Jalan Merdeka 87000 Federal Territory of Labuan Malaysia

Tel. No.: +6087 424 388

PRINCIPAL ADVISER FOR THE RIGHTS ISSUE AND MANAGING UNDERWRITER FOR THE RIGHTS ISSUE OF SHARES WITH WARRANTS

Maybank Investment Bank Berhad 32nd Floor, Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Malaysia

Tel. No.: +603 2059 1888

JOINT GLOBAL COORDINATORS AND JOINT UNDERWRITERS FOR THE RIGHTS ISSUE OF SHARES WITH WARRANTS

Maybank Investment Bank Berhad 32nd Floor, Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur

Malaysia

Tel. No.: +603 2059 1888

RHB Investment Bank Berhad Level 4, Tower Three, RHB Centre Jalan Tun Razak 50400 Kuala Lumpur

Malaysia

Tel. No.: +603 9285 2233

CIMB Investment Bank Berhad Level 17, Menara CIMB Jalan Stesen Sentral 2 Kuala Lumpur Sentral 50470 Kuala Lumpur

Malaysia

Tel. No.: +603 2267 8888

SHARIAH ADVISER FOR THE RIGHTS ISSUE OF RCPS-i

Maybank Islamic Berhad 30th Floor, Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur

Malaysia

Tel. No.: +603 2297 2001

LEGAL ADVISERS FOR THE RIGHTS ISSUE

: To our Company as to Malaysian law

Lee Hishammuddin Allen & Gledhill

Level 6, Menara 1 Dutamas

Solaris Dutamas

No. 1, Jalan Dutamas 1 50480 Kuala Lumpur

Malaysia

Tel. No.: +603 6208 5888

To our Company as to certain matters of U.S. federal law

Clifford Chance Pte. Ltd. 12 Marina Boulevard

Marina Bay Financial Centre Tower 3

Singapore 018982

Tel. No.: +65 6410 2200

To the Joint Global Coordinators and the Joint Underwriters as to Malaysian law

Zul Rafique & Partners D3-3-8, Solaris Dutamas, No. 1 Jalan Dutamas 1 50480 Kuala Lumpur Malaysia

Tel. No.: +603 6209 8228

To the Joint Global Coordinators and the Joint Underwriters as to certain matters of U.S. federal law

Allen & Overy LLP 50 Collyer Quay #09-01 OUE Bayfront Singapore 049321

Tel. No.: +65 6671 6000

STOCK EXCHANGE LISTED AND LISTING SOUGHT

: Main Market of Bursa Securities

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SAPURA ENERGY BERHAD

(Company No. 950894-T)

(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)

Registered Office Sapura@Mines No. 7, Jalan Tasik The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia

31 December 2018

Board of Directors

Dato' Hamzah Bakar (Chairman, Non-Independent Non-Executive Director)

Tan Sri Dato' Seri Shahril Shamsuddin (President and Group Chief Executive Officer, Non-Independent Executive Director)

Tan Sri Datuk Amar (Dr) Hamid Bugo (Senior Independent Non-Executive Director)

Dato' Shahriman Shamsuddin (Non-Independent Non-Executive Director)

Mohamed Rashdi Mohamed Ghazalli (Independent Non-Executive Director)

Gee Siew Yoong (Independent Non-Executive Director)

Datuk Ramlan Abdul Malek (Non-Independent Non-Executive Director)

Datuk Muhamad Noor Hamid (Independent Non-Executive Director)

Datuk Ramlan Abdul Rashid (Independent Non-Executive Director)

To: Our shareholders

(I) RIGHTS ISSUE OF SHARES WITH WARRANTS; AND

(II) RIGHTS ISSUE OF RCPS-i

1. INTRODUCTION

On 24 August 2018, Maybank IB had, on behalf of our Board, announced that our Company proposes to undertake the following:

- (a) Rights Issue of Shares with Warrants;
- (b) Rights Issue of RCPS-i; and
- (c) Amendments.

On 25 September 2018, Maybank IB had, on behalf of our Board, announced that our Company proposes to undertake the ESOS. It was also announced on even date by Maybank IB, on behalf of our Board, that in conjunction with the Rights Issue, an exemption from the SC will be sought by the PNB Group under Paragraphs 4.08(1)(b) and 4.08(1)(c) of the Rules from the obligation to undertake the Mandatory Offer.

Mercury Securities has been appointed by our Company pursuant to the Rules to act as the Independent Adviser to the non-interested directors and non-interested shareholders of our Company on the Exemption.

On 16 October 2018, Maybank IB had, on behalf of our Board, announced that BNM had, vide its letter dated 15 October 2018, approved the issuance of the RCPS-i to our non-resident shareholders pursuant to the Rights Issue of RCPS-i ("BNM Approval").

The BNM Approval is subject to the condition that the conversion of RM to foreign currency of the use of proceeds from the Rights Issue of RCPS-i, which is intended for part repayment of foreign currency borrowings, is implemented in stages.

The BNM Approval will be automatically revoked if:

- any information or documents submitted by our Company pursuant to the application to BNM or subsequent to the grant of the BNM Approval is false, inaccurate, incomplete or confusing, or contains any errors or material omission;
- (b) the proceeds of the Rights Issue of RCPS-i are used for purposes other than part repayment of foreign currency borrowings; and
- (c) our Company amends any of the terms of the Rights Issue of RCPS-i including the use of proceeds without obtaining BNM's prior approval.

Our Company is to also note that:

- (a) our Company may redeem the RCPS-i in foreign currency (other than in the national currency of Israel) or RM. Notwithstanding the foregoing, where redemption is made in RM, the payment must be made into the external accounts of our non-resident shareholders;
- (b) any conversion of foreign currency into RM or vice versa must be carried out by a licensed domestic bank (i.e. commercial bank, licensed investment bank or Islamic bank other than an international Islamic bank) ("Licensed Domestic Bank");
- (c) our Company must ensure that any foreign currency hedging contract to be entered into by our non-resident shareholders is entered into with a Licensed Domestic Bank;
- (d) our Company must notify BNM of the date of issuance of the RCPS-i and actual subscription amount by the non-resident shareholders of our Company after the RCPSi are issued; and
- (e) legal action may be taken against our Company under sub-section 214(9) of the FSA in the event our Company fails to comply with any of the above conditions in relation to the BNM Approval granted under the foreign exchange administration rules.

On 5 November 2018, Maybank IB had, on behalf of our Board, announced that the Shariah Advisory Council of the SC had, vide its letter dated 2 November 2018, informed that it has no objection to the Rights Issue of RCPS-i.

On 5 November 2018, Maybank IB had, on behalf of our Board, announced that Bursa Securities had, vide its letter dated 5 November 2018, approved the following:

- (a) admission of up to 998,692,515 Warrants and 2,396,862,035 RCPS-i to the Official List of Bursa Securities; and
- (b) listing of the following on the Main Market of Bursa Securities:
 - (i) up to 9,986,925,145 Rights Shares;
 - (ii) up to 998,692,515 Warrants;
 - (iii) up to 998,692,515 Exercised Shares;
 - (iv) up to 2,396,862,035 RCPS-i;
 - (v) up to 2,396,862,035 Conversion Shares; and
 - (vi) such number of new SEB Shares to be issued pursuant to the ESOS, representing up to ten percent (10%) of the total issued SEB Shares (excluding treasury shares, if any) at any point in time.

The approval of Bursa Securities is subject to the conditions set out below:

No.	Condition	Status of compliance
(i)	our Company and Maybank IB must fully comply with the relevant provisions under the Listing Requirements at all times pertaining to the implementation of the Rights Issue and ESOS;	Noted
(ii)	our Company and Maybank IB to inform Bursa Securities upon the completion of the Rights Issue;	To be complied
(iii)	our Company to furnish Bursa Securities with a written confirmation of our compliance with the terms and conditions of Bursa Securities' approval once the Rights Issue is completed;	To be complied
(iv)	our Company to furnish Bursa Securities with a certified true copy of the resolution passed by our shareholders at the EGM for the Rights Issue;	Complied
(v)	Maybank IB is required to submit a confirmation to Bursa Securities of full compliance of the ESOS pursuant to Paragraph 6.43(1) of the Listing Requirements and stating the effective date of implementation together with a certified true copy of the resolution passed by our shareholders in the EGM approving the ESOS; and	Complied
(vi)	our Company is required to furnish Bursa Securities on a quarterly basis a summary of the total number of new SEB Shares listed pursuant to the ESOS, Exercised Shares and Conversion Shares, respectively, as at the end of each quarter together with a detailed computation of listing fees payable.	To be complied

On 29 November 2018, Maybank IB had, on behalf of our Board, announced that our shareholders had approved the Corporate Exercises at the EGM of our Company held on even date. A certified true copy of the extract of the resolutions pertaining to the Corporate Exercises passed at the said EGM is set out in **Appendix I** of this Abridged Prospectus.

On 6 December 2018, Maybank IB had, on behalf of our Board, announced that the SC had, vide its letter dated 6 December 2018, approved the Exemption.

On 14 December 2018, Maybank IB had, on behalf of our Board, announced the following:

- (i) our Company has, on 14 December 2018, entered into an underwriting agreement with the Joint Underwriters in relation to the Rights Issue of Shares with Warrants;
- (ii) our Company has obtained letters of undertaking from STSB, TSS, Jurudata and Senior Management in connection with the Rights Issue of Shares with Warrants;
- (iii) revision in the use of proceeds from the Rights Issue; and
- (iv) the Entitlement Date has been fixed on 31 December 2018 along with the other relevant dates pertaining to the Rights Issue.

On 24 December 2018, Maybank IB had, on behalf of our Board, announced that our Company received an irrevocable letter of undertaking from TSS which supersedes and replaces the letter of undertaking dated 14 December 2018 from TSS and our Company entered into a supplemental underwriting agreement dated 24 December 2018 with the Joint Underwriters to reflect the revised undertaking from TSS.

No person is authorised to give any information or make any representation not contained in the Documents and if given or made, such information or representation must not be relied upon as having been authorised by us or our Principal Adviser for the Rights Issue, the Joint Global Coordinators and the Joint Underwriters for the Rights Issue of Shares with Warrants.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

2. DETAILS OF THE RIGHTS ISSUE OF SHARES WITH WARRANTS

2.1 Introduction

In accordance with the terms of the Rights Issue of Shares with Warrants as approved by our shareholders at the EGM of our Company which was held on 29 November 2018 and subject to the terms of the Rights Shares Documents, the Rights Issue of Shares with Warrants entails a provisional allotment of 9,986,925,145 Rights Shares at the Rights Issue Price together with 998,692,514 Warrants to the Entitled Shareholders on the basis of five (5) Rights Shares for every three (3) SEB Shares held on the Entitlement Date and one (1) Warrant for every ten (10) Rights Shares subscribed by the Entitled Shareholders.

However, only the Entitled Shareholders who have an address in Malaysia as stated in our Record of Depositors or who have provided the Share Registrar with an address in Malaysia in writing by the Entitlement Date will receive the Rights Shares Documents.

Fractional entitlements, if any, will be disregarded and dealt with in such manner as our Board in its absolute discretion deems fit and expedient, and in the best interest of our Company.

The Rights Issue of Shares with Warrants is renounceable in full or in part provided that any renunciation is done on or before the last day for the sale or transfer of the Provisional Rights Shares with Warrants. Accordingly, the Entitled Shareholders can subscribe for, renounce or transfer their entitlements to the Provisional Rights Shares with Warrants in full or in part. For the avoidance of doubt, the entitlements to the Provisional Rights Shares with Warrants and the Provisional RCPS-i can be renounced separately.

Entitled Shareholders who renounce all or part of their entitlements to the Rights Shares will accordingly renounce their accompanying entitlements to the Warrants to be issued with the Rights Shares. If an Entitled Shareholder decides to only accept part of his entitlement to the Rights Shares, the Entitled Shareholder shall only be entitled to the number of Warrants in proportion to his acceptance of his Rights Shares.

For the avoidance of doubt, the Warrants are attached to the Rights Shares without any costs to the Entitled Shareholders and/or renouncees and/or transferees and will only be issued to Entitled Shareholders and/or renouncees and/or transferees, if applicable, who subscribe for the Rights Shares. The Rights Shares and the Warrants are not separately renounceable.

The Rights Shares with Warrants which are not taken up or not validly taken up by the Closing Date will be made available for excess application by the other Entitled Shareholders and/or their renouncees and/or transferees, if applicable, and thereafter will be taken up by the Joint Underwriters. It is the intention of our Board to allocate the Excess Rights Shares with Warrants, if any, in a fair and equitable manner in such manner as set out in Section 10.8.1 of this Abridged Prospectus.

As you are an Entitled Shareholder, you (other than an Authorised Nominee who has subscribed for NRS) will find enclosed with this Abridged Prospectus, the Rights Shares NPA notifying you of the crediting of such Provisional Rights Shares with Warrants into your CDS Account and the Rights Shares RSF to enable you to subscribe for such Rights Shares with Warrants provisionally allotted to you, as well as to apply for the Excess Rights Shares with Warrants if you choose to do so.

Upon allotment and issuance, the Rights Shares with Warrants will be credited directly into the respective CDS Accounts of the Entitled Shareholders and/or their renouncees and/or transferees, if applicable, who have successfully subscribed for the Rights Shares with Warrants. No physical share or warrant certificate will be issued but notice of allotment will be issued to the successful applicants. We will allot and issue the Rights Shares and Warrants and despatch the notice of allotment to successful applicants within eight (8) Market Days from the Closing Date, or such other period as may be prescribed by Bursa Securities.

The official listing of the Rights Shares and Warrants will commence after, among others, receipt of confirmation from Bursa Depository that all the CDS Account of the Entitled Shareholders and/or their renouncees and/or transferees, if applicable, who have subscribed for the Rights Shares with Warrants, have been duly credited with the Rights Shares with Warrants allotted to them and notices of allotment have been despatched to them.

IF YOU WISH TO ACCEPT THE PROVISIONAL RIGHTS SHARES WITH WARRANTS (IN FULL OR IN PART) AS SPECIFIED IN THE RIGHTS SHARES NPA AND/OR APPLY FOR THE EXCESS RIGHTS SHARES WITH WARRANTS, YOU MAY DO SO BY COMPLETING THE RIGHTS SHARES RSF.

2.2 Salient terms of the Warrants

Issue size : 998,692,514 Warrants.

Issue price : The Warrants are to be issued free together with the

Rights Shares.

Form and denomination : The Warrants, which are issued with the Rights

Shares, are immediately detached upon issuance and will be separately traded on Bursa Securities. The Warrants will be issued in registered form and

constituted by the Deed Poll.

Basis of allotment

One (1) Warrant for every ten (10) Rights Shares

subscribed by the Entitled Shareholders.

Expiry Date

The day falling immediately before the seventh (7th) anniversary of the Warrants Issue Date and if such date is not a Market Day, then on the preceding

Market Day.

Exercise Period

The Warrants may be exercised at any time within a period of seven (7) years commencing from and including the Warrants Issue Date and ending at 5.00 p.m. on the Expiry Date. Any Warrants not exercised during the Exercise Period will thereafter

lapse and cease to be valid.

Exercise Price

RM0.49 per Warrant, subject to adjustments in

accordance with the provisions of the Deed Poll.

Exercise Rights

Subject to the provisions of the Deed Poll, each Warrant shall entitle the registered holder to subscribe for one (1) new SEB Share at the Exercise

Price during the Exercise Period.

Mode of exercise

The Warrant holders shall pay cash for the Exercise Price when exercising the Warrants for new SEB

Shares.

Rights Warrant : of

holders

The Warrant holders are not entitled to any voting rights or participate in any distribution and/or offer of further securities in our Company until and unless such Warrant holders are issued with the Exercised

Shares.

Ranking of the Warrants

The Warrants shall as between the Warrant holders

rank equally in all respect.

Ranking of the Exercised :

Shares

The Exercised Shares shall, upon allotment and issue, rank equally in all respects with the then issued SEB Shares including the entitlements to

dividends, rights, allotments or other distributions, except that they shall not be entitled to any rights, allotments and/or other dividends, distributions, of which the entitlement date is before the date of allotment of such Exercised Shares.

Adjustments in the : Exercise Price and/or number of Warrants

Subject to the provisions of the Deed Poll, the Exercise Price and/or number of Warrants in issue may from time to time be adjusted, calculated or determined by our Board, in consultation with its professional advisers, in the event of alteration to the share capital of our Company, a capital distribution by our Company or certain issue of shares or convertible securities by our Company

Transferability

The Warrants shall be transferable in the manner

accordance with the provisions of the Deed Poll.

provided under the SICDA and the rules of Bursa

Depository.

Board lot

For the purpose of trading on Bursa Securities, a board lot of Warrants shall comprise 100 units of Warrants.

Amendments to the : rights of the Warrant holders

Subject to the provisions of the Deed Poll, no amendment or addition may be made to the provisions of the Deed Poll without the sanction by a special resolution of the holders of the Warrants unless the amendments or additions:

- (a) are required to correct any typographical errors:
- (b) are relating to purely administrative matters; or
- (c) to comply with mandatory provisions of the law.

Rights in the event of : winding-up, compromise or arrangement and consolidation, amalgamation and merger

Where a resolution has been passed for a member's voluntary winding-up of our Company, or where there is a compromise or arrangement whether or not for the purpose of or in connection with a scheme for the reconstruction of our Company or the amalgamation of our Company with one (1) or more companies, then:

- (a) if such winding-up, compromise or arrangement has been approved by a special resolution of the holder of the Warrants or some person designated by them for such purpose by special resolution, the terms of such winding-up, compromise or arrangement shall be binding on all the Warrant holders; and
- (b) in any other case, every Warrant holder shall be entitled upon and subject to the provisions of the Deed Poll at any time within six (6) weeks after the passing of such resolution for a member's voluntary winding-up of our Company or within six (6) weeks after the granting of the court order approving the compromise or arrangement (other than a consolidation, amalgamation or merger in which our Company is the continuing corporation), by the irrevocable surrender of his/her Warrants to our Company, elect to be treated as if he/she had immediately prior to the commencement of such winding-up, compromise or arrangement, exercised the Exercise Rights represented by such Warrants to the extent specified in the relevant exercise forms and be entitled to receive out of the assets of our Company which would be available in liquidation as if he/she had on such date been the holder of the Exercised Shares to which he/she would have been entitled to pursuant to such exercise.

Listing status : The Warrants will be listed and quoted on the Main

Market of Bursa Securities.

Governing law : Laws of Malaysia.

2.3 Basis of determining the Rights Issue Price and Exercise Price

(a) Rights Issue Price

The Rights Issue Price was determined after taking into consideration the following:

- (i) prevailing market price of the SEB Shares;
- (ii) TERP of SEB Shares of RM0.41 based on the five (5)-day VWAMP of SEB Shares up to and including the Announcement LTD of RM0.59;
- (iii) prevailing market conditions which include, among others, market sentiment and performance of the Malaysian stock market. As at the Announcement LTD, the FBM KLCI Index stood at 1,811.

The Rights Issue Price represents a discount of approximately RM0.11 or 26.8% to the TERP of SEB Shares based on the five (5)-day VWAMP of SEB Shares up to and including the Announcement LTD of RM0.59.

For illustrative purposes, the Rights Issue Price represents a discount of approximately 6.3% to the TERP of SEB Shares of RM0.32 based on the five (5)-day VWAMP of SEB Shares up to and including the LPD of RM0.35.

(b) Exercise Price

The Exercise Price represents a premium of approximately 19.5% to the TERP of SEB Shares of RM0.41 which was arrived at based on the five (5)-day VWAMP of SEB Shares up to and including the Announcement LTD of RM0.59. The Exercise Price was fixed at a premium to the TERP after taking into consideration, among others, the following:

(i) range of premiums to the TERP for the following precedent rights issue transactions involving the issuance of warrants which raised proceeds of more than RM500 million:

Name of company	Price-fixing date	Proceeds raised (RM'million)	price of warrants (RM)	Premium to TERP (%)
Malaysian Resources Corporation Berhad	19 September 2017	1,732 (1)	1.25	26.3
Eco World Development Group Berhad	17 February 2015	788	2.08	10.0
Mah Sing Group Berhad	9 January 2015	629	2.63	26.4

(Source: Abridged prospectus of the respective companies)

Note:

- (1) Based on the minimum scenario illustrated for the rights issue.
- (ii) dilutive effect of the Warrants, which is exercisable at any time within a seven (7)-year period from the date of issue of Warrants;

- (iii) growth and prospects of our Group amidst the gradual recovery of the oil and gas industry as elaborated further in Section 7.4 of this Abridged Prospectus; and
- (iv) funding requirements of our Group and the expected timing of such requirements over the next seven (7) years.

2.4 Ranking of the Rights Shares and Exercised Shares

The Rights Shares shall, upon allotment and issue, rank equally in all respects with the then issued SEB Shares including the entitlements to dividends, rights, allotments or other distributions, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, of which the entitlement date is before the date of allotment of such Rights Shares.

The Exercised Shares shall, upon allotment and issue, rank equally in all respects with the then issued SEB Shares including the entitlements to dividends, rights, allotments or other distributions, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, of which the entitlement date is before the date of allotment of such Exercised Shares.

2.5 Shareholders' undertaking

The Rights Issue of Shares with Warrants will be undertaken on full subscription basis.

Our Company has procured the following undertakings in respect of the Rights Issue of Shares with Warrants:

- (i) STSB Undertaking, pursuant to which STSB irrevocably undertakes that STSB will subscribe to a minimum of RM400 million worth of Rights Shares with Warrants that STSB shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date.
- (ii) PNB Undertaking and the Funds' Undertaking, pursuant to which PNB and ART, acting in its capacity as trustee of the Funds, irrevocably undertake that:
 - (a) PNB and the Funds will subscribe in full for all the Rights Shares with Warrants that PNB and the Funds shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date; and
 - (b) PNB and the Funds will, at an allocation to be determined later and subject to the availability of Excess Rights Shares with Warrants, subscribe to such Excess Rights Shares with Warrants, resulting in PNB and the PNB Funds having shareholding of 40% of the enlarged issued share capital of SEB immediately following the implementation of the Rights Issue of Shares with Warrants.

For avoidance of doubt, PNB and the Funds will still be obliged to fulfill the PNB Undertaking and the Funds' Undertaking in the event that PNB and the PNB Funds' shareholding in SEB after subscription of Excess Rights Shares with Warrants is less than 40%.

- (iii) Jurudata Undertaking, pursuant to which Jurudata irrevocably undertakes that:
 - (a) Jurudata will subscribe in full all the Rights Shares with Warrants that Jurudata shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date; and

(b) Jurudata will apply and subscribe for such Excess Rights Shares with Warrants,

resulting in Jurudata subscribing an aggregate value of Rights Shares with Warrants of not less than RM92.1 million.

- (iv) an undertaking from TSS, pursuant to which TSS irrevocably undertakes that:
 - (a) TSS will subscribe in full all the Rights Shares with Warrants that TSS shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date; and
 - (b) TSS will apply and subscribe for such Excess Rights Shares with Warrants for a value of not less than RM20.5 million.
- (v) Senior Management Undertaking, pursuant to which Senior Management irrevocably undertakes that:
 - (a) they will subscribe in full for all the Rights Shares with Warrants that they shall be entitled to under the Rights Issue of Shares with Warrants as at the Entitlement Date; and
 - (b) they will apply and subscribe for such Excess Rights Shares with Warrants for a value of not less than RM7.9 million,

resulting in Senior Management subscribing an aggregate value of Rights Shares with Warrants of not less than RM15.6 million.

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For illustrative purposes, based on the shareholdings of the Undertaking Shareholders as at the LPD, their respective entitlements under the Rights Issue of Shares with Warrants and their committed excess application pursuant to the Undertakings are as follows:

	Direct shareholding as at the LPD	t ig as at 'D	Committed shareholding as at the Entitlement Date	ed l as at nt Date		Entitlement ⁽³⁾	nt ⁽³⁾		Committed	Committed excess application under the Undertakings	ation under s s	the
	No. of SEB	l	No. of SEB		No. of SEB		No. of		No. of SEB	1	No. of	
	Shares	%	Shares	%	Shares	Amount	Warrants	(1) %	Shares	Amount	Warrants	(1) %
	(000,)		(000,)		(000,)	(RM,000)	(000,)		(000,)	(RM,000)	(000,)	
STSB	953,004	15.90	953,004	15.90	1,588,341	476,502.2	158,834	15.90			,	•
PNB and the Funds	727,905	12.15	727,905	12.15	1,213,175	363,952.4	121,317	12.15	4,450,053	1,335,015.8	445,005	44.56
TSS	37,812	0.63	37,812	0.63	63,019	18,905.8	6,302	0.63	68,333	20,500.0	6,833	0.68
Jurudata	6,522	0.11	6,522	0.11	10,870	3,261.0	1,087	0.11	296,130	88,839.0	29,613	2.97
Vivek Arora	1,636	0.03	3,967	0.07	6,612	1,983.7	661	0.07	8,333	2,500.0	833	0.08
Chow Mei Mei	1,434	0.02	2,736	0.05	4,561	1,368.2	456	0.05	2,750	825.0	275	0.03
Raphael Michel Francois Yves Siri		0.02	2,243	0.04	3,739	1,121.6	374	0.04	6,767	2,030.0	677	0.07
Reza bin Abdul Rahim	771	0.01	2,001	0.03	3,334	1,000.3	333	0.03	2,750	825.0	275	0.03
Ahmad Zakiruddin bin Mohamed	n 770	0.01	2,000	0.03	3,334	1,000.1	333	0.03	2,750	825.0	275	0.03
Datuk Kris Azman bin Abdullah	n 683	0.01	1,985	0.03	3,309	992.6	331	0.03	2,750	825.0	275	0.03
Lew Sue Li	247	*	575	0.01	959	287.6	96	0.01	267	80.0	27	*
	1,731,725	28.89	1,740,750	29.05	2,901,253	870,375.5	290,124	29.05	4,840,883	1,452,264.8	484,088	48.48

The total Rights Shares with Warrants to be subscribed pursuant to the Undertakings and the direct shareholding and total Warrants to be held by the Undertaking Shareholders after the Rights Issue of Shares with Warrants are as follows:

	Total Rights Shares with		Warrants to be subscribed pursuant	pursuant	After the R	ights Issue o	After the Rights Issue of Shares with Warrants	nts
		to the Undertakings	ıkings		Direct shareholding	olding	Total Warrants held	s held
	No. of SEB		No. of		No. of SEB			
	Shares	Amount	Warrants	(1) %	Shares	%	No. of Warrants	(2) %
	(000,)	(RM'000)	(000,)		(000,)		(000,)	
STSB	1,333,333	400,000.0	133,333	13.35	2,286,338	14.31	133,333	13.35
PNB and the Funds	5,663,227	1,698,968.2	566,323	56.71	(4)6,391,632	40.00	566,323	56.71
TSS	131,353	39,405.8	13,135	1.32	169,165	1.06	13,135	1.32
Jurudata	307,000	92,100.0	30,700	3.07	313,522	1.96	30,700	3.07
Vivek Arora	14,946	4,483.7	1,495	0.15	18,913	0.12	1,495	0.15
Chow Mei Mei	7,311	2,193.2	731	0.07	10,047	90.0	731	0.07
Raphael Michel Francois Yves Siri	10,505	3,151.6	1,051	0.11	12,749	0.08	1,051	0.11
Reza bin Abdul Rahim	6,084	1,825.3	809	90:0	8,085	0.05	809	90.0
Ahmad bin Zakiruddin Mohamed	6,084	1,825.1	809	90.0	8,084	0.05	809	90.0
Datuk Kris Azman bin Abdullah	690'9	1,817.6	909	90.0	8,044	0.05	909	90.0
Lew Sue Li	1,225	367.6	123	0.01	1,801	0.01	123	0.01
	7,487,127	2,246,138.1	748,713	74.97	9,228,380	57.75	748,713	74.97

Notes:

- Computed based on the Rights Shares to be subscribed divided by the total Rights Shares to be issued pursuant to the Rights Issue of Shares with Warrants. 5004
 - Computed based on the Warrants to be subscribed divided by the total Warrants to be issued pursuant to the Rights Issue of Shares with Warrants.
 - Computed based on the committed shareholding of the Undertaking Shareholders as at the Entitlement Date.
 - ncludes the 500,000 SEB Shares held by Bumiputera Wealth Fund as at the LPD.

The Undertaking Shareholders have respectively confirmed via the Undertaking Letters that they have sufficient financial resources to fulfill their commitment under the Undertakings. Maybank IB has verified that the Undertaking Shareholders have sufficient financial resources to fulfill their respective commitment under the Undertakings.

of the Rights Issue of Shares with Warrants as a consequence of the PNB Undertaking and the Funds' Undertaking, the PNB Group will be obliged to undertake the Mandatory Offer pursuant to Section 218(2) of the CMSA and Paragraphs 4.01(a) and 4.01(b) of the Rules. As it is not the intention of the PNB Group to undertake the For the avoidance of doubt, ASN Equity 5 and ASN Sara (Mixed Asset Conservative) 2, being persons acting in concert with PNB and ASB, do not hold any SEB Shares as at the LPD. In the event that the direct shareholding of the PNB Group increases to above 33% of the enlarged issued share capital of our Company upon completion Mandatory Offer, the Exemption was sought and SC had vide its letter dated 6 December 2018 granted the Exemption to the PNB Group from having to undertake the Mandatory Offer

2.6 Underwriting arrangement

Our Company had on 14 December 2018 entered into the Underwriting Agreement where the Joint Underwriters will underwrite up to an aggregate of 2,499,999,900 Rights Shares, representing approximately 25.03% of the total Rights Shares to be issued under the Rights Issue of Shares with Warrants at the Rights Issue Price in the following proportions:

Joint Underwriters	No. of Rights Shares	%
Maybank IB	1,166,666,600	46.7
RHB IB	500,000,000	20.0
CIMB IB	833,333,300	33.3
Total	2,499,999,900	100.0

The underwriting commission payable by our Company is 10% of the value of the Underwritten Shares. The underwriting commission is subject to the terms and conditions of the Underwriting Agreement. The underwriting commission and all related costs in relation to the underwriting arrangement will be fully borne by our Company from the proceeds of the Rights Issue of Shares with Warrants.

The obligations of each of the Joint Underwriters to underwrite the Underwritten Shares under the Underwriting Agreement shall be conditional upon the fulfilment or waiver, in the manner provided for below, of each of the following conditions, failing which the Joint Underwriters will be entitled to terminate the Underwriting Agreement:

- (i) the Underwriting Agreement having been duly stamped, is in full force and effect, valid and enforceable, and not having been breached, varied, revoked, terminated or rescinded:
- (ii) all the approvals having been obtained and remaining in full force and effect by the Closing Date and none have been amended, withdrawn, revoked, suspended or terminated or lapsed, and a certified true copy of each of such approvals having been provided to the Managing Underwriter, on behalf of the Joint Underwriters (and, if any of such approvals is conditional, such conditions being on terms acceptable to the Joint Underwriters, and all conditions to the approvals, save for those that can only be complied with after Closing Date, shall have been complied with);
- (iii) the form and content of this Abridged Prospectus having been mutually agreed by the parties prior to registration and issuance of this Abridged Prospectus, and not having been varied or supplemented or amended further save in accordance with the terms of the Underwriting Agreement;
- (iv) the Closing Date having been determined and not having been varied unless otherwise agreed in writing by the Joint Underwriters;
- (v) the Rights Shares Documents having been duly registered with the SC and duly lodged with the ROC, in each case, in accordance with all applicable laws, and Maybank IB, in its capacity as principal adviser having provided confirmation of the registration with SC and lodgement with ROC;
- (vi) this Abridged Prospectus having been issued not later than 17 Market Days after the date of the Underwriting Agreement;
- (vii) the Managing Underwriters having received, on behalf of the Joint Underwriters, on or before the date of this Abridged Prospectus, a certified true copy of the deed poll constituting the Warrants;

- (viii) the Undertaking Letters having been duly stamped and not having been breached, varied, revoked, terminated or rescinded;
- the Undertaking Shareholders having submitted the duly completed and signed RSF to accept their respective entitlements under the Rights Issue of Shares with Warrants and the Rights Issue of RCPS-i and to subscribe for such number of Excess Rights Securities in respect of which they have irrevocably undertaken to subscribe pursuant to their respective Undertaking Letters, in each case, together with valid bank drafts or other remittances acceptable to our Company and the Joint Underwriters for the full amount payable thereunder and in accordance with the terms of the Rights Shares Documents or the RCPS-i Documents, as the case may be;
- (x) all other documents referred to in this section remaining in full force and effect, valid and enforceable and not having been breached, varied, revoked, terminated or rescinded:
- (xi) there shall have been no stop order, injunction, cease or desist or similar order or direction by the SC, Bursa Securities or any other governmental agency or applicable law suspending or preventing the issuance or distribution of the Rights Shares Documents, or the offer, subscription for, issue or allotment of, or dealing in the Rights Shares, Warrants and Exercised Shares or the implementation of the Rights Issue of Shares with Warrants or the obligations of the Joint Underwriters under the Underwriting Agreement at any time on or before the Listing Date;
- (xii) all representations and warranties and other statements of our Company are, at all times up to and including the date of this Abridged Prospectus and the Closing Date true and correct in all respects, in full force and effect, and valid and enforceable (and not amended or supplemented, save as agreed in writing by the Joint Underwriters), and our Company having performed all its obligations set out in the Underwriting Agreement to be performed on or before the Closing Date;
- (xiii) the Joint Underwriters being satisfied that our Company has, in relation to the Rights Issue of Shares with Warrants, complied with all applicable laws and all revisions, amendments and/or supplements thereto;
- (xiv) there being no limitation to the trading of SEB Shares on Bursa Securities from the date of the Underwriting Agreement up to and including the Listing Date;
- (xv) there is, on or prior to the Listing Date, no change or any development involving a prospective change in or affecting the business, properties, assets, liabilities, general affairs, management, financial position, contractual commitments, undertakings, prospects, shareholders' equity, profits, losses, earnings, liquidity, results of operations, position or condition, financial or otherwise, of our Company or any member of our Group individually or taken as a whole whether or not arising in the ordinary course of business, or the occurrence of any event or circumstances rendering any representation or warranty contained in the Underwriting Agreement to be untrue or incorrect or any statements or information in this Abridged Prospectus to be false or misleading or contain any material omission, in each case, as though they have been given or made on such date or which, in the opinion of the Joint Underwriters, has a material adverse effect or which makes it impracticable to market the Rights Shares with Warrants or to proceed with the Rights Issue of Shares with Warrants on the terms and in the manner contemplated in the Rights Shares Documents and the Underwriting Agreement, or which is likely to prejudice materially the dealings in the SEB Shares and/or the Rights Shares and Warrants in the secondary market;

- (xvi) no termination events shall have occurred and continues to persist when the last of these conditions has been fulfilled or waived, as the case may be; and
- (xvii) the Managing Underwriter having received, on behalf of the Joint Underwriters, certified true copies of our Constitution and resolutions, as well as the certificates, comfort letters and legal opinions at the time and in the manner as prescribed in the Underwriting Agreement.

The Majority Underwriters may, if in their opinion, there is an occurrence of any of the events or circumstances set out below at any time before the Listing Date, terminate the Underwriting Agreement, by the Managing Underwriter giving notice of such termination to our Company. The events or circumstances are as follows:

- (i) there is any breach by our Company of any of the representations, warranties or undertakings or which is contained in the certificate under or in connection with the Underwriting Agreement; or
- (ii) there is failure on the part of our Company to perform any of its obligations contained in the Underwriting Agreement; or
- (iii) there is withholding of information by our Company from the Joint Underwriters which is required to be disclosed pursuant to the Underwriting Agreement which, in the opinion of the Joint Underwriters, may have a material adverse effect; or
- (iv) there shall have occurred or happened any specified event or any material adverse change in the business, contractual commitments, undertakings or financial condition of our Group, individually or taken as a whole; or
- (v) any one of more of the Undertaking Shareholders shall have failed to submit duly completed and signed RSF to accept their respective entitlements under the Rights Issue of Shares with Warrants and the Rights Issue of RCPS-i and to apply for such number of Excess Rights Securities in respect of which they have irrevocably undertaken to subscribe pursuant to their respective Undertaking Letters, in each case, together with valid bank drafts or other remittances acceptable to our Company and the Joint Underwriters for the full amount payable thereunder and in accordance with the terms of the Rights Shares Documents or the RCPS-i Documents, as the case may be; or
- (vi) any one or more of the Undertaking Letters has been breached, varied, revoked, terminated or rescinded; or
- (vii) the Closing Date does not occur within 12 Market Days from the date of this Abridged Prospectus; or
- (viii) the Listing Date does not take place within ten (10) Market Days from the Closing Date or such other extended date as may be agreed by the Majority Underwriters; or
- (ix) our Company or any member of our Group having received notification, from any of its lenders or financiers, of default or breach by our Company or any member of our Group under any financing or borrowings of our Company or any member of our Group; or

- (x) the occurrence of any of the following events:
 - (a) any adverse change in national or international monetary, financial and capital markets (including stock market conditions and interest rates), political or economic conditions or exchange control or currency exchange rates which in the opinion of the Joint Underwriters would be expected to have an adverse effect (whether in the primary market or in respect of dealings in the secondary market) on the value or price of the Rights Shares or Warrants or an adverse effect on the Rights Issue of Shares with Warrants. For the avoidance of doubt, and without prejudice to the foregoing, if the FBM KLCI Index ("Index") is, at the close of normal trading on Bursa Securities, on any Business Day:
 - (i) on or after the date of the Underwriting Agreement; and
 - (ii) prior to the Listing Date,

lower than 85% of the level of the Index at the last close of normal trading on the relevant exchange on the Business Day immediately prior to the date of the Underwriting Agreement and remains at or below that level for at least three (3) consecutive Business Days or any other adverse change in the market conditions which the parties mutually agree to be sufficiently material and adverse to render it to be a terminating event, it shall be deemed an adverse change in the stock market condition; or

- (b) any new law or change in law, regulation, directive, policy or ruling in any relevant jurisdiction, interpretation or application by the court or governmental agencies which, in the opinion of the Managing Underwriter, has or could reasonably be expected to have a material adverse effect; or
- (c) any force majeure event which is any event or series of events beyond the reasonable control of the Joint Underwriters, including (without limitation) acts of government, acts of God (including, without limitation, the occurrence of a tsunami and/or earthquakes), acts of terrorism, strikes, national disorder, declaration of a state of emergency, lock-outs, fire, explosion, flooding, landslide, civil commotion, sabotage, acts of war, diseases or accidents which has or is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms or which prevents the processing of applications and/or payments pursuant to the Rights Issue of Shares with Warrants, or pursuant to the underwriting of the Underwritten Shares; or
- (d) as at the Closing Date, Issue Date, Payment Date or Settlement Date, there shall be any moratorium, suspension or restriction on trading of securities on Bursa Securities or before Listing Date, trading in the Shares shall have been suspended by Bursa Securities or limited or minimum prices shall have been established on Bursa Securities or a general moratorium on commercial banking activities or foreign exchange rating or securities settlement or clearing services in or affecting Malaysia by the relevant authorities; or
- (e) any government requisition or occurrence of any other nature whatsoever which is likely to have a material adverse effect; or

- in the event that the Rights Issue of Shares with Warrants are withdrawn or not procured or procured but subject to conditions not acceptable to the Joint Underwriters; or
- (xii) if the Rights Issue, Amendments or ESOS is terminated, suspended or not implemented for any reason whatsoever; or
- (xiii) if the SC or any other relevant governmental agency issues an order pursuant to Malaysian laws such as to make it, in the opinion of the Joint Underwriters, impracticable to market the Rights Issue of Shares with Warrants or to enforce contracts to sell the Rights Shares or Warrants; or
- (xiv) if any of the approvals is revoked or withdrawn or if any of the conditions for such approvals have not been fulfilled to the satisfaction of the relevant governmental agency or waived by it; or
- (xv) if the obligations of the Joint Underwriters to subscribe for and/or procure subscriptions for the Underwritten Shares or distribution of the Rights Issue is prohibited by any applicable laws amended, supplemented or introduced after the date of the Underwriting Agreement by any governmental agency of any jurisdiction.

3. DETAILS OF THE RIGHTS ISSUE OF RCPS-i

3.1 Introduction

In accordance with the terms of the Rights Issue of RCPS-i as approved by our shareholders at the EGM of our Company which was held on 29 November 2018 and subject to the terms of the RCPS-i Documents, the Rights Issue of RCPS-i entails a provisional allotment of 2,396,862,035 RCPS-i at the RCPS-i Issue Price to the Entitled Shareholders on the basis of two (2) RCPS-i for every five (5) SEB Shares held on the Entitlement Date.

However, only the Entitled Shareholders who have an address in Malaysia as stated in our Record of Depositors or who have provided the Share Registrar with an address in Malaysia in writing by the Entitlement Date will receive the RCPS-i Documents.

Fractional entitlements, if any, will be disregarded and dealt with in such manner as our Board in its absolute discretion deems fit and expedient, and in the best interest of our Company.

The Rights Issue of RCPS-i is renounceable in full or in part provided that any renunciation is done on or before the last day for the sale or transfer of the Provisional RCPS-i. Accordingly, the Entitled Shareholders can subscribe for, renounce or transfer their entitlements to the Provisional RCPS-i in full or in part. For the avoidance of doubt, the entitlements to the Provisional Rights Shares with Warrants and the Provisional RCPS-i can be renounced separately.

The RCPS-i which are not taken up or not validly taken up by the Closing Date will be made available for excess application by the other Entitled Shareholders and/or their renouncees and/or transferees, if applicable, and thereafter will be taken up by PNB and the Funds. It is the intention of our Board to allocate the excess RCPS-i, if any, in a fair and equitable manner in such manner as set out in Section 10.8.1 of this Abridged Prospectus.

As you are an Entitled Shareholder, you (other than an Authorised Nominee who has subscribed for NRS) will find enclosed with this Abridged Prospectus, the RCPS-i NPA notifying you of the crediting of such Provisional RCPS-i into your CDS Account and the RCPS-i RSF to enable you to subscribe for such RCPS-i provisionally allotted to you, as well as to apply for the Excess RCPS-i if you choose to do so.

Upon allotment and issuance, the RCPS-i will be credited directly into the respective CDS Accounts of the Entitled Shareholders and/or their renouncees and/or transferees, if applicable, who have successfully subscribed for the RCPS-i. No physical share certificate will be issued but notice of allotment will be issued to the successful applications. We will allot and issue the RCPS-i and despatch the notice of allotment to successful applicants within eight (8) Market Days from the Closing Date, or such other period as may be prescribed by Bursa Securities.

The official listing of the RCPS-i will commence after, among others, receipt of confirmation from Bursa Depository that all the CDS Account of the Entitled Shareholders and/or their renouncees and/or transferees, if applicable, who have subscribed for the RCPS-i, have been duly credited with the RCPS-i allotted to them and notices of allotment have been dispatched to them.

IF YOU WISH TO ACCEPT THE PROVISIONAL RCPS-I (IN FULL OR IN PART) AS SPECIFIED IN THE RCPS-I NPA AND/OR APPLY FOR THE EXCESS RCPS-I, YOU MAY DO SO BY COMPLETING THE RCPS-I RSF.

3.2 Salient terms of the RCPS-i

The salient terms of the RCPS-i are as follows:

Issue size 2,396,862,035 RCPS-i.

RCPS-i Issue Price RM0.41 per RCPS-i.

Two (2) RCPS-i for every five (5) SEB Shares held on Entitlement basis

the Entitlement Date.

Form and constitution The RCPS-i will be issued in registered form and

constituted by the Constitution.

Board lot For the purposes of trading on the Bursa Securities, a

board lot of RCPS-i shall comprise 100 RCPS-i.

Tenure Five (5) years from the RCPS-i Issue Date.

Maturity Date The day immediately preceding the fifth (5th)

anniversary from the RCPS-i Issue Date.

Shariah Compliance Maybank Islamic had pronounced that the RCPS-i is

> in compliance with the principles of Shariah. Please refer to Appendix VI of this Abridged Prospectus for

the Shariah Pronouncement Letter.

Dividend rate

- (i) The RCPS-i shall carry the right to receive preferential dividends, out of the distributable profits of our Company earned from the first day of the calendar month following the RCPS-i Issue Date ("Profits"), when declared and approved by our Board, at the expected preferential dividend rate of five percent (5%) per annum ("Expected Preferential Dividend Rate").
- (ii) Subject to the restrictions on payment of dividends to SEB Shares below, our Company shall utilise and exhaust the retained earnings of our Company earned for the period prior to the RCPS-i Issue Date ("Pre-Issue Retained Earnings") for the payment of dividends to our Company's ordinary shareholders, and if such Pre-Issue Retained Earnings are insufficient for the payment of dividends to our Company's ordinary shareholders, our Company may also utilise the Profits (less any preferential dividends declared but unpaid and any Deferred Dividends) for such payment.
- (iii) Profits shall be distributed as preferential dividends to the RCPS-i holders in proportion to the respective capital contribution of the RCPS-i holders in the Shariah-compliant general business of our Company ("Business").
- (iv) Subject to the availability of Profits, the preferential dividends shall be distributable semi-annually (save in respect of the first distribution), with the RCPS-i holders being entitled to the first distribution no later than six (6) months following the RCPS-i Issue Date, and subsequently, at successive intervals of every six (6) months thereafter (each of the aforementioned dates shall be referred to as "Preferential Dividend Entitlement Date").
- (v) The maximum amount of preferential dividends that can be declared and paid on each Preferential Dividend Entitlement Date ("Expected Preferential Dividend Amount") shall be capped at such Expected Preferential Dividend Rate unless otherwise decided by our Board.
- (vi) On any Preferential Dividend Entitlement Date:
 - (i) in the event that the Profits are lower than the Expected Preferential Dividend Amount and our Company does not declare the preferential dividends up to the Expected Preferential Dividend Amount (in whole or in part):

- (aa) our Company may, at our discretion, declare and pay any amount of preferential dividends up to an amount equal to the Profits as at such Preferential Dividend Entitlement Date. (The amount of Profits declared as preferential dividends by our Company on a particular Preferential Dividend Entitlement Date, if any, shall be referred to as "Declared Sum"); and
- (bb) the amount equivalent to the difference between: (A) the Profits as Preferential Dividend at such Entitlement Date; and (B) Declared Sum, shall be cumulative ("Deferred Dividends 1"), so long as the RCPSi remains unredeemed. In this instance, the amount equivalent to the difference between: (A) the Expected Preferential Dividend Amount; and (B) the Profits as at such Preferential Dividend Entitlement Date, shall not be cumulative: and
- (ii) in the event that the Profits are more than the Expected Preferential Dividend Amount and our Company does not declare the preferential dividends up to the Expected Preferential Dividend Amount (in whole or in part):
 - (aa) the amount equivalent to the difference between: (A) the Expected Preferential Dividend Amount; and (B) the Declared Sum, shall be cumulative ("Deferred Dividends 2"), so long as the RCPS-i remains unredeemed.
- (vii) Deferred Dividends 1 and Deferred Dividends 2 (as the case may be) (collectively, "Deferred Dividends") may be declared and/or paid, at the discretion of our Company, on any subsequent Preferential Dividend Entitlement Date, provided that the Cumulative Condition is fulfilled on such Preferential Dividend Entitlement Date.
 - "Cumulative Condition" of the RCPS-i means on any particular Preferential Dividend Entitlement Date, our Company:

- (i) has sufficient Profits that is at least equivalent to the aggregate of: (A) the Declared Sum; and (B) any Deferred Dividends accumulated as at and on such Preferential Dividend Entitlement Date;
- (ii) has maintained books and records that evidence our Company having Profits that is at least equivalent to the aggregate of: (A) the Declared Sum; and (B) any Deferred Dividends accumulated as at and on such Preferential Dividend Entitlement Date; and
- (iii) makes an announcement on the Main Market of Bursa Securities that such amount of Deferred Dividends on such Preferential Dividend Entitlement Date shall be cumulative.
- (viii) The Deferred Dividends shall not be payable to the RCPS-i holders if our Company has not declared it as a preferential dividend. For clarity, the Deferred Dividends that are not declared will not be payable in the following circumstances:
 - (i) upon the winding-up, liquidation or dissolution of our Company. Accordingly, the RCPS-i holders shall (in and for compliance with Shariah, and by the decision of our Board at the relevant time on their behalf) waive all Deferred Dividends that our Company has not declared; and
 - (ii) upon the RCPS-i holders converting the RCPS-i to SEB Shares. Accordingly, the RCPS-i holders shall (in and for compliance with Shariah) waive all Deferred Dividends that our Company has not declared.
- (ix) Where there are no Profits available for the declaration and payment of dividends (in accordance with the Constitution and the Act), our Company shall have no obligation to declare or distribute any preferential dividends on the relevant Preferential Dividend Entitlement Date. Such preferential dividends shall not be cumulative.

- On any Preferential Dividend Entitlement Date, (x) in the event that the Profits are more than the Expected Preferential Dividend Amount and our Company declares and distributes preferential dividends up to the Expected Preferential Dividend Amount, any excess of the Profits after such declaration may be utilised by our Company for the Business or such other purpose as our Board at its sole discretion deems fit and in the interest of our Company, including to declare and distribute the additional preferential dividends of such amount as our Board deems fit that is in excess of the Expected Preferential Dividend Amount but not exceeding the Profits on such Preferential Dividend Entitlement Date (as defined below) or to redeem any RCPS-i ("Additional Preferential Dividend").
- (xi) At the Preferential Dividend Entitlement Date immediately preceding the Maturity Date, prior to the conversion of the RCPS-i, our Company may, at our discretion, declare, to the extent there are Profits available for distribution, to the RCPS-i holders:
 - (a) Expected Preferential Dividend Amount;
 - (b) Deferred Dividends; and/or
 - (c) incremental preferential dividend (subject to a maximum effective return of ten percent (10%) per annum computed based on the internal rate of return formula ("Effective Return"), from the RCPS-i Issue Date and up to the Maturity Date, and after taking into account all:
 - (1) Expected Preferential Dividend Amount;
 - (2) Deferred Dividends;
 - (3) Additional Preferential Dividend; and
 - (4) Special Preferential Dividend (as defined below).

(Items (1) to (4) above are collectively referred to as "**Preferential Dividend**") declared and paid up to the Maturity Date and the difference between the Issue Price and the 30-day VWAMP of our Company's ordinary shares prior to the said Preferential Dividend Entitlement Date).

- (xii) Our Company may utilise the Pre-Issue Retained Earnings at our sole discretion if we deem fit and in the interest of our Company, to declare and distribute additional preferential dividends of such amount as our Board deems fit ("Special Preferential Dividend").
- (xiii) Each RCPS-i holder shall cease to receive any preferential dividends from and including the date the RCPS-i is converted into new SEB Shares save for preferential dividends declared and unpaid (including Deferred Dividends) up to the date of the conversion.
- (xiv) By subscribing to the RCPS-i, the RCPS-i holders agree (in and for compliance with Shariah) to waive its right to receive (i) any remaining preferential dividends declared but is unpaid or cannot be paid if the available amount of proceeds from the liquidation, dissolution or winding up of the assets of our Company is insufficient to pay in full the preferential dividends that have been declared but remains unpaid and (ii) any Deferred Dividends that have not been declared by our Company, with such waiver to be decided by our Board at the relevant time on behalf of the RCPS-i holders.

Conversion rights

- (a) The RCPS-i shall be converted into new SEB Shares on the Maturity Date without the payment of any consideration (cash or otherwise) and in accordance with the Conversion Ratio.
- (b) Our Company shall not be required to convert any RCPS-i of a holder where conversion of the RCPS-i will be contrary to the laws of Malaysia.

Conversion Ratio

The conversion ratio shall be one (1) new SEB Share for every one (1) RCPS-i held. If the conversion results in a fractional entitlement to new SEB Shares, such fractional entitlement shall be disregarded and no refund or credit, whether in the form of RCPS-i, cash or otherwise, shall be given in respect of the disregarded fractional entitlement.

The Conversion Ratio shall be subject to adjustments from time to time, at the determination of our Board, in the event of any alteration to the share capital of SEB, whether by way of rights issue, capitalisation issue, consolidation of shares, subdivision of shares or reduction of capital howsoever being effected, in accordance with the provisions of the Constitution. Our Company shall give notice in writing to the RCPS-i holders of its intention to make such adjustments to the Conversion Ratio.

Participation in profits

Subject to the rights to the preferential dividends and any Additional Preferential Dividends, the RCPS-i holders shall not be entitled to participate in the surplus profits (if any) remaining at such time after the payment of the preferential dividends and such Additional Preferential Dividends (if any).

Redemption

- (a) Our Company may at any time after the RCPS-i Issue Date, at our discretion, redeem wholly or in part on a pro rata basis the outstanding RCPS-i by giving not less than thirty (30) days' notice in writing to the RCPS-i holders of its intention to do so, subject to compliance with the Act, including where such RCPS-i is intended to be redeemed out of the capital of our Company, such notice of redemption shall be subject to all directors of our Company having made a solvency statement in relation to such redemption in accordance with the provisions of the Act. The redemption of the RCPS-i shall take effect on the 30th day from the date of the notice or such other later date as may be specified in the notice ("Redemption Date"). The Redemption Date and book closure date to be used to determine the RCPS-i holders who are entitled to receive the redemption payment shall be stated in the notice.
- (b) On the Redemption Date, if our Company decides to redeem the outstanding RCPS-i as described in item (a) above, the redemption price, payable in cash, shall be the aggregate of: (i) the RCPS-i Issue Price (ii) any preferential dividends declared but unpaid as at the Redemption Date; (iii) any Deferred Dividends as at the Redemption Date; and (iv) a redemption adjustment that yields an effective return of ten percent (10%) per annum, computed based on the internal rate of return formula, from the RCPS-i Issue Date and up to the Redemption Date, out of the distributable profits of our Company and after taking into account (i), (ii) and (iii) above and all Preferential Dividend declared and paid up to the Redemption Date ("Redemption Price").
- (c) The RCPS-i holders shall sell the undivided proportionate interest of the respective RCPS-i holders in the Business on the Redemption Date to our Company at the Redemption Price, and pursuant to the redemption and payment of the Redemption Price on the Redemption Date for the RCPS-i redeemed, all rights, benefits and entitlements accorded to such RCPS-i holders, shall cease.

(d) Upon redemption of the RCPS-i, the RCPS-i holders shall (in and for compliance with Shariah) waive their rights to receive any Profits that has not been declared as preferential dividend by our Company and which do not form any part of the Deferred Dividends from the period beginning on the last dividend declaration date preceding the Redemption Date up to the Redemption Date. By subscribing to the RCPS-i, the RCPS-i holders agree (in and for compliance with Shariah) to this waiver with such waiver to be decided by our Board at the point of redemption on behalf of the RCPS-i holders.

Restrictions on payment : of dividends to SEB Shares

- (a) So long as any RCPS-i remains unredeemed, and in the event that dividends are declared and the preferential treatment is approved by our Board on the day of the dividend declaration, our Company shall not pay or distribute any dividend on SEB Shares, unless the preferential dividend payable on the RCPS-i for the period immediately preceding such ordinary share dividend and any preferential dividends declared but unpaid or Deferred Dividends, has been paid or otherwise provided for in full.
- (b) In the event that dividends are declared, and subject to our Board approving the payment and affirming the priority of payment, the ordinary shareholders shall waive their right to dividend payment, unless and until our Company has paid such preferential dividends declared but unpaid or Deferred Dividend to the RCPS-i holders. For avoidance of doubt, it is agreed that the passing of the resolution at the EGM of the ordinary shareholders to amend the Constitution (embedding the rights of the RCPS-i holders), shall represent their agreement in and for compliance with Shariah, for the priority of distribution (of dividends) to be decided by our Board at the point of distribution on behalf of the ordinary shareholders.

Rights to receive notices, reports, and audited financial statements, and attend meetings and voting rights

The RCPS-i holders shall be entitled to the same rights as our Company's ordinary shareholders as regards to the receipt of notices (including that of general meetings), reports and audited financial statements, to attend meetings and to receive shareholders' resolutions in writing, but shall not be entitled to vote or approve any shareholders' resolution or vote at any general meeting, save and except in respect of any resolution made:

- (a) when the preferential dividends or any part thereof is in arrears and unpaid for more than six(6) months;
- (b) on a proposal to reduce the share capital of SEB;

- (c) on a proposal for the disposal of substantially the whole of our Company's property, business and undertaking;
- (d) on a proposal to wind-up our Company;
- (e) during the winding-up of our Company; or
- (f) on any proposal that affects the rights and privileges attached to the RCPS-i, including the amendments to the Constitution.

In any of the aforesaid circumstances, each RCPS-i holder shall be entitled to vote at all general meetings of the members of its class, and on a poll at any such general meetings to one (1) vote for each RCPS-i held.

Ranking of the RCPS-i

As at the LPD, our Company has no other preference shares in issue.

The RCPS-i shall rank equally amongst themselves, and will rank ahead in point of priority to the holders of the SEB Shares and all other classes of shares (if any) in our Company, in respect of payment of dividends and payment out of the assets of our Company upon any liquidation, dissolution or winding-up of our Company, provided always that our Board approves such payment of dividends and payment out of the assets of our Company on this basis and further affirms the priority of payment to the holders of the RCPS-i.

The RCPS-i shall rank subordinated to all our Company's creditors in respect of payment of debt and payments out of assets of our Company upon liquidation, dissolution, or winding-up of our Company.

Our Board shall not issue any preference shares (other than additional RCPS-i) which rank equally with or in priority to, the RCPS-i unless the issue of such securities has first been approved by the RCPS-i holders by way of an ordinary resolution of such holders.

Ranking of the : Conversion Shares

The Conversion Shares shall, upon allotment and issue, rank equally in all respects with the then issued SEB Shares including the entitlements to dividends, rights, allotments or other distributions, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, of which the entitlement date is before the date of allotment of such Conversion Shares.

Rights in the event of : winding-up, dissolution or liquidation

- (a) On a return of capital on the dissolution, windingup or liquidation of our Company, the RCPS-i holders shall have, in priority to the holders of ordinary shares and all other classes of shares (if any) in our Company, the right to payment of: (i) all capital paid up on the RCPS-i; and (ii) any preferential dividends declared but unpaid, but shall have no right to the residue (if any) of such surplus assets that shall remain after payment of the capital paid up on all other classes of shares in our Company.
- (b) Subject to the approval of our Board for the distribution, the holders of ordinary shares and all other classes of shares (if any) in our Company shall waive their right to receive proceeds from liquidation, dissolution or winding-up for the benefit of the RCPS-i holders until the RCPS-i holders have received their payment in full on all capital paid up on the RCPS-i by the respective holder, and any preferential dividends declared but unpaid. For avoidance of doubt, it is agreed that the passing of a resolution at an EGM of the ordinary shareholders to amend the Constitution (embedding the rights of the RCPS-i holders), shall represent their agreement (in and for compliance with Shariah) for the priority of distribution (of assets upon the liquidation, dissolution or winding-up of our Company) to be decided by our Board at the point of distribution on behalf of the ordinary shareholders.
- (c) Our Company shall pay in cash and in full, the amount which shall be equivalent to: (i) all the capital paid up on the RCPS-i by the respective holder; and (ii) any preferential dividends declared but unpaid upon liquidation, dissolution or winding-up of our Company, out of the proceeds of liquidation of the assets of our Company.
- (d) By subscribing to the RCPS-i, the RCPS-i holders agree (in and for compliance with Shariah) to waive any Deferred Dividends that have not been declared as preferential dividends by our Company up to the point of liquidation, dissolution or winding-up of our Company, with such waiver to be decided by our Board at the relevant time on behalf of the RCPS-i holders.

Transferability

The RCPS-i shall be transferable, subject however to the applicable laws, regulations and rules that would apply to the securities of our Company.

Listing status

The RCPS-i and the Conversion Shares will be listed and quoted on the Main Market of Bursa Securities.

Governing law : Laws of Malaysia.

Rating : The RCPS-i will not be rated.

3.3 Basis of determining the RCPS-i Issue Price, Implied Conversion Price and Conversion Ratio

(a) RCPS-i Issue Price

The RCPS-i Issue Price represents the TERP of SEB Shares based on the five (5)-day VWAMP of SEB Shares up to and including the Announcement LTD of RM0.59.

The RCPS-i Issue Price was determined after taking into consideration the following:

- (i) TERP of SEB Shares based on the five (5)-day VWAMP of SEB Shares up to and including the Announcement LTD of RM0.59; and
- (ii) prospects of our Group after the completion of the Rights Issue.
- (b) Implied Conversion Price and Conversion Ratio

The Implied Conversion Price was determined based on the RCPS-i Issue Price and the Conversion Ratio, and represents the TERP of SEB Shares.

The Conversion Ratio and/or the Implied Conversion Price were determined after taking into consideration the following:

- TERP of SEB Shares of RM0.41 based on the five (5)-day VWAMP of SEB Shares up to and including the Announcement LTD of RM0.59; and
- (ii) timing restriction imposed on the conversion of RCPS-i into new SEB Shares.

3.4 Shareholders' undertaking

The Rights Issue of RCPS-i will be undertaken on full subscription basis.

Our Company has procured the PNB Undertaking and the Funds' Undertaking in respect of the Rights Issue of RCPS-i, pursuant to which PNB and ART, acting in its capacity as trustee of the Funds, irrevocably undertake that:

- (a) PNB and the Funds will subscribe in full for all the RCPS-i that PNB and the Funds shall be entitled to under the Rights Issue of RCPS-i as at the Entitlement Date; and
- (b) PNB and the Funds will, at an allocation to be determined later, and subject to the availability of Excess RCPS-i, subscribe for all the remaining RCPS-i not taken up or not validly taken up by other Entitled Shareholders and/or their renouncees by way of excess application.

As the PNB Undertaking and the Funds' Undertaking will enable the Rights Issue of RCPS-i to be undertaken on a full subscription basis, no underwriting arrangement has been procured by our Company for the Excess RCPS-i not taken up or not validly taken up by the Entitled Shareholders and/or their renouncees.

For illustrative purposes, based on the collective shareholding of PNB and the Funds as at the LPD, their respective entitlements under the Rights Issue of RCPS-i and their committed excess application pursuant to the PNB Undertaking and the Funds' Undertaking are as follows:

s subscribed Indertaking and dertaking	6	unt (2) %	(00	3.4 100.00
Total RCPS-i to be subscribed oursuant to the PNB Undertaking and the Funds' Undertaking	No. of	RCPS-i Amount	(,000) (RM,000)	
4	 	(1) %		87.85 2,
Committed excess application under the PNB Undertaking and the Funds' Undertaking	9	Amount	(RM,000)	863,337.1
Committed exc PNB Under	No. of	RCPS-i	(000,)	2,105,700
		(1) %		12.15
ntitlement		Amount	(RM'000)	119,376.4
ш	No. of	RCPS-i	(000,)	291,162
ling as		%		12.15
Direct shareholding at the LPD	No. of SEB	Shares	(000,)	727,905
			'	the
				and
				PNB

Note:

Computed based on the RCPS-i to be subscribed divided by the total RCPS-i to be issued pursuant to the Rights Issue of RCPS-i. $\widehat{\mathcal{E}}$

have sufficient financial resources to fulfill their commitment under the PNB Undertaking and the Funds' Undertaking. Maybank IB has verified that PNB and the Funds PNB and the Funds have confirmed via the letters of undertaking dated 24 September 2018 from PNB and ART, acting in its capacity as trustee of the Funds, that they have sufficient financial resources to fulfill their commitment under the PNB Undertaking and the Funds' Undertaking.

where ASB individually and/or the PNB Group collectively holds more than 33% but less than 50% of the enlarged issued share capital of SEB, an increase in the months, thereby triggering the obligation for ASB and/or the PNB Group to undertake the Mandatory Offer pursuant to Section 218(2) of the CMSA and Paragraphs 4.01(a) and 4.01(b) of the Rules. As it is not the intention of the PNB Group to undertake the Mandatory Offer, the Exemption was sought and SC had vide its letter individual shareholding of ASB and/or collective shareholding of the PNB Group by more than 2% of the enlarged issued share capital of SEB in any period of six (6) The conversion of the RCPS-i held by PNB and the Funds pursuant to the PNB Undertaking and the Funds' Undertaking on the RCPS-i Maturity Date may result in (i) an increase in the individual shareholding of ASB and/or collective shareholding of the PNB Group to above 33% of the enlarged issued share capital of SEB; or (ii) dated 6 December 2018, granted an Exemption to the PNB Group from the obligation to undertake the Mandatory Offer.

4. RATIONALE FOR THE RIGHTS ISSUE

Our Group currently has three distinct business divisions, namely E&C, Drilling and E&P. Over the years, each of these divisions has emerged as leaders in their respective segments and are recognised by our clients for their delivery and safety performance. Currently, these divisions are funded centrally by our Group. Each of these divisions has differing growth aspirations, capital requirements and risk-reward profiles.

After taking into consideration the recovery of the oil and gas industry, our Group has formulated a strategic plan that will enable these business divisions to grow and operate independently. The plan includes the Rights Issue, the Proposed OMV Transaction pursuant to our Company's announcements dated 12 September 2018, 9 November 2018 and 5 December 2018, details of which are set out in Section 7.4 of this Abridged Prospectus, and a possible strategic partnership for our Drilling business, which would result in the strengthening of our Group's core businesses.

The primary objective of the Rights Issue is to reduce the borrowings of our Group, so as to strengthen our balance sheet. The stronger balance sheet would enable our Group to bid for and undertake higher value projects globally. In addition, our Group will benefit from savings in financing costs of approximately RM171.5 million per annum arising from the lower borrowings outstanding. Accordingly, the Rights Issue is expected to provide our Group greater financial flexibility in pursuing and executing projects in conjunction with the improving prospects of the oil and gas industry and improve earnings through the reduction in financing costs.

After due consideration of various methods of fund raising, our Board is of the view that the Rights Issue is the most appropriate avenue of raising funds due to the following reasons:

- it enables our Company to raise proceeds which will be used in the manner set out in Section 5 of this Abridged Prospectus;
- it will further strengthen our Company's capital base and at the same time, improve our gearing level following the reduction in the borrowings of our Group;
- it provides the Entitled Shareholders with an opportunity to further increase their equity participation in our Company's future growth and prospects amidst the gradual recovery of the oil and gas industry via subscription of the Rights Shares at the Rights Issue Price, which represents a discount to the prevailing market price of SEB Shares, without diluting their respective equity interest, provided that such Entitled Shareholders fully subscribe for their respective entitlements for the Rights Shares;
- (d) the Warrants attached to the Rights Shares is intended to reward and provide the Entitled Shareholders with an option to further increase their equity participation in our Company by exercising their Warrants during the Exercise Period. The exercise of the Warrants will also strengthen the capital base of our Company and provide additional funds to our Group. In addition, the Warrants will be listed and traded separately from the SEB Shares on Bursa Securities thereby providing holders of the Warrants with an avenue to monetise the Warrants should they choose to do so; and
- (e) the Rights Issue of RCPS-i will enable our Company to raise the requisite funds without our Company being over-capitalised after taking into consideration the new SEB Shares to be issued pursuant to the Rights Issue of Shares with Warrants, given our Company's right (without obligation) to redeem the RCPS-i which will allow us to manage our share base.

5. USE OF PROCEEDS

The Rights Issue is expected to raise gross proceeds of approximately RM3,978.8 million, the breakdown of which is as follows:

	Amount
	(RM'000)
Proceeds from the Rights Issue of Shares with Warrants	2,996,077.5
Proceeds from the Rights Issue of RCPS-i	982,713.5
Total	3,978,791.0

The total gross proceeds are expected to be used in the following manner:

Description of use of proceeds	Estimated timeframe for use of proceeds from the Listing Date	Amount
		(RM'000)
Part repayment of the bank borrowings of our Group (1)	Within one (1) month	3,897,491.0
Defray estimated expenses relating to the Corporate Exercises (2)	Within one (1) month	81,300.0
Total	_	3,978,791.0

Notes:

As at the LPD, the total borrowings of our Group is approximately RM17,209.2 million. The proceeds from the Rights Issue will be used to partly repay the amount due to lenders of the following facility:

Facility Term loan for the conventional 2014 facility (USD) *	Name of lender Maybank International Labuan Branch; CIMB Bank Berhad, Labuan Offshore Branch; United Overseas	Purpose USD1,737 million (equivalent to approximately RM5,727 million) to refinance a bridging facility which was used	Maturity date February 2019	Interest rate London Inter-bank Offered Rate + 2.25%	Outstanding amount USD993.1 million (equivalent to approximately RM4,151.1 million)
	Branch; MUFG Bank, Ltd., Labuan Branch; RHB Bank (L) Ltd; Standard Chartered Bank Offshore Labuan; Sumitomo Mitsui Banking Corporation, Labuan Branch; ABN AMRO Bank N.V., Singapore Branch; and ING Bank N.V., Singapore Branch.	acquisition of the tender rig business i.e. Seadrill Tender Rig Limited (now known as Sapura Drilling (Bermuda) Ltd) for USD2,646 million (RM8,032 million), which was completed in 2013; and USD899 million (equivalent to approximately RM2,974 million) to part finance the acquisition of the E&P business i.e. Newfield Malaysia Holdings Inc. (now known as Sapura Exploration and Production (Malaysia) Inc) for USD896 million and transaction costs of USD3 million, which was completed in 2014.			

* Forms part of the multi-currency facilities comprising term loan and revolving credit for the conventional 2014 facility, Islamic 2015 facility (Murabahah term financing), conventional 2017 facility (term loan facility), multi currency unrated Sukuk programme and guarantee facility with various lenders including the above-mentioned lenders.

The part repayment of the bank borrowings of our Group is expected to result in savings in financing cost of approximately RM171.5 million per annum based on an interest rate of approximately 4.4% per annum.

The breakdown of the total bank borrowings of our Group as at the LPD is as follows:

	Amount		
	(USD'000)	(RM'000)	
Bank borrowings denominated in USD	2,652,175	11,086,092	
Bank borrowings denominated in RM	1,513,969	6,328,390	
Less: unamortised transaction costs	(49,117)	(205, 308)	
Total	4,117,027	17,209,174	

(2) Comprising professional fees, underwriting commission, fees payable to the relevant authorities, printing and despatch costs of the circular to our shareholders in relation to the Corporate Exercises and this Abridged Prospectus, advertising cost and cost of convening the EGM of our Company, as follows:

	Amount
Professional fees	(RM'000) 3,531.4
Underwriting commission	75,000.0
Fees payable to the relevant authorities	538.6
Printing and despatch cost of the circular and this Abridged Prospectus, advertising cost and cost of convening the EGM of our Company	2,230.0
Total	81,300.0

Part of the proceeds from the Rights Issue of Shares with Warrants will be used to fund the estimated expenses relating to the Rights Issue.

The proceeds to be raised by our Company from the exercise of the Warrants are dependent on the total number of the Warrants exercised during the Exercise Period. Proceeds arising from the exercise of the Warrants will be used as working capital for our Group and/or repayment of borrowings, as the case may be.

Pending the use of proceeds as set out above, our Company will place the proceeds in profit/interest-bearing deposits with financial institutions and/or short-term money market instruments as our Board deems fit. Further, proceeds from the Rights Issue of RCPS-i will be placed in deposits with Islamic financial institutions and/or Islamic short-term money market instruments which comply with Shariah. The profit/interest (as the case may be) derived from deposits with financial institutions and/or any gains arising from short-term money market instruments will be used for working capital purposes.

There will be no proceeds raised upon conversion of the RCPS-i into new SEB Shares, as the conversion will be satisfied by surrendering such number of RCPS-i to be converted, based on the Conversion Ratio.

6. RISK FACTORS

In addition to the other information contained in this Abridged Prospectus, you and/or your renouncees and/or transferees, if applicable, should carefully consider the following risk factors which may have an impact on the future performance of our Group before subscribing for or investing in the Rights Shares with Warrants and RCPS-i.

6.1 Risks relating to the oil and gas industry

6.1.1 Fluctuation in oil and natural gas prices

Fluctuation in oil and natural gas prices has a direct impact on our E&P business as there is a direct correlation between oil and natural gas prices and the performance of our E&P business. The fluctuation in oil and natural gas prices also has an indirect impact on our E&C and Drilling businesses as oil and gas companies may vary their activities relating to the development and production of offshore oil and gas fields.

Both oil and natural gas prices have historically been volatile and may continue to be volatile in the future. Oil and natural gas prices have a direct bearing on the levels of activity in the oil and gas industry, including the levels of offshore exploration, development and production activities. Prices for oil and natural gas fluctuate in response to a variety of factors, including, without limitation:

- (i) the level of demand for oil and natural gas, which closely correlates with global economic growth;
- (ii) costs pertaining to the exploration, development, production and delivery of oil and natural gas;
- (iii) technological advances in exploration, development and production;
- (iv) output level of oil by non-OPEC countries, the ability of OPEC countries to set and maintain oil production levels and oil prices and the level of crude inventories and the availability of excess production capacity;
- (v) competition from alternative fossil fuels, including but not limited to shale oil and gas, oil sands and gas to liquids;
- (vi) government policies, including those related to the exploration, development and production of their oil and natural gas reserves and policies relating to energy security and environmental regulations;
- (vii) adverse global weather conditions and natural disasters;
- (viii) global political, military and economic conditions;
- (ix) shifts in end-client preferences toward fuel efficiency;
- (x) progress in development of alternative energy, including but not limited to renewable energy; and
- (xi) continuous discovery of hydrocarbon reserves globally.

Drop in global crude oil and natural gas prices below a certain level may lead to oil and gas companies reducing capital expenditure until such time global crude oil and natural gas prices have increased and stabilised. Significant and continuous cuts in capital expenditure by oil and gas companies may have a significant impact on our revenue and financial position. Drop in the level of capital expenditure in the market would have a direct impact on our E&C and Drilling businesses as the number of activities leading to contracting would correspondingly reduce.

6.1.2 Adverse weather conditions and natural hazards

Natural hazards, such as tropical storms, tsunamis and earthquakes, in the areas where we operate may damage our equipment, offshore structures or other facilities used in our operations which could result in disruption to our operations. This may result in our Group not being able to complete our contractual obligations in a timely manner or if we are not able to obtain adequate replacement or make the requisite repair works within the contractual period, we may not be able to complete our contractual obligations within our cost constraints, as we may need to consider alternative options to fulfill our contractual obligations, including leasing replacement equipment in the interim, which may increase the costs involved. Any of the foregoing could have a material adverse effect on our business, operating results and financial condition.

6.1.3 Technological changes in the market or changes in the needs, preferences and technical requirements of our clients and partners

The competitiveness of our Group in the market depends largely on our ability to keep up with developments in technology in related areas. If we are unable to anticipate technological trends or to rapidly develop and incorporate new technology that our clients require, we may not be able to meet the high technical requirements of our clients or otherwise to offer sufficiently advanced services to our clients' satisfaction.

In addition, our operations, including our range of services, offerings and pricing, are largely subject to changes in the needs, preferences and technical requirements of our clients. If we do not have the expertise, technology or capital resources to respond adequately to changes required by our clients or fail to respond to those changes in a timely manner, we may lose these clients or fail to establish relationships with new clients, which could have a material adverse effect on our business, operating results and financial condition.

6.1.4 Political, socio-political, economic and regulatory condition

Any adverse development or change in the political or socio-political landscape and economic uncertainties in Malaysia or other countries in which we operate, could materially and adversely affect the business, operating results and financial condition of our Group.

Political, socio-political or regulatory changes such as introduction of new laws and regulations which impose and/or increase restrictions on imports, imposition of capital or foreign exchange controls and changes in interest rates or taxes will impact our business, operating results, financial condition, and prospects. Further, it is possible that regulatory changes to laws and policies in countries where we operate result in an increased cost for our Group in complying with these changes. Other adverse political situations include the risks of wars, terrorism, nationalisation and expropriation which may also affect the performance of our Group.

6.1.5 Existing and proposed regulations affecting greenhouse gas emissions and climate

The issue of climate change and the effect of greenhouse gas emissions, in particular those from fossil fuels, is attracting increasing attention worldwide. As a result, a number of countries have adopted, or are considering the adoption of, regulatory frameworks to reduce greenhouse gas emissions. For example, pursuant to the Paris Agreement in 2016, adopting countries, such as Malaysia, may implement plans and policies to reduce emissions of greenhouse gases.

As our business depends on the levels of activity in the oil and gas industry, existing or future laws, regulations, treaties or international agreements related to greenhouse gases and climate change, including incentives to conserve energy or use alternative energy sources, could have an adverse impact on our business if such laws, regulations, treaties or international agreements lead to lower worldwide demand for oil and natural gas or otherwise result in reduced economic activity generally. In addition, such laws, regulations, treaties or international agreements could result in increased compliance costs or additional operating restrictions, which may have a negative impact on our business.

Any of the abovementioned regulatory changes may impact our operations or our clients' operations, which in turn could have a material adverse effect on our business, operating results and financial condition.

6.2 Risks relating to our Group

6.2.1 Operational Risk

6.2.1.1 Occurrence of major health, safety and environmental ("HSE") and operational incidents

Major HSE and operational incidents could occur in the course of our operations which may affect our business, operating results, financial condition and reputation if such incidents are not contained or managed in a satisfactory or timely manner. Insurance coverage may be insufficient to cover for damages and we may additionally face litigation or penalties in respect of such incidents. HSE risks and occupational hazards that are inherent in our business include uncontrolled fires and explosions, and pollution and other damage to the environment as a result of spillage of hydrocarbons, fuel, lubricants or other chemicals and substances used in our operations. Any of these risks materialising may result in environmental and other damage claims including those by our employees, clients and third parties, and we may have to channel substantial resources to address these issues.

6.2.1.2 Attracting and retaining key management personnel and skilled workers

Being in a highly specialised industry, our continued growth and success depends in large measure on certain key management personnel and experienced skilled workers with highly specialised skills. Presently, our Group is managed by a team of qualified management personnel with extensive knowledge and experience in the oil and gas industry.

The loss of the services of any key personnel and the failure to attract and retain appropriate successors may adversely affect the quality of our services, growth prospects and our ability to compete effectively in the oil and gas industry.

Our operations require a number of skilled and experienced workers, a sudden loss of which may adversely affect the quality of our services and operations of our business. There can be no assurance that we will be able to retain our existing workers and attract and retain new workers. Further, talent retention through more competitive remuneration package may result in increased costs.

6.2.1.3 Breakdown, non-performance or loss of key assets, equipment, technological systems and facilities

Our operations are dependent on the operating efficiency and reliability of our key assets, equipment and facilities in terms of operational worthiness and compliance with safety standards, and we are required to maintain our key assets, equipment and facilities through scheduled and unscheduled repair and maintenance. It is inherent in our business that there are risks and hazards relating to our machineries and other equipment, such as blowouts, reservoir damage and equipment defects, which will result in a loss of production. As such, our Group's repair and maintenance programme is an important part of our business operations and involves substantial expenditure and could result in loss of opportunity from downtime of our equipment and facilities while they are undergoing the repair and maintenance programme. Repair and maintenance of our key assets, equipment and facilities can be costly and time-consuming and, any or both of which could result in significant tangible and intangible losses to our Group.

Unexpected breakdowns, non-performance or loss of key assets, equipment and facilities are unpredictable. In the event of downtime or loss of our key assets, equipment and facilities, we may incur additional costs and losses arising from the disruption of our workflow and scheduled activities. Rectification of breakdown or non-performance of this type, depending on its severity, may also require replacement or repair of key components, the procurement of which may entail long lead-times. Rectification on the affected key assets, equipment and facilities may require us to incur substantial expenditures, which may result in the affected key assets, equipment and facilities being out of service and unable to generate revenue for extended periods of time.

The occurrence of any of the above may potentially disrupt the operation of our key assets, equipment or facilities and may result in us being unable to meet our contractual obligations with our clients or may otherwise have a material adverse effect on our business, operating results and financial condition.

Our operations are also dependent on our technology systems which could be exposed to, amongst others, damage or interruption from telecommunications failure, unauthorised entry and malicious computer virus. These may cause significant disruption to our technology systems and may lead to important data being irretrievably lost or damaged. Such loss or disruption may also have a material adverse effect on our business, operating results and financial condition.

6.2.1.4 Performance of independent contractors and delivery of products and services provided by them on a satisfactory and timely manner

We may sub-contract part of the contracts awarded to our Group to independent contractors and we may not always be able to control the timing and quality of these deliverables. In the event the deliverables are not satisfactory either due to the inability of the contractors to perform the work or due to delivery of work that does not meet the contractual quality standards, we may face delays in the completion of the contract and may incur substantial additional costs in order to complete these contracts in time. This may lead to our costs exceeding estimates and we may not be able to pass on these increased costs to our clients.

Further, if we are unable to obtain materials, machineries and engage the requisite labour/personnel in a timely manner, it could have an adverse impact on our operating results. In the event of any interruption to the products and services provided, we may not be able to find adequate replacement on a timely basis, if at all, or on acceptable commercial terms. This may result in our Group not being able to complete our contractual obligations in a timely manner or if we are not able to obtain adequate replacement on satisfactory terms, we may not be able to complete our contractual obligations within our cost constraints. Any of these occurring may also materially and adversely affect our business, operating results and financial condition.

6.2.1.5 Fluctuations in prices and availability of materials

As the cost of materials represents a significant part of the operating costs of our Group, particularly for E&C and Drilling businesses, there is a risk that the increase in the price of materials may have a negative impact on our operations. The availability of materials will have a direct effect on the price of the materials. Most of the contracts between us and our clients are based on fixed rate or on lump sum basis. In the event we are required to procure the supply of materials as part of the contract and there is an increase in material prices prior to the purchase of materials, there is no assurance that we will be able to pass on the increase in price to our clients. In such event, although this risk has not materially and adversely affected us in the past, our business, operating results and financial condition may be materially and adversely affected in the future.

6.2.1.6 Adequacy of insurance coverage for all losses and liabilities that may arise in connection with our operations

While we maintain insurance at levels that we believe are customary in our business to protect against various losses and liabilities, there can be no assurance that our insurance coverage will be adequate to cover all losses or liabilities which might occur in our operations in the future. Further, some risks may not in all circumstances be insurable and we may elect to not obtain insurance to cover for certain risk due to the high premium payable for such coverage or for other reasons.

The operation of our facilities involves inherent risks and occupational hazards, and if we incur substantial liability from uninsurable or uninsured risks or insufficient insurance coverage, it could have a material adverse effect on our business, operating results, and financial condition.

The insurance coverage is also subject to periodic renewal. If the availability of our insurance coverage is reduced significantly for any reason, we may become exposed to certain risks for which we are not and/or could not be insured. Further, if premium levels for the insurance coverage required for our operations increase significantly, we could incur substantially higher costs for such coverage or may decide to reduce the coverage amount, either of which could have a material adverse effect on our business, operating results and financial condition.

6.2.1.7 Claims and incurrence of additional costs during the warranty period for defects and warranties arising from products delivered or services performed

We may face claims by our clients in respect of defects, poor workmanship or non-conformity to our clients' specifications in respect of products to be delivered or services to be performed by our Group. We typically grant a warranty of up to 24 months and during the warranty period, we are required to provide corrective services to resolve any problems that may arise from such defects. We recognise a provision at the end of each financial year for expected warranty claims based on past experience of required levels of repairs and rectification works. These warranty provisions, or our insurance coverage, may not be sufficient to cover costs incurred that are in excess of our warranty provisions. If the costs of any rectification works exceed our warranty provisions or are not covered by our insurance policies, our business, operating results and financial condition may be materially and adversely affected.

6.2.1.8 Existing and potential litigation, arbitration, tax claims and regulatory proceedings

As disclosed in Section 4 of Appendix VIII of this Abridged Prospectus, we are presently in the midst of litigation for various proceedings and in various jurisdictions and there can be no certainty that the outcome of the litigation would be decided in our favour.

In addition, there is no assurance that we will not be involved in litigation, arbitration, tax claims or regulatory proceedings in the future, and in such event, there is no assurance that such litigation, arbitration, claim or proceedings would be decided in our favour.

Should the decision be made against us, either in respect of pending litigation or prospective litigation, taking into consideration the potential size of the claims being made in the respective litigation, it may have a material adverse effect on our business, operating results and financial condition.

6.2.1.9 Occurrence of catastrophic events in the course of our Group's business

The business in which we are involved in are subject to inherent risks of catastrophic events occurring in the course of business, with extensive effects caused on our workers' safety and well-being, the environment and our business operations. Among the instances of catastrophic events in the history of the oil and gas industry is the explosion and related fire at the Deepwater Horizon offshore drilling rig in the USA in 2010 which resulted in a major oil spill in the Gulf of Mexico with an estimated 4.9 million barrels of oil being spilled. Another example is the oil well blowout in Alaska in 2012 due to a drilling contractor hitting a pocket of gas which triggered a methane blowout, leading to possibilities that the rig may explode. The natural gas leaks continued for three (3) days before it could be contained, with an unknown amount of gas being leaked in the period. There is no assurance that we will not suffer similar catastrophic events in the future, having a material adverse effect on our business, operating results and financial condition.

6.2.2 Financial Market Risk

6.2.2.1 Global capital and credit market issues affecting liquidity

Volatility in global financial markets has added to the uncertainty of global economic outlook. In addition, our Group remains subject to the possibility of reduced access to and increased costs of funding, a slowing down in the activity of our business partners or other adverse impacts on entities with whom we have business dealings.

The nature of our business is capital intensive and we may require additional capital to finance our businesses in the future including the development and rejuvenation of our oil and gas assets in our E&P business and when necessary, acquisition, upgrading of our equipment and facilities including our rigs and vessels for the E&C and Drilling businesses in order to undertake projects. Our Group therefore depends on stable, liquid and well-functioning capital and credit markets to fund our future capital expenditures, and failure to obtain sufficient financing on a timely and satisfactory basis could result in us forfeiting our interest in certain oil and gas concessions, to miss certain acquisition and business opportunities and reduce or terminate our operations. There can be no assurance that internal cash to be generated from our operations is available or sufficient to meet these requirements

If market conditions deteriorate due to economic, financial, political or other reasons or interest rates were to increase, our ability to obtain bank financing and access the capital markets in the future may be adversely affected. We cannot be assured that any required additional financing, either on a short-term or long-term basis, will be made available on terms satisfactory to our Group or at all. If we are unable to obtain adequate funding when needed or obtain it on favourable terms, it may be difficult for us to meet our own capital requirements, take advantage of business opportunities or respond to competitive pressures. Any or all of these developments could have a material adverse effect on our business, operating results and financial condition.

6.2.2.2 Foreign exchange fluctuation

Our consolidated financial information as included in this Abridged Prospectus is denominated in RM, being the presentation and functional currency of our business. Our Group has transactional currency exposures arising mainly from revenue or costs and advances that are denominated in a currency other than the respective functional currencies of our operating entities, primarily RM and USD. As such, changes in the exchange rates between RM, USD and other currencies could have an adverse impact on our financial condition, including as a result of translation when converting other currency amounts to RM for consolidated financial statement purposes.

6.2.2.3 Interest rate fluctuation

Our Group is exposed to interest rate fluctuation in respect of our loans and borrowings at floating rate. Interest rate may vary or fluctuate over time based on an underlying benchmark interest rate or index that changes periodically. A higher underlying benchmark interest rate or index will translate to an increase in interest expenses to our Group. In addition, any material adverse change in factors affecting the oil and gas industry and/or the credit rating of our Group, may result in higher interest expense to our Group.

6.2.3 Business Risk

6.2.3.1 Competitive landscape in which we operate

We operate in a business sector which faces competition both locally and internationally from competitors providing similar products and services. In addition, with the rebound in oil and natural gas prices, it is expected that greater competition in the near future may arise in the oil and gas sector. Some of the oil and gas companies against whom we compete, may have competitive advantage over us in certain areas, as they may have better asset portfolios (such as larger fleets and more technologically advanced assets), longer operating histories, greater capital resources, stronger relationships with particular clients or stronger track record. As our contracts are normally awarded on a competitive bid basis, our ability to succeed usually depends on many factors including pricing, experience (track record of timely project completion), quality of service, financial strength, equipment suitability, reputation for HSE practices and technological suitability. If we are not able to compete with the other companies, this may lead to our Group not being able to secure new contracts and even maintain existing contracts, which will result in our Group not being able to expand our operations or maintain our existing market presence, which may have a material adverse effect on our business, operating results and financial condition.

6.2.3.2 Fulfilling debt repayment obligations in the event of a delay or non-completion of the Rights Issue and the Proposed OMV Transaction

The proceeds of the Rights Issue and part of the amount to be raised from the Proposed OMV Transaction are intended to be used for part repayment of our borrowings due in February 2019. In the event the completion of the Rights Issue or the Proposed OMV Transaction is delayed or is not completed within the expected timeframe, and our lenders have not approved the deferment of part of the borrowings due. given our Company's net current liability position of approximately RM4.2 billion as at 31 October 2018, our Company may not be able to continue as a going concern. This means that we may not be able to repay our obligations as they become due, including our debt repayment obligations of USD993.1 million (equivalent to approximately RM4,151.1 million) due in February 2019. In such an event, there is a risk that our lenders may impose penalties, additional interests and/or fees on the loans, or call an event of default, which may lead to acceleration or termination of such financing facilities and borrowings and cross defaults under other indebtedness, all of which could adversely affect our business, operating results and financial condition.

6.2.3.3 Sufficiency of cash flows or alternative sources of funding to fulfill debt obligations

As at 31 October 2018, we have long-term and short-term borrowings amounting to RM17.2 billion on a consolidated basis (further details of which are set out in Section 9.2 of this Abridged Prospectus). Our Group may not be able to generate sufficient cash flows or obtain alternative sources of funding to meet our repayment obligations as and when they are due, comply with covenants or fund other liquidity needs. Furthermore, we may default under our loans due to factors beyond our control. This may result in default under the financing arrangement, penalties and additional interest charges and could have a material adverse effect on our business, operating results and financial condition.

Further, our indebtedness may, among others, limit our ability to obtain additional financing and require us to dedicate a substantial portion of our cash flows to service our current and future debt obligations, which will reduce funds available for other purposes. Incurring significant indebtedness may increase our vulnerability to general adverse economic, industry and competitive conditions, limit our flexibility in planning for, or reacting to, changes in our business and industry, and limit our ability to borrow additional funds.

6.2.3.4 Exposure to credit risk of our clients and counterparties

Exposure to losses increases with concentrations of credit risk which may exist when a number of counterparties are involved in similar activities or operate in the same industry sector or geographical area, which may affect their ability to meet contractual obligations as a result of changes in economic, political or other conditions.

Adverse economic conditions or financial difficulties, affecting our clients and counterparties could impair their ability to pay for our services or fulfill their contractual obligations or cause them to delay payments or obligations. We depend on our clients and counterparties to remit payments on a timely basis. Any delay or default in payment could have a material adverse effect on our business, operating results and financial condition.

6.2.3.5 Continuity of order book

The contracts obtained by our Group are derived from open tenders that are highly competitive in nature given the numerous number of companies in the oil and gas industry, both locally and globally. The inability of our Group to secure new projects on a continuous basis to sustain and grow our order book may have an adverse effect on our business, operating results and financial condition.

Additionally, given the forward looking nature of our order book, it may not be necessarily indicative of our future earnings. For instance, we may not achieve our expected margin or may suffer losses on one or more of these contracts, in which case our earnings will be reduced.

6.2.3.6 There may be inaccuracies in the estimation of the oil and gas reserves and resources in the fields explored by our Group and/or geological issues surrounding the extraction of the oil and gas reserves and resources

Studies would have been conducted on the fields owned and explored by our Group in order to determine the amount of oil and gas reserves and resources contained in the particular area. However, there is the possibility that the amount of oil and gas reserves and resources estimated as being contained in a particular field has been inaccurate, which may require our Group in having to write-off the corresponding amounts booked as oil and gas reserves and resources in our accounts. The requirement to write-off a significant amount of oil and gas reserves and resources from our accounts could have a material adverse effect on our business, operating results and financial condition.

In addition, notwithstanding that the amount of reserves and resources in a particular field was correctly estimated, there may be geological risks which results in extensive difficulty to extract the oil and gas reserves and resources for sales. The costs involved in drilling and extraction may be significantly higher than initially estimated and it may also be the case that the geological issues surrounding the field makes the extraction of the oil and gas reserves and resources commercially unfeasible. Any significant increase in the costs incurred in drilling and extraction operations or any geological risks which prevents the drilling and extraction from the fields may adversely affect our business, operating results and financial condition.

6.2.3.7 Dependency on major clients

Our Group derived a significant amount of our revenue from major oil and gas clients including national oil companies and international oil majors and there is no guarantee that we can continuously secure contracts from these major clients. This dependency exposes our Group to a variety of risks including potential loss of significant sources of revenue resulting from discontinuation of contracts awarded by these major clients.

6.2.4 Regulatory Risks

6.2.4.1 Compliance with laws and regulations both in Malaysia and other countries, and the ability to obtain, renew or maintain permits, licenses and registrations required for our operations

Our operations are subject to local and foreign laws and regulations, including those related to HSE governing the oil and gas industry, in jurisdictions where we operate. These laws and regulations govern, among others, HSE compliance, specifications related to project operations, specifications related to offshore drilling rigs and requirements related to equipment operation. Further, the international laws and regulations in countries in which we operate include, but are not limited to, trade laws, investment sanction laws, environmental laws, tax laws, industry laws and capital control regulations.

As such, our domestic operations are dependent on us meeting the necessary standards required in order for our Group to be maintained in an approved list of vendors thereby enabling us to submit tenders to oil and gas companies in Malaysia to bid for projects available in the market. Any fundamental change in the local policies, such as relaxation or liberalisation of licensing requirements may have a material adverse effect on our business, operating results and financial condition.

In addition, we have expanded our business outside of Malaysia and may continue to do so in the future, including reinforcing existing markets and client coverage in Southeast Asia, India, Australia, Brazil and Mexico and pursue opportunities under new qualifications with national oil companies and international oil majors in Europe, the Middle East, East and West Africa, Caspian and Mediterranean. Arising from these ventures, our Group's business outside Malaysia is subject to regulatory risks of various jurisdictions which may differ from those faced in our operations in Malaysia, including foreign legal and regulatory risks associated with cross-border transactions and operational risks related to managing transactions outside of Malaysia. The growth of our Group's business outside Malaysia is subject to us obtaining the requisite permits, licences and/or registrations in jurisdictions in which we operate. These risks may complicate our efforts to complete these transactions and impede our ability to integrate the overseas business into our global operations. In addition, our operations rely on permits, licences and registrations to conduct business in jurisdictions where we operate. These licenses, permits and registrations may be valid for a certain period of time with renewals subject to us being in compliance with respective requirements imposed for the licenses, permits and registrations.

There can be no assurance that we will be able to remain in continued compliance with applicable laws and regulations, that we will be able to obtain, maintain and renew licences, permits and registrations required for our operations or that we would not be involved in future litigation or other proceedings relating to HSE matters, and that these costs could be material. There is also no assurance that the adoption of new HSE laws and regulations, new interpretations of existing laws and regulations, increased governmental enforcement of these laws and regulations will not subject our Group to fines or penalties or having to incur additional capital expenditures or operating expenses to upgrade, supplement or relocate our equipment and facilities.

Any failure to comply with all applicable government laws and regulations, or a change in the governmental laws and regulations governing the oil and gas industry, may disrupt our operations, result in the termination of our contracts, failure to secure new contracts, imposition of fines and sanctions, non-renewal or revocation of licenses, permits and registrations and may have a material adverse effect on our business, operating results and financial condition.

As at the LPD, there have been no instances of non-compliance with government laws and regulations, including those relating to HSE which have significantly impacted the business, operating results and financial condition of our Group.

6.2.5 Other Risks

6.2.5.1 New single largest shareholder subsequent to the Rights Issue whose interests may not be aligned with those of our Group

Subsequent to the Rights Issue, our Group may have a new single largest shareholder, depending on the level of subscription by Entitled Shareholders. Should other Entitled Shareholders not subscribe in full for their entitlement under the Rights Issue, the undertaking of PNB and the Funds to subscribe to the Excess Rights Securities may result in:

- (i) ASB's shareholding in our Company increasing from 6.46% as at the LPD to a maximum of 43.70%, subsequent to the Rights Issue, conversion of the RCPS-i and exercise of the Warrants; or
- (ii) PNB Group's shareholding in our Company increasing from 12.16% as at the LPD to a maximum of 49.39%, subsequent to the Rights Issue, conversion of the RCPS-i and exercise of the Warrants.

Accordingly, ASB and/or the PNB Group may emerge as the new single largest shareholder over our Group. As the single largest shareholder, other than in respect of certain votes regarding matters where they are an interested party and must abstain from voting under the Listing Requirements, the PNB Group would be able to influence the approval of any corporate proposal or transaction requiring a shareholders' resolution under the Act or Listing Requirements, including the approval of all final dividends, as well as the election and the appointment of our Directors. The interests of the PNB Group may differ from the interests of our other shareholders.

6.2.5.2 Non-completion of the Proposed OMV Transaction due to the nonsatisfaction of conditions precedent to the agreements

Our Group has entered into the Subscription Agreement and Shareholders' Agreement with OMV E&P, a wholly-owned subsidiary of OMV AG, in relation to the Proposed OMV Transaction in which OMV E&P will subscribe to 50% equity interest in SUP, the joint venture entity that has been incorporated to be the holding company of SUSB. The amount raised from the Proposed OMV Transaction is intended to be used as part repayment of our borrowings including, if necessary, the debt repayment falling due in February 2019 and for working capital purposes in further strengthening our balance sheet position.

The closing of the transaction is subject to conditions stipulated in the agreements. Should any of the conditions precedent stipulated in the agreements relating to the Proposed OMV Transaction not be fulfilled, it may result in termination of the said agreements, and ultimately may result in termination of the Proposed OMV Transaction. Termination of the Proposed OMV Transaction may result in our Group having to explore other avenues to repay part of our borrowings in order to strengthen our balance sheet position.

6.2.5.3 Obtaining the requisite waivers in respect of covenants stipulated in the borrowing documents with our lenders

In the course of our business, we have obtained various financing facilities and bank borrowings for the purposes of our operations, capital expenditures and acquisitions. The financings provided by various financial institutions may contain certain covenants which we will need to observe, including financial covenants based on certain ratios customary in financing transactions.

In the past three (3) financial years, we have obtained waivers from our financiers from compliance with these covenants. In the future, even if the Rights Issue and the Proposed OMV Transaction are completed, there is no guarantee that we will be able to meet the said covenants as stipulated by the financing documents as the future performance of our Group depends on various internal and external factors. If such instance were to occur, we may be in breach of certain covenants, and may require waivers and consents from the financing institutions, which may or may not be granted in a timely manner or at all.

Failure to obtain the requisite waiver may result in the lenders terminating the facility and borrowings, and our indebtedness thereunder becoming due immediately. The occurrence of an event of default may also result in a cross default under other financing facilities and borrowings of our Group. This would result in us having to source funds in a short amount of time to satisfy the payments, which may not be possible. If we fail to meet our obligations, our lenders may impose penalties, additional interests and/or fees on the loans, or call an event of default, which may lead to acceleration or termination of such financing facilities and borrowings, all of which could adversely affect our business, operating results and financial condition. This may also affect our ability to obtain financing at reasonable rates in the future.

6.2.5.4 Forward-looking statements

Certain statements in this Abridged Prospectus are based on historical data which may not be reflective of the future results, and others are forward-looking in nature, which are subject to uncertainties and contingencies.

All forward-looking statements are based on estimates and assumptions made by our Group and our Group's reliance on the studies conducted on oil and gas fields owned and explored by our business.

These estimates and assumptions although believed to be reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in such forward-looking statements.

Such factors include, among others, general economic and business conditions, competition, the impact of new laws and regulations affecting our Group and the industry, changes in interest rates and foreign exchange rates. In light of these uncertainties, the inclusion of forward-looking statements in this Abridged Prospectus should not be regarded as a representation or warranty by our Group, the Principal Adviser, the Joint Global Coordinators and the Joint Underwriters that the plans and objectives of our Group will be achieved.

6.3 Risks relating to the Rights Issue

6.3.1 Capital market

The market price of the SEB Shares is, and will continue to be, influenced by prevailing market sentiment, volatility of the stock market, interest rates movements, demand and supply of our Shares and securities, our financial condition, outlook of the oil and gas industry and changes in regulatory requirements. In view of this, there is no assurance that the market price of the SEB Shares will trade at or above the TERP of the SEB Shares subsequent to the completion of the Rights Issue.

The market price of the RCPS-i and the Warrants, like all listed securities traded on Bursa Securities, being new issue of securities is subject to, among others, price discovery by investors, fluctuation in tandem with the overall outlook of the stock market in Malaysia and globally, and will be influenced by, among others, the market price and volatility of SEB Shares as well as the remaining exercise period of the Warrants.

The RCPS-i and the Warrants are new instruments issued by our Company. Therefore, there can be no assurance that an active market for the RCPS-i and/or Warrants will develop upon listing on Bursa Securities, or if developed, will be sustainable or adequately liquid during the tenure of the RCPS-i and or the Warrants. In addition, there is no assurance that the Warrants will be "inthe-money" during the exercise period.

There can also be no assurance that the market prices of the RCPS-i and the Warrants will be at a level that meets the specific investment objective or targets of any subscriber of the RCPS-i and the Warrants. The RCPS-i and the Warrants will be traded on Bursa Securities at prices which are dependent upon market forces and may be beyond the control of our Company.

6.3.2 Failure or delay in the completion of the Rights Issue

The Rights Issue is exposed to the risk that it may be terminated or delayed in the event of a material adverse change of events or circumstances (such as force majeure events including without limitation, acts of government, natural disasters including without limitation the occurrence of a tsunami, landslide, and/or earthquakes, acts of terrorism, strikes, national disorder, declaration of a state of war, diseases or accidents, any change in law, regulation, policy or ruling), which is beyond the control of our Group, the Principal Adviser, Joint Global Coordinators and the Joint Underwriters, arising prior to the completion of the Rights Issue.

In respect of the Rights Shares with Warrants, our Group has put in place underwriting arrangements with the Joint Underwriters to underwrite all the remaining Rights Shares with Warrants not taken up by the Entitled Shareholders, either through their entitlements or excess applications. The successful implementation of the Rights Issue is dependent upon the fulfilment by the Joint Underwriters of their obligations under the Underwriting Agreement. In addition, the Underwriting Agreement allows the Joint Underwriters to terminate their commitments under certain circumstances. The circumstances that could lead to the termination of the Underwriting Agreement is set out in Section 2.6 of this Abridged Prospectus.

There can be no assurance that the abovementioned factors or events will not cause a failure or delay in the completion of the Rights Issue. In the event the Rights Shares, Warrants and RCPS-i have been allotted to the successful Entitled Shareholders and/or their renouncees and/or their transferees, if applicable, and the Rights Issue is subsequently cancelled or terminated other than pursuant to Section 245 of the CMSA, a return of monies to the successful applicants can only be achieved by way of cancellation of the Warrants, RCPS-i and share capital under the Act. Such cancellation may require the approval of the holders of the Warrants and our Company's shareholders by way of a special resolution in a general meeting, consent of our Company's creditors (where applicable) and the confirmation of the High Court of Malaya. There can be no assurance that such monies can be returned within a short period of time under such circumstances.

In the event the Rights Issue cannot be implemented or completed due to a stop order issued by the SC pursuant to Section 245 of the CMSA, our Company will undertake the necessary procedures to ensure the refund of monies is made in full without interest in respect of any application for the subscription of the Rights Shares with Warrants and RCPS-i including the Excess Rights Securities within 14 days after our Company becomes liable to do so, in accordance with the provisions of the CMSA. If such monies are not repaid within 14 days after our Company becomes liable to do so, our Company will repay such monies in accordance with Section 245 (7) of the CMSA.

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6.3.3 Potential dilution

The Entitled Shareholders' proportionate ownership and voting interest in our Company and the percentage of the enlarged issued and paid-up share capital represented by their shareholdings in our Company will also be reduced accordingly if they do not or are unable to accept their Provisional Rights Securities, should their Entitlement subsequently be taken up by other Entitled Shareholders.

6.3.4 Restriction from declaring dividends for the RCPS-i

The obligation in relation to the declaration of dividends for the RCPS-i by our Company, may be restricted due to the need to remain in compliance with certain provisions of the financing facilities provided by various financial institutions. Among the compliance requirements would include certain covenants which our Group will need to observe or in the event that there is any breach of the said covenants, a waiver of the same would need to be obtained. Accordingly, in the event that our Group is not able to meet those covenants or to obtain the requisite waiver, our Group may be restricted from declaring dividends in respect of the RCPS-i issued pursuant to this Rights Issue. This may result in an adverse effect in our ability to seek additional funding from the capital market for purposes including working capital and acquisitions.

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7. INDUSTRY OVERVIEW AND FUTURE PROSPECTS

7.1 Overview and outlook of the global economy

The global economy is expected to expand 3.7% in 2018 and 2019, lower than the earlier forecast of 3.9% (International Monetary Fund, 2018). The downward revision reflects elevating policy uncertainties with several risks stemming to growth from escalating trade tension and outflows of capital from emerging economies. At the same time, global growth has become less synchronized with mixed developments in advanced economies while projection for emerging economies, in particular, developing Asia remains favourable.

Within the advanced economies, the USA is expected to record strong growth buoyed by pro-cyclical fiscal stimulus and accommodative monetary policy. Nevertheless, the euro area, the United Kingdom and Japan are forecasted to expand at a moderate pace. Major economies in the euro area such as France and Germany, are anticipated to expand moderately given the softer external demand and deteriorating growth in productivity. In the United Kingdom, growth is weighed down by anticipation of more barriers to trade following Brexit, while Japan faces declining labour force with unfavourable demographics.

Growth in emerging economies, in particular, developing Asia is expected to remain steady supported by strong domestic demand led by India whereas China is projected to expand marginally slower given the regulatory tightening in the financial and property sectors. Meanwhile, fuel-exporting countries are expected to benefit from higher global oil prices. Nevertheless, growth in other emerging economies (Latin America and the Caribbean) is forecast to be subdued reflecting dampening trade and investment activities as well as disruptions in the financial markets.

Given heightening trade tensions, investment and industrial activities are expected to slow down. This, in turn, will reduce the demand for capital and intermediate goods which contributes significantly to global trade. Consequently, global trade is projected to expand by 4.2% in 2018 and 4% in 2019 as compared to 5.2% in 2017 (International Monetary Fund, 2018). In the near term, the outlook for global growth is tilted downwards given the tightening financial conditions, escalating trade threats and risks of a shift towards protectionism as well as geopolitical tensions.

(Source: Economic Outlook 2019, Ministry of Finance Malaysia)

7.2 Overview and outlook of the Malaysian economy

The Malaysian economy recorded a sustained growth of 4.4% in the 3Q of 2018 (2Q 2018: 4.5%), supported by expansion in domestic demand amid a decline in net exports.

Growth in the mining sector contracted further as natural gas continued to be affected by unplanned supply outages and pipeline repairs in East Malaysian facilities.

Manufactured exports grew by 7.4% (2Q 2018: 10.7%), supported by higher electronics & electrical exports (10.7%; 2Q 2018: 9.8%), with continued demand from major trading partners, particularly in the Asian region. Of significance, growth of semiconductor exports remained robust at 24.2% (2Q 2018: 21.0%), reflecting continued expansion in the global technology cycle. However, non-electronics & electrical exports moderated, particularly in petroleum products, and manufactures of metal and transport equipment. Commodities exports registered a smaller contraction of -3.0% (2Q 2018: -3.8%) as the continued decline in crude palm oil exports was partly offset by the stronger growth in mineral exports (9.3%; 2Q 2018: 8.1%), particularly in crude petroleum exports.

Headline inflation, as measured by the annual percentage change in the Consumer Price Index, declined to 0.5% in 3Q 2018 (2Q 2018: 1.3%). The lower inflation mainly reflected the impact from the goods and services tax zerorisation. Core inflation, excluding the impact of consumption tax policy changes, moderated slightly to 1.4% (2Q 2018: 1.5%).

(Source: Quarterly Bulletin: Economic and Financial Development in Malaysian Economy in the Third Quarter of 2018, BNM)

7.3 Overview of the oil and gas sector

Global supply growth remains robust, with 2018 and 2019 revised up. Global liquids supply is forecast to grow 2.2 million b/d in 2018 and 1.6 million b/d in 2019. Supply in Q4 2018 is forecast to average close to 101.3 million b/d, up 3% from Q4 2017. Production has been bolstered by substantial increases in Russia and Saudi Arabia, as compliance to production cuts eases in a bid to alleviate market concerns over perceived tightness in the market.

OPEC crude oil production rose to 32.2 million b/d in September 2018, as Saudi Arabia, Kuwait and UAE continue to boost production to help balance the market, and Libya's crude production ramped up above 1 million b/d. This has helped to offset the drop in Iranian output, as USA sanctions take effect. Iranian output is expected to fall further once the sanctions are in place, and OPEC crude production is expected to fall to 31.2 million b/d in 2019 as Iran reaches the lower limits of sanctions-induced losses, and Venezuelan output continues to decline. As a result of the supply growth outlook for 2019, OPEC faces the need to curtail its output moderately.

On 5 November 2018, USA secondary sanctions targeting Iran's energy sector took effect. The USA also announced on the same day the countries that have received waivers: China, India, Italy, Greece, Japan, South Korea, Taiwan and Turkey for 120 days. The intent is to avoid disruption to the oil market and prices rising too high to hurt economic growth. Many importers have indicated their willingness to either reduce or cease imports of Iranian oil to comply with USA sanctions. Some fully halted imports ahead of the sanctions deadline. South Korea, one of Iran's main customers, has cut all imports since August. France has not bought Iranian oil since July 2018, and Italy, Spain and Greece took their last cargoes in October 2018. Iran is assumed to have exported 1.5 million b/d of crude oil and close to 300,000 b/d of condensate in September 2018.

Global oil demand is forecast to grow 1.1 million b/d in 2018, led by the USA, China, and India. Overall growth in global oil demand is maintained at around 1.1 million b/d in 2019. India overtakes China in 2019 to become the main driver of oil demand growth, as a cooling economy combined with tightening environmental policies curb Chinese demand into 2019.

Project sanctions in 3Q 2018 continued to build off of the momentum generated in the first half of the year. From the start of 2018, 37 major projects have received FID, which surpasses the total number of project sanctions achieved in 2017. Compared with last year, producer's confidence in upstream sector investment is returning, and large mega-projects are becoming more prominent.

Roughly half of the total reserves sanctioned so far in 2018 are attributable to three major projects: Marjan Crude Increment (Saudi Arabia), LNG Canada, and Kharasaveiskoye (Russia). Whereas at this time last year the growth was primarily sourced from deepwater projects in Brazil. In 2018 Iraq, Saudi Arabia and the UAE continue to focus on developing onshore and shallow water oil fields, while major projects in Russia, Norway, and Canada are almost exclusively seeking to develop onshore and shallow water gas reserves. Over the past year, the average size of development reserves has risen to 730 mmboe from 423 mmboe, and project costs have increased to an average of USD4.3 billion up from USD3.3 billion.

(Sources: Wood Mackenzie Macro Oils short-term outlook report, November 2018, Wood Mackenzie Q3 2018 pre-FID upstream project tracker, November 2018)

7.4 Prospects of our Group

Our Group is well-positioned to capitalise on the emerging opportunities in the oil and gas industry. The industry has seen an increase in capital spend and resurgence in activities in relation to our services businesses, comprising our E&C and Drilling businesses, and our E&P business. The encouraging industry outlook has continued to fuel our Group's growth and is expected to continue to contribute positively in the foreseeable future.

For our E&C and Drilling businesses, our Group's strategy during the downturn was to strengthen our presence in existing core markets in South East Asia, Mexico, Brazil, India and Australia, while opening up new markets in Europe, the Middle East, East and West Africa, Caspian and the Mediterranean, where activities are expected to improve. The strategy has put us in a good position to capitalise on these markets as the industry recovers.

Our Group has been successful in expanding our global footprint and has secured significant contract wins since the start of 2018. The cumulative value of contract wins for our Group as at the LPD is RM8.5 billion, including the award of contract with a value of approximately RM1.5 billion announced on 6 December 2018. Our Group has been able to demonstrate our ability to capitalise on the growth in the industry by securing new contracts globally. Out of the RM8.5 billion cumulative value of contract wins, approximately RM4.6 billion are for contracts secured globally including Mexico, India, Australia and Africa while the remaining RM3.9 billion are for contracts in Malaysia.

The strategy employed has enabled our Group's order book to grow to RM18.6 billion, after taking into account the contract win announced on 6 December 2018, from RM14.9 billion as at 31 January 2018. In addition, our Group has seen a significant increase in bidding activities for an enlarged customer base and for larger contracts in multiple geographies. Our Group's recent entry into Saudi Aramco's long-term agreement (LTA) programme will open up new engineering, procurement, construction and installation opportunities with Saudi Aramco and deepen our presence in the Middle East. As at the LPD, our Group is in active pursuit of bids worth USD8.8 billion (equivalent to approximately RM36.9 billion) and further prospects of USD14.3 billion (equivalent to approximately RM59.9 billion) in the key geographical markets mentioned above.

Our Group is entering a strong growth phase today, being recognised for our strong track record, state-of-the-art facilities and assets as well as deep technical expertise of our people. Given our global operating centres in key countries/regions, such as Australia, South East Asia, India, the Middle East, Africa, the United Kingdom, Brazil, Mexico and the USA, our Group is poised to leverage on growth opportunities as the market recovers. The growing order book provides the platform for increasing revenue and higher utilisation of our Group's assets in the future.

Our E&P business has undertaken extensive exploration programmes comprising 11 exploration wells in block SK408 over the past four (4) years, and made nine (9) natural gas discoveries, of which six (6) are commercial. Our E&P business has significant net proved and probable reserves (2P) and best estimate contingent resources (2C) of natural gas from its near-term liquefied natural gas developments at blocks SK310 and SK408. Two (2) of the larger fields of block SK408 have gas discoveries of more than a trillion cubic feet and are located in the prolific Central Luconia basin offshore of Sarawak. This success has enabled our E&P business to further embark on an international growth strategy. Our E&P business has successfully acquired prospective exploration acreage in highly prolific regions in the Sureste basin in Mexico, the Taranaki basin in New Zealand, and the Carnarvon basin and Vulcan sub-basin in Western Australia in 2018.

On the development front, our E&P business has completed the development of the B15 natural gas field within block SK310 and successfully commenced production in October 2017. It has also commenced the construction of the facilities for the development of the Gorek, Larak and Bakong fields within block SK408 which is expected to begin production in late 2019.

On 12 September 2018, our Group announced that, as part of our strategic plan, we have entered into a Heads of Agreement with OMV AG to form a strategic partnership. On 9 November 2018, our Group announced that we have entered into the Subscription Agreement and the Shareholders' Agreement pursuant to the Proposed OMV Transaction.

The Proposed OMV Transaction involves the following:

- (a) issuance of such number of new SUP Shares representing 50% of the enlarged issued share capital of SUP to OMV E&P, based on an enterprise value of SUP on a "debt free, cash free" basis of USD1,600 million (equivalent to approximately RM6,657 million⁽¹⁾) for a total consideration of USD625 million (equivalent to approximately RM2,600 million⁽¹⁾) comprising:
 - (i) cash subscription price of USD540 million (equivalent to approximately RM2.247 million⁽¹⁾); and
 - (ii) cash payment of up to USD85 million (equivalent to approximately RM354 million⁽¹⁾) upon the occurrence of certain events in relation to the commercial development of a petroleum block in the Sureste basin in Mexico and actual Brent prices for 2019 to 2022; and
- (b) repayment of an amount owing by the SUSB Group to SEB of USD350 million (equivalent to approximately RM1,456 million⁽¹⁾) in cash through bank borrowings to be secured by SUP or a shareholders' loan from OMV E&P,

resulting in a total cash proceeds of up to USD975 million (equivalent to approximately RM4,056 million⁽¹⁾) to be received by our Group, subject to adjustments at completion.

By joining forces, our Company and OMV AG will enhance the sharing of technology and knowledge, concurrently enabling development of local talent in-country. The combined capabilities and shared financial commitment of our Group and OMV AG will also provide risk mitigation in exploration and development activities. The partnership will complement our Group's continued strategy to grow our portfolio and expand our acreage position.

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As part of the Proposed OMV Transaction, the SUSB Group will be deconsolidated from our Group's financial statements. Hence, SEB shall recognise SUP as an investment in an associated company and measure its remaining 50% equity stake in SUP at fair value. The effects on our NA per Share and gearing after the completion of the Rights Issue and the Proposed OMV Transaction is set out in Section 8.2 below.

Note:

(1) For the purposes of this section, the exchange rate of USD1:RM4.1605, being the middle rate quoted by BNM at 5.00 p.m. as at 8 November 2018 has been applied for illustrations.

The completion of the Rights Issue and the Proposed OMV Transaction will significantly strengthen the financial position of our Group. This will further enable our businesses to bid and execute higher value projects globally.

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8. FINANCIAL EFFECTS OF THE CORPORATE EXERCISES AND PROPOSED OMV TRANSACTION

The Exemption and Amendments will not have any effect on the share capital and substantial shareholders' shareholdings of our Company and NA per SEB Share, gearing and EPS of our Group.

The Proposed OMV Transaction will also not have any effect on the share capital and substantial shareholders' shareholdings of our Company.

8.1 Share capital

The ESOS will not have an immediate effect on the issued share capital of our Company until such time when the new SEB Shares are issued pursuant to the exercise of the ESOS Options. The issued new share capital of our Company will increase progressively as and when new SEB Shares are issued arising from the exercise of the ESOS Options. In any case, the new SEB Shares to be issued pursuant to the exercise of the ESOS Options shall not exceed the Maximum Shares.

For illustrative purposes only, the effects of the Rights Issue and ESOS on our Company's share capital have been shown based on the following scenarios:

Scenario A : Issuance of the Rights Shares with Warrants followed by the

exercise of the ESOS Options, conversion of the RCPS-i and

exercise of the Warrants.

Scenario B : Issuance of the Rights Shares with Warrants followed by the

conversion of the RCPS-i, exercise of the Warrants and exercise

of the ESOS Options.

The pro forma effects of the Corporate Exercises on the issued share capital of our Company are as follows:

Scenario A

	No. of SEB Shares ('000)	Amount (RM'000)	No. of RCPS-i ('000)	Amount (RM'000)
As at the LPD	5,992,155	(1) 8,066,410	-	-
To be issued pursuant to the Rights Issue of Shares with Warrants	9,986,925	⁽²⁾ 2,799,504	-	-
To be issued pursuant to the Rights Issue of RCPS-i	-	-	2,396,862	982,713
To be issued assuming full exercise of the ESOS Options	⁽³⁾ 1,597,908	⁽⁴⁾ 511,331	-	-
To be issued assuming full conversion of the RCPS-i	2,396,862	982,713	(2,396,862)	(982,713)
To be issued assuming full exercise of the Warrants	998,693	489,359	-	-
Transfer of warrants reserve to share capital pursuant to the full exercise of the Warrants	-	⁽⁵⁾ 115,274	-	-
Enlarged issued share capital	20,972,543	12,964,591	-	Callifornia de Callif

Notes:

- (1) Under the no par value regime of the Act which came into effect on 31 January 2017, the concept of share premium will no longer be applicable and any amount standing to the credit of our Company's share premium account has been consolidated as part of our share capital.
- (2) After deducting (i) the estimated expenses relating to the Corporate Exercises of RM78.1 million allocated to the share capital; and (ii) amount allocated to the warrants reserve of RM118.5 million, which was computed based on the allocation of the proceeds from the Rights Issue of Shares with Warrants between the Rights Shares and Warrants, on a pro-rata basis based on their relative fair values. The relative fair value of the Warrants is approximately RM0.12.
- (3) Assuming 1,597.9 million ESOS Options are granted and exercised, representing 10% of the total number of issued SEB Shares after the Rights Issue of Shares with Warrants of 15,979.1 million SEB Shares.
- (4) Calculated based on an assumed Options Exercise Price of RM0.32, which represents the TERP of SEB Shares based on the five (5)-day VWAMP of SEB Shares up to and including the LPD of RM0.35.
- (5) After deducting the estimated expenses relating to the Corporate Exercises of RM3.2 million allocated to the warrants reserve.

Scenario B

	No. of SEB Shares ('000)	Amount (RM'000)	No. of RCPS-i ('000)	Amount (RM'000)
As at the LPD	5,992,155	(1) 8,066,410	-	-
To be issued pursuant to the Rights Issue of Shares with Warrants	9,986,925	⁽²⁾ 2,799,504	-	-
To be issued pursuant to the Rights Issue of RCPS-i	-	-	2,396,862	982,713
To be issued assuming full conversion of the RCPS-i	2,396,862	982,713	(2,396,862)	(982,713)
To be issued assuming full exercise of the Warrants	998,693	489,359	-	-
Transfer of warrants reserve to share capital pursuant to the full exercise of the Warrants	-	⁽³⁾ 115,274	-	-
To be issued assuming full exercise of the ESOS Options	⁽⁴⁾ 1,937,463	⁽⁵⁾ 619,988	-	-
Enlarged issued share capital	21,312,098	13,073,248	•	

Notes:

- (1) Under the no par value regime of the Act which came into effect on 31 January 2017, the concept of share premium will no longer be applicable and any amount standing to the credit of our Company's share premium account has been consolidated as part of our share capital.
- (2) After deducting (i) the estimated expenses relating to the Corporate Exercises of RM78.1 million allocated to the share capital; and (ii) amount allocated to the warrants reserve of RM118.5 million, which was computed based on the allocation of the proceeds from the Rights Issue of Shares with Warrants between the Rights Shares and Warrants, on a pro-rata basis based on their relative fair values. The relative fair value of the Warrants is approximately RM0.12.
- (3) After deducting the estimated expenses relating to the Corporate Exercises of RM3.2 million allocated to the warrants reserve.
- (4) Assuming 1,937.5 million ESOS Options are granted and exercised, representing 10% of the total number of issued SEB Shares after the Rights Issue of Shares with Warrants and assuming full conversion of the RCPS-i and full exercise of the Warrants of 19,374.6 million SEB Shares.
- (5) Calculated based on an assumed Options Exercise Price of RM0.32, which represents the TERP of SEB Shares based on the five (5)-day VWAMP of SEB Shares up to and including the LPD of RM0.35.

8.2 NA per SEB Share and gearing

For illustrative purposes only, based on the audited consolidated statement of financial position of our Group as at 31 January 2018 and assuming that the Rights Issue and the Proposed OMV Transaction (under Scenario 2 only) had been effected on that date, the pro forma effects of the Rights Issue and the Proposed OMV Transaction on the consolidated NA per SEB Share and the gearing of our Group are as follows:

Scenario 1

·	Pro forma l	Pro forma II	Pro forma III	Pro forma IV
Audited as at 31 January 2018	After the Rights Issue of Shares with Warrants	After Pro forma I and the Rights Issue of RCPS-i	After Pro forma II and assuming full conversion of the RCPS-i	After Pro torma III and assuming full exercise of the Warrants
(RM,000)	(RM,000)	(RM,000)	(RM,000)	(RM,000)
8,066,410	(1) 10,865,914	10,865,914	11,848,627	(5) 12,453,260
(114,942)	(114,942)	(114,942)	(114,942)	(114,942)
1	1	982,713	1	ı
•	$^{(2)}$ 115,274	115,274	115,274	1
1,443,619	1,443,619	1,443,619	1,443,619	1,443,619
0.00	(8)	(9)(4)	(900 9)	(9)
04,0/8	9,034	(066,0)	(086,0)	(14,090)
9,449,966	12,318,919	13,286,182	13,286,182	13,767,847
399	399	399	399	399
9,450,365	12,319,318	13,286,581	13,286,581	13,768,246
5,992,155	15,979,080	15,979,080	18,375,942	19,374,635
1.58	0.77	0.83	0.72	0.71
16,415,155 1.74	(3) 13,546,202 1.10	(4) 12,578,939 0.95	12,578,939 0.95	(6) 12,097,274 0.88

Notes:

After deducting (i) the estimated expenses relating to the Corporate Exercises of RM78.1 million allocated to the share capital; and (ii) amount allocated to the warrants reserve of RM118.5 million, which was computed based on the allocation of the proceeds from the Rights Issue of Shares with Warrants between the Rights Shares and Warrants, on a pro-rata basis based on their relative fair values. The relative fair value of the Warrants is approximately ε

- After deducting the estimated expenses relating to the Corporate Exercises of RM3.2 million allocated to the warrants reserve.
- After the repayment of borrowings of RM2,914.8 million resulting in the accelerated amortisation of transaction costs of approximately RM45.8 million. After the repayment of borrowings of RM982.7 million resulting in the accelerated amortisation of transaction costs of approximately RM15.5 million.
- After adjusting for full exercise of the Warrants at the Exercise Price and the reversal of the Warrants reserve. 00400000
- After the repayment of borrowings of RM489.4 million resulting in the accelerated amortisation of transaction costs of approximately RM7.7 million. Includes the SEB Shares held under trust as at 31 January 2018.
- Calculated as equity attributable to the owners of our Company divided by number of SEB Shares in issue.
 - Calculated as total borrowings divided by equity attributable to owners of our Company.

Please refer to Appendix III of this Abridged Prospectus for the pro forma consolidated statements of financial position of our Group as at 31 January 2018 together with the notes and the Reporting Accountants' letter thereon.

Scenario 2

	'	Pro forma I	Pro forma II	Pro forma III	Pro forma IV	Pro forma V
	Audited as at 31 January 2018	After the Rights Issue of Shares with Warrants	After Pro forma I and the Rights Issue of RCPS-i	(6)After Pro forma Il and the Proposed OMV Transaction	After Pro forma III and assuming full conversion of the RCPS-i	After Pro forma IV and assuming full exercise of the Warrants
	(RM,000)	(RM'000)	(RM,000)	(RM'000)	(RM'000)	(RM'000)
Share capital	8,066,410	(1) 10,865,914	10,865,914	10,865,914	11,848,627	(7) 12,453,260
Shares held under trust	(114,942)	(114,942)	(114,942)	(114,942)	(114,942)	(114,942)
Warrants reserve	,	(2) 115,274	115,274	115,274	115,274	
Other reserves	1,443,619	1,443,619	1,443,619	1,443,619	1,443,619	1,443,619
Retained protits/(accumulated losses)	54,879	(3) 9,054	(4) (6,396)	(6) 2,469,217	2,469,217	(8) 2,461,523
Equity attributable to the owners of our Company	9,449,966	12,318,919	13,286,182	15,761,795	15,761,795	16,243,460
Non-controlling interests	399	399	399	399	399	399
Total equity	9,450,365	12,319,318	13,286,581	15,762,194	15,762,194	16,243,859
No. of SEB Shares in issue	5,992,155	15,979,080	15,979,080	15,979,080	18,375,942	19,374,635
NA per SEB Share attributable to the owners of our	1.58	0.77	0.83	0.99	0.86	0.84
Company (RM) ⁽¹⁰⁾ Total borrowings (RM'000) Gearing (times) ⁽¹¹⁾	16,415,155 1.74	(3) 13,546,202 1.10	(4) 12,578,939 0.95	⁽¹²⁾ 9,825,522 0.62	9,825,522 0.62	(8) 9,343,857 0.58

- After deducting (i) the estimated expenses relating to the Corporate Exercises of RM78.1 million allocated to the share capital; and (ii) amount allocated to the warrants reserve of RM118.5 million, which was computed based on the allocation of the proceeds from the Rights Issue of Shares with Warrants between the Rights Shares and Warrants, on a pro-rata basis based on their relative fair values. The relative fair value of the Warrants is approximately ε
- After deducting the estimated expenses relating to the Corporate Exercises of RM3.2 million allocated to the warrants reserve.
- After the repayment of borrowings of RM2,914.8 million resulting in the accelerated amortisation of transaction costs of approximately RM45.8 million.
- After the repayment of borrowings of RM982.7 million resulting in the accelerated amortisation of transaction costs of approximately RM15.5 million.
- An exchange rate of USD1.00:RM3.8945, being the rate used in preparing our Company's financial statements as at 31 January 2018, has been applied for illustration purpose.
 - expenses relating to the Proposed OMV Transaction of RM38.9 million. The retained profits is further reduced by the accelerated amortisation of Due to net gain on disposal ansing from the Proposed OMV Transaction of approximately RM2,526.2 million after taking into account the estimated transaction cost arising from the repayment of borrowings of RM50.6 million. 9
 - After adjusting for full exercise of the Warrants at the Exercise Price and the reversal of the Warrants reserve.
 - After the repayment of borrowings of RM489.4 million resulting in the accelerated amortisation of transaction costs of approximately RM7.7 million. C886
 - includes the SEB Shares held under trust as at 31 January 2018.
- Calculated as equity attributable to the owners of our Company divided by number of SEB Shares in issue.
 - Calculated as total borrowings divided by equity attributable to owners of our Company.
- After the repayment of borrowings of RM2,804.0 million resulting in the accelerated amortisation of transaction costs of approximately RM50.6 million.

The ESOS is not expected to have an immediate effect on the NA per SEB Share and gearing of our Company until such time when the ESOS Options are exercised. The effects on the NA per SEB Share and gearing of our Group will depend on, among others, the Options Exercise Price, and the number of new SEB Shares to be issued arising from the exercise of the ESOS Options.

For illustration purposes only, upon exercise of the ESOS Options, the NA per SEB Share is expected to:

- increase if the Options Exercise Price is higher than the NA per SEB Share; or \equiv
- decrease if the Options Exercise Price is lower than the NA per SEB Share, \equiv

at such point of exercise.

8.3 Earnings and EPS

The Rights Issue is not expected to have any material effect on the earnings of our Group for the FYE 31 January 2019 as it is only expected to be completed in the first quarter of 2019.

unchanged, upon completion of the Rights Issue of Shares with Warrants, the loss per SEB Share will reduce proportionately as a result of the increase in the number of SEB Shares in issue. The loss per SEB Share will reduce further as a result of the increase in the number of SEB Shares arising from the conversion of the RCPS-i on the RCPS-i Maturity Date and the exercise of the Warrants during the Exercise Period, if Our Group registered a loss for the FYE 31 January 2018 largely due to impairment for our Drilling business. Assuming the loss remains

For illustrative purposes only, the effects of the Rights Issue and the Proposed OMV Transaction on the NA per SEB Share, gearing, earnings and EPS have been shown based on the following scenarios:

Scenario 1 : Assuming the Proposed OMV Transaction is not completed.

Assuming the Proposed OMV Transaction is completed after the completion of the Rights Issue but prior to the conversion of the RCPS-i and exercise of the Warrants. Scenario 2

2017, being the beginning of the FYE 31 January 2018, the pro forma effects of the Rights Issue and/or the Proposed OMV Transaction on our For illustrative purposes only, based on the audited consolidated statement of comprehensive income of our Group for the FYE 31 January 2018 and on the assumption that the Rights Issue and the Proposed OMV Transaction (under Scenario 2 only) had been effected on 1 February Group's consolidated earnings and EPS are as follows:

(1) After the Rights	Issue and the Proposed OMV Transaction	(5) 568,230	15,979,080	3.56
	Audited for the FYE 31 January 2018	(2,503,473)	5,992,155	(41.78)
		utable of the 000)	res in	ber
Scenario 2		Profit/(loss) attributable to the owners of the Company (RM'000)	No. of SEB Shares in issue ('000) (2)	Earnings/(loss) share (sen) ⁽³⁾
	After the Rights Issue	(4) (2,393,258)	15,979,080	(14.98)
	Audited for the FYE 31 January 2018	(2,503,473)	5,992,155	(41.78)
Scenario 1	·	Profit/(loss) attributable to the owners of the Company (RM'000)	No. of SEB Shares in issue ('000) (2)	Earnings/(loss) per share (sen) (3)

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Notes:		
(3)(3)	An exchange rate of USD1.00:RM4.4295 as at 1 February 2017 has been applied for illustration purposes. Includes the SEB Shares held under trust for the FYE 31 January 2018. Computed based on profit/(loss) attributable to the owners of our Company divided by number of SEB Shares in issue.	
(4)	After adjusting for the following:	6
	Loss attributable to the owners of our Company for the FYE 31 January 2018 Less: Accelerated amortisation of transaction cost arising from the repayment of borrowings pursuant to the following ^(a) : (i) Rights Issue of Shares with Warrants (ii) Rights Issue of RCPS-i (iii) Rights Issue of RCPS-i (iiii) Add: Annual estimated savings in financing cost upon repayment of borrowings ^(a) Adjusted loss attributable to the owners of our Company for the FYE 31 January 2018 after the Rights Issue (2,503,473) (45,825) (15,450) Adjusted loss attributable to the owners of our Company for the FYE 31 January 2018 after the Rights Issue	
	Note:	ı
	(a) Derived based on the assumption that the proceeds from the Rights Issue were used to repay borrowings amounting to RM3,897.5 million on 31 January 2018.	r.
(2)	After adjusting for the following:	اء
	Loss attributable to the owners of our Company for the FYE 31 January 2018 Less: Accelerated amortisation of transaction cost arising from the repayment of borrowings pursuant to the	
	following ^{ery:} (i) Rights Issue of Shares with Warrants (ii) Rights Issue of RCPS-i (iii) Rights Issue of RCPS-i Add: Annual estimated savings in financing cost upon repayment of borrowings ^(a)	
	sted loss attributable to the owners of our Company for the FYE 31 January 2018 after the Rights Issue	۱ - ۱
	Gain on disposal pursuant to the Proposed UMV Transaction Deconsolidation of the net profit of the SUSB Group for the FYE 31 January 2018 (2)	·
	ry 2018 iorrowings ^(b)	- 01
	Less: Estimated expenses relating to the Proposed OMV Transaction Less: Accelerated amortisation of transaction cost anising from the repayment of borrowings pursuant to the Proposed (50,624) OMV Transaction(b)	
	Adjusted loss attributable to the owners of our Company for the FYE 31 January 2018 after the Rights Issue	101

Notes:

(b)

- Derived based on the assumption that the proceeds from the Rights Issue were used to repay borrowings amounting to RM3,897.5 million on 31 January 2018. (a)
- Derived based on the assumption that the proceeds from the Proposed OMV Transaction were used to repay borrowings amounting to RM2,804.0 million on 31 January 2018.

The ESOS is also not expected to have any immediate effect on the EPS of our Group until such time when the ESOS Options are granted and

Going forward, the Rights Issue is expected to contribute positively to the earnings of our Group as the proceeds raised will be used to reduce the borrowings of our Group which will give rise to savings in financing cost. Any potential effect of the ESOS on the loss per SEB Share in the future would depend on the number of ESOS Options granted and exercised, the Options Exercise Price, as well as the impact of MFRS 2.

the number of ESOS Options granted and various factors affecting the fair value of the granted ESOS Options on the Dates of Offer. Nonetheless, it is important to note that the potential cost of the ESOS Options does not represent a cash outflow and is merely an accounting earnings and EPS of our Company in the future, as a consequence of the recognition of the expense at each Date of Offer, would depend on Under MFRS 2, the employee benefit cost that arises from the granting of the ESOS Options to the Eligible Persons is required to be measured at fair value of the Options granted on the Dates of Offer and recognised as an expense in the statement of comprehensive income of our Company over the vesting period of the ESOS Options. As such, the ESOS is not expected to have any immediate effect on the consolidated earnings and EPS of our Company until such time when the ESOS Options are granted. However, the potential effect on the consolidated

Our Board has taken note of the potential impact of MFRS 2 on the consolidated earnings of our Company and will take into consideration such impact in the granting and allocation of the ESOS Options.

9. WORKING CAPITAL, BORROWINGS, MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

9.1 Working capital

Our Board is of the opinion that after taking into consideration the proceeds from the Rights Issue and the Proposed OMV Transaction, banking facilities available to our Group and the funds generated from our operations, our Group will have sufficient working capital available for a period of 12 months from the date of this Abridged Prospectus.

9.2 Borrowings

As at the LPD, the total outstanding borrowings of our Group, all of which are interestbearing/ incur finance costs except for the unsecured Islamic facility and the unsecured Sukuk programme, are as follows:

-	(RM [,] 000)
Secured hire purchase and finance lease liabilities Unsecured term loans Unsecured Islamic facility Unsecured Sukuk programme Total long term borrowings (payable after 12 months)	178 3,186,443 3,522,299 4,560,010 11,268,930
Secured hire purchase and finance lease liabilities Unsecured term loans Unsecured revolving credits Total short term borrowings (payable within 12 months)	1,089 4,164,042 1,775,113 5,940,244
Total borrowings	17,209,174

As at the LPD, our Group has the following foreign currency borrowing:

	Amount in foreign currency (USD'000)	Amount in RM (RM'000)
USD	2,652,175	11,086,092
Less: unamortised transaction costs Total	(28,317) 2,623,858	(118,364) 10,967,728

Our Group has not defaulted on payments on either interest or principal sum on any borrowing for any financial period up to the LPD.

9.3 Material commitments and contingent liabilities

9.3.1 Material commitments

Save for capital expenditure for property, plant and equipment and expenditure on oil and gas properties approved and not provided for of RM559.3 million as at 31 October 2018, there are no material commitments incurred or known to be incurred by our Group which may have a material impact on the profits and/or NA of our Group.

9.3.2 Contingent liabilities

Save for corporate guarantees given by our Group to financial institutions for credit facilities granted to joint ventures amounting to RM746.0 million as at the LPD, there are no contingent liabilities which, upon becoming enforceable, may have a material impact on the profits and/or NA of our Group.

10. INSTRUCTIONS FOR ACCEPTANCE, PAYMENT, SALE/TRANSFER AND EXCESS APPLICATIONS

10.1 General

As you are an Entitled Shareholder and the Provisional Rights Securities are prescribed securities, your CDS Account will be duly credited with the number of provisionally allotted Rights Shares, Warrants and/or RCPS-i, which you are entitled to subscribe for in full or in part in accordance with the terms and conditions of the Rights Issue. You (other than an Authorised Nominee who has subscribed for NRS) will find enclosed with this Abridged Prospectus, the NPA notifying you of the crediting of such Provisional Rights Securities into your CDS Account and the RSF to enable you to subscribe for such Rights Shares, Warrants and/or RCPS-i provisionally allotted to you, as well as to apply for the Excess Rights Securities, if you choose to do so. This Abridged Prospectus and the RSF are also available on Bursa Securities' website (https://www.bursamalaysia.com).

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository, an electronic copy of this Abridged Prospectus and the Rights Issue Entitlement File will be transmitted to you electronically by Bursa Depository through its existing network facility with the Authorised Nominees. Please refer to Sections 10.5, 10.6 and 10.8 of this Abridged Prospectus for the procedures for acceptance, procedures for part acceptance as well as to apply for Excess Rights Securities, if you choose to do so.

The minimum number of Rights Shares and RCPS-i that can be subscribed for or accepted are one (1) Rights Share and one (1) RCPS-i. You and your renouncees/transferees, if applicable, should take note that a trading board lot of Rights Shares is 100 Rights Shares. Successful applicants of the Rights Shares will be given Warrants on the basis of one (1) Warrant for every ten (10) Rights Shares successfully subscribed for.

We shall make an announcement on the outcome of the Rights Issue after the Closing Date.

10.2 NPA

The Provisional Rights Securities are prescribed securities pursuant to Section 14(5) of the SICDA and therefore, all dealings in such Provisional Rights Securities will be by book entries through CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository. You and/or your renouncees/transferees, if applicable, are required to have valid and subsisting CDS Accounts in order to subscribe for Rights Shares, Warrants and/or RCPS-i.

10.3 Last date and time for the acceptance and payment

The last date and time for the acceptance and payment for the Provisional Rights Securities (whether in full or in part) is at **5.00 p.m. on Wednesday**, **16 January 2019**.

10.4 Methods of Application

You may subscribe for the Provisional Rights Securities as well as apply for Excess Rights Securities, if you choose to do so, using either of the following methods:

Method of Application	Category of Entitled Shareholders
RSF ⁽¹⁾	All Entitled Shareholders
Electronic Application ⁽²⁾	All Individual Entitled Shareholders
Internet Application ⁽³⁾	All Entitled Shareholders
NRS	Authorised Nominees and who have subscribed for NRS

Notes:

- (1) A copy of the RSF is enclosed together with this Abridged Prospectus. The RSF is also available on Bursa Securities' website (https://www.bursamalaysia.com).
- (2) The following surcharge per Electronic Application will be charged by the respective Participating Financial Institutions:
 - Affin RM4.00; and
 - PBB RM4.00.
- (3) The following surcharge per Internet Application will be charged by the respective Internet Participating Financial Institutions:
 - Affin RM4.00; and
 - PBB RM4.00.

10.5 Procedures for the acceptance and payment

10.5.1 By way of RSF

If you wish to accept your entitlement to the Provisional Rights Securities, either in full or in part, the acceptance of and payment for the Provisional Rights Securities must be made on the respective RSF enclosed with this Abridged Prospectus and must be completed in accordance with the notes and instructions contained in the RSF. Acceptances which do not conform to the terms of this Abridged Prospectus, the NPA or the RSF or the notes and instructions contained in the Documents or which are illegible may not be accepted at the absolute discretion of our Board.

Company No. 950894-T

Renouncees and/or transferees who wish to accept the Provisional Rights Securities must obtain a copy of the RSF from our Share Registrar or at our Registered Office or from the Bursa Securities' website at (https://www.bursamalaysia.com) and complete the RSF and submit the same together with the remittance to our Share Registrar in accordance with the notes and instructions printed therein.

The procedures for acceptance and payment applicable to our Entitled Shareholders also apply to renouncees and/or transferees who wish to accept the Provisional Rights Securities.

FULL INSTRUCTIONS FOR THE ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES, WARRANTS AND/OR RCPS-I PROVISIONALLY ALLOTTED TO YOU AND/OR YOUR RENOUNCEES AND/OR TRANSFEREES, IF APPLICABLE, AND THE PROCEDURES TO BE FOLLOWED SHOULD YOU WISH TO SELL OR TRANSFER ALL OR ANY PART OF YOUR PROVISIONAL RIGHTS SECURITIES ARE SET OUT IN THIS ABRIDGED PROSPECTUS AND THE ACCOMPANYING RSF.

YOU AND/OR YOUR RENOUNCES AND/OR TRANSFERES, IF APPLICABLE, ARE ADVISED TO READ THIS ABRIDGED PROSPECTUS, THE ACCOMPANYING RSF AND THE NOTES AND INSTRUCTIONS CONTAINED THEREIN CAREFULLY. IN ACCORDANCE WITH THE CMSA, THE RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THIS ABRIDGED PROSPECTUS.

If you and/or your renouncees and/or transferees, if applicable, wish to accept your entitlement to the Provisional Rights Securities, either in full or in part, please complete Parts I and III of the RSF in accordance with the notes and instructions contained in the RSF. Each completed RSF together with the relevant payment must be made and despatched BY ORDINARY POST, BY COURIER or DELIVERED BY HAND (at your own risk) to our Share Registrar at the following address and so as to arrive by the Closing Date:

BY COURIER or DELIVERED BY BY ORDINARY POST HAND

Symphony Share Registrars Sdn Bhd (Company No. 378993-D) Level 6, Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Malaysia

Symphony Share Registrars Sdn Bhd (Company No. 378993-D) Peti Surat 9150 Pejabat Pos Kelana Jaya 46785 Petaling Jaya Selangor Darul Ehsan Malaysia

Tel: (603) 7849 0777 Fax: (603) 7841 8151/8152

Only one (1) RSF can be used for acceptance of the Provisional Rights Shares with Warrants or Provisional RCPS-i standing to the credit of one (1) CDS Account. Separate RSFs must be used for the acceptance of the Provisional Rights Shares with Warrants or Provisional RCPS-i allotted into separate CDS Accounts. The Rights Shares with Warrants and RCPS-i subscribed by you in accordance with the procedures set out in the RSF will be credited into the respective CDS Accounts where the Provisional Rights Securities are standing to the credit.

A reply envelope is enclosed with this Abridged Prospectus. In order to facilitate the processing of the RSF by our Share Registrar, you are advised to use one (1) reply envelope for each completed RSF.

If acceptance of and payment for the Provisional Rights Securities (whether in full or in part) are not received by our Share Registrar by **5.00 p.m. on Wednesday, 16 January 2019**, being the last time and date for acceptance and payment, such Provisional Rights Securities will be deemed to have been declined and will be cancelled. Our Board will then reserve the right to allot such Rights Shares, Warrants and/or RCPS-i not taken up to the applicants who have applied for Excess Rights Securities in the manner as set out in Section 10.8.1 of this Abridged Prospectus.

If you lose, misplace or for any other reasons require another copy of this Abridged Prospectus and/or the RSF, you may obtain additional copies from your stockbrokers, our Share Registrar at the address stated above or at our Registered Office or Bursa Securities' website (https://www.bursamalaysia.com).

EACH COMPLETED RSF MUST BE ACCOMPANIED BY REMITTANCE MADE IN RM FOR THE FULL AND EXACT AMOUNT PAYABLE FOR THE PROVISIONAL RIGHTS SECURITIES ACCEPTED, IN THE FORM OF BANKER'S DRAFT(S), CASHIER'S ORDER(S), MONEY ORDER(S) OR POSTAL ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA AND MADE PAYABLE TO "SEB RIGHTS ACCOUNT" OR "SEB RCPS-I ACCOUNT", CROSSED "ACCOUNT PAYEE ONLY" AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS IN BLOCK LETTERS, CONTACT NUMBER AND CDS ACCOUNT NUMBER OF THE APLPICANT SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR BY THE CLOSING DATE.

APPLICATIONS ACCOMPANIED BY PAYMENTS OTHER THAN IN THE MANNER STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCES MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. DETAILS OF THE REMITTANCES MUST BE FILLED IN APPROPRIATE BOXES PROVIDED IN THE RSF.

NO ACKNOWLEDGMENT OF RECEIPT OF THE RSF OR APPLICATION MONIES IN RESPECT OF THE RIGHTS ISSUE WILL BE MADE BY OUR COMPANY OR OUR SHARE REGISTRAR. HOWEVER, SUCCESSFUL APPLICANTS WILL BE ALLOTTED THEIR RIGHTS SHARES, WARRANTS AND/OR RCPS-i, AND NOTICES OF ALLOTMENT WILL BE DESPATCHED AND FORWARDED BY ORDINARY POST TO THE SUCCESSFUL APPLICANTS TO THE ADDRESS SHOWN IN THE RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT THE APPLICANTS' OWN RISK WITHIN EIGHT (8) MARKET DAYS FROM THE CLOSING DATE OR SUCH OTHER PERIOD AS MAY BE PRESCRIBED BY BURSA SECURITIES.

YOU SHOULD NOTE THAT THE RSF AND REMITTANCES SO LODGED WITH OUR SHARE REGISTRAR WILL BE IRREVOCABLE AND CANNOT BE SUBSEQUENTLY WITHDRAWN.

PROOF OF TIME OF POSTAGE WILL NOT CONSTITUTE PROOF OF TIME OF RECEIPT BY OUR SHARE REGISTRAR. OUR BOARD RESERVES THE RIGHT NOT TO ACCEPT OR TO ACCEPT ANY APPLICATION IN PART ONLY WITHOUT ASSIGNING ANY REASON THEREOF.

APPLICATIONS SHALL NOT BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

ACCEPTANCE AND PAYMENT FOR THE PROVISIONAL RIGHTS SECURITIES MUST BE MADE IN ACCORDANCE WITH THE RSF ENCLOSED WITH THIS ABRIDGED PROSPECTUS AND MUST BE COMPLETED STRICTLY IN ACCORDANCE WITH THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF. ACCEPTANCES AND/OR PAYMENTS WHICH DO NOT CONFORM WITH THE TERMS AND CONDITIONS OF THIS ABRIDGED PROSPECTUS, THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF OR WHICH ARE ILLEGIBLE MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD. OUR SHARE REGISTRAR WILL NOT CONTACT YOU AND/OR YOUR RENOUNCEES AND/OR TRANSFEREES, IF APPLICABLE, FOR SUCH ACCEPTANCES.

WHERE AN APPLICATION IS NOT ACCEPTED OR IS ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE SURPLUS APPLICATION MONIES, AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST AND SHALL BE DESPATCHED TO THE APPLICANT BY ORDINARY POST TO THE ADDRESS AS SHOWN ON THE RECORD OF DEPOSITORS PROVIDED BY BURSA DEPOSITORY AT THE APPLICANT'S OWN RISK WITHIN FIFTEEN (15) MARKET DAYS FROM THE CLOSING DATE.

10.5.2 By way of Electronic Application

Only Entitled Shareholders who are individuals may apply for the Rights Shares and/or the RCPS-i by way of Electronic Application.

If you wish to accept the Provisional Rights Securities, either in full or in part, by way of Electronic Application, please follow the terms of this Abridged Prospectus, the procedures, terms and conditions for Electronic Applications and the procedures set out at the ATM of the relevant Participating Financial Institutions before making an Electronic Application.

(i) Participating Financial Institutions

Electronic Applications may be made through an ATM of the following Participating Financial Institutions and their branches within Malaysia:

- (a) Affin; and
- (b) PBB.

(ii) Steps for the Electronic Applications through a Participating Financial Institutions' ATMs within Malaysia

The procedures for Electronic Applications at the ATMs of the Participating Financial Institutions are set out on the ATM screens of the relevant Participating Financial Institutions. For illustrative purposes, the procedures for Electronic Applications at ATMs are set out below. The steps set out the actions that you must take at the ATM to complete an Electronic Application. Please read carefully the terms of this Abridged Prospectus, the steps and the terms and conditions for Electronic Applications set out below before making an Electronic Application.

- (a) You must have an account with a Participating Financial Institution and an ATM card issued by the Participating Financial Institution to access the account. An ATM card issued by one of the Participating Financial Institutions cannot be used to apply for the Rights Shares and/or RCPS-i at an ATM belonging to the other Participating Financial Institutions.
- (b) You are advised to read and understand this Abridged Prospectus **BEFORE** making the application.
- (c) You may apply for the Rights Shares and/or RCPS-i via the ATM of the Participating Financial Institutions by choosing the Electronic Application option. Mandatory statements required in the application are set out in the terms and conditions for Electronic Applications in Section 10.5.2(iii) below. You should follow the instructions on the ATM screen and, when required to do so, you should:
 - (i) Enter personal identification number ("PIN");
 - (ii) Select "SEB RIGHTS ACCOUNT" or "SEB RCPS-I ACCOUNT";
 - (iii) Enter your CDS Account number;
 - (iv) Enter the number of Rights Shares and/or RCPS-i applied for and/or the RM amount to be debited from the account:
 - (v) Enter you current contact number (for example your mobile phone number); and
 - (vi) Confirm several mandatory statements.

Upon completion of the Electronic Application transaction, you will receive a computer generated transaction slip ("Transaction Record") confirming the details of your Electronic Application. The Transaction Record is only a record of the complete transaction at the ATM and not a record of the receipt of the Electronic Application or any data relating to such an Electronic Application by our Company or our Share Registrar. The Transaction Record is for your record only and is not required to be submitted with your application.

YOU MUST ENSURE THAT YOU USE THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN MAKING AN ELECTRONIC APPLICATION. IF YOU OPERATE A JOINT BANK ACCOUNT WITH ANY OF THE PARTICIPATING FINANCIAL INSTITUTIONS, YOU MUST ENSURE THAT YOU ENTER THE NUMBER OF THE CDS ACCOUNT HELD IN YOUR NAME WHEN USING AN ATM CARD ISSUED TO YOU IN YOUR NAME. YOUR APPLICATION MAY BE REJECTED IF YOU FAIL TO COMPLY WITH THE FOREGOING.

(iii) Terms and Conditions for Electronic Applications

The Electronic Application will be made on, and subject to, the terms of this Abridged Prospectus as well as the terms and conditions of the Participating Financial Institutions and those appearing herein:

- (a) You are required to confirm the following statements (by pressing pre-designated keys or buttons on the ATM keyboard) and undertake that the following information given are true and correct:
 - (i) You have attained 18 years of age as at the Closing Date;
 - You have read this Abridged Prospectus and understood and agreed with the terms and conditions of the applications; and
 - (iii) You hereby give consent to our Company, Bursa Depository, our Share Registrar, the relevant Participating Financial Institutions, the respective agents and any third party involved in facilitating the application/refund, to disclose information pertaining to yourself, and your account with the Participating Financial Institution and Bursa Depository to the relevant authorities and any persons as may be necessary or expedient to facilitate the making of the application/refund.

Your application will not be successfully completed and cannot be recorded as a completed transaction at the ATM unless you complete all the steps required by the Participating Financial Institution. By doing so, you will have confirmed each of the above statements as well as given consent in accordance with the relevant laws of Malaysia including Section 134 of the FSA and Section 45(1)(a) of the SICDA, to the disclosures described above.

- (b) You confirm that you are not applying for the Rights Shares and/or RCPS-i as a nominee of any other person and that any Electronic Application that you make is made by you as the beneficial owner.
- (c) You must have sufficient funds in your account with the relevant Participating Financial Institutions at the time you make your Electronic Application, failing which your Electronic Application will not be completed. Any Electronic Application which does not strictly conform to the instructions set out on the screen of the ATM, through which the Electronic Application is being made, may be rejected.

(d) You agree and undertake to subscribe for or purchase and to accept the number of Rights Shares and/or RCPS-i applied for as stated on the Transaction Record in respect of your Electronic Application. Your confirmation (by action of pressing the predesignated keys or buttons on the ATM) of the number of Rights Shares and/or RCPS-i applied for will signify, and will be treated as, your acceptance of the number of Rights Shares, Warrants and/or RCPS-i that may be allotted to you.

Should you encounter any problems in your Electronic Application, please refer to the relevant Participating Financial Institution.

- (e) By making and completing your Electronic Application, you, if successful, request and authorise our Company to credit the Rights Shares, Warrants and/or RCPS-i allotted to you into your CDS Account.
- (f) You acknowledge that your Electronic Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, Bursa Depository, our Share Registrar or the relevant Participating Financial Institution and irrevocably agree that if:
 - (i) Our Company, Bursa Depository or our Share Registrar does not receive your Electronic Application; or
 - (ii) Data relating to your Electronic Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, Bursa Depository or our Share Registrar,

you will be deemed not to have made an Electronic Application and you may not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant Participating Financial Institution for the Rights Shares and/or RCPS-i applied for or for any compensation, loss or damage relating to the application for the Rights Shares and/or RCPS-i.

- (g) All of your particulars, including your nationality and place of residence, in the records of the relevant Participating Financial Institution at the time you make your Electronic Application must be true and correct, and our Company, Bursa Depository, our Share Registrar and the relevant Participating Financial Institution are entitled to rely on the accuracy thereof.
- (h) You will ensure that your personal particulars as recorded by both Bursa Depository and the relevant Participating Financial Institution are correct and identical. Otherwise, your Electronic Application may be rejected. You must inform Bursa Depository promptly of any change in address, failing which the notification letter of successful application will be sent to your address last maintained with Bursa Depository.
- (i) By making and completing an Electronic Application, you agree that:

- (i) In consideration of our Company agreeing to allow and accept your application for the Rights Shares and/or RCPS-i via the Electronic Application facility established by the relevant Participating Financial Institution at their respective ATMs, your Electronic Application is irrevocable and cannot be subsequently withdrawn;
- (ii) Our Company, Bursa Depository, our Share Registrar or the relevant Participating Financial Institution will not be liable for any delays, failures or inaccuracies in the processing of data relating to your Electronic Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
- (iii) Notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation for the Rights Shares and/or RCPS-i for which your Electronic Application has been successfully completed is only confirmation for the acceptance of this offer to subscribe for and purchase the said Rights Shares and/or RCPS-i; and
- (iv) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation with the contract between the parties and/or the Electronic Application and/or any terms herein, all rights, obligations and liabilities will be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.
- (j) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.
- (k) Notification on the outcome of your application for the Rights Shares and/or RCPS-i will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk within the timelines as follows:
 - (i) Successful application a notice of allotment will be despatched within eight (8) Market Days from the Closing Date; or
 - (ii) Unsuccessful/partially successful application the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account from which your Electronic Application was made. Kindly take note of the terms and conditions as stated in Section 10.5.2(iii) of this Abridged Prospectus and the required consent in making your Electronic Application.

If the crediting of the refund into your bank account from which your Electronic Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk.

10.5.3 By way of Internet Application

All Entitled Shareholders may apply for the Rights Shares and/or the RCPS-i by way of Internet Application. If you wish to accept the Provisional Rights Securities, either in full or in part, by way of Internet Application, please follow the terms of this Abridged Prospectus, the procedures, terms and conditions for Internet Applications and the procedures set out on the internet financial services website of the relevant Internet Participating Financial Institutions before making an Internet Application.

(i) Internet Participating Financial Institutions

Internet Applications may be made through the internet financial services facilities of the following Internet Participating Financial Institutions:

- (a) Affin (https://www.affinbank.com.my); and
- (b) PBB (https://www.pbebank.com).

(ii) Steps for the Internet Applications through an Internet Participating Financial Institutions

Before making an application by way of Internet Application, you **must** have all of the following:

- (a) An existing account with access to internet financial services with Affin at https://www.affinbank.com.my or PBB at https://www.pbebank.com. Accordingly, you will need to have your identification and PIN/password for the internet financial services facility; and
- (b) A CDS Account registered in your name.

You are advised to read and understand this Abridged Prospectus **BEFORE** making the application.

While our Company will attempt to provide you with assistance in your application for the Rights Shares and/or RCPS-i through Internet Application, please note that the actual steps for Internet Application through the internet financial services website of the Internet Participating Financial Institution may differ from the steps outlined below. The possible steps set out below are purely for illustration purposes only:

- (i) Connect to the internet financial services website of the Internet Participating Financial Institution with which you have a bank account;
- Log in to the internet financial services facility by entering your user identification and PIN/password;

- (iii) Navigate to the section of the website on applications in respect of the Rights Shares and/or RCPS-i;
- (iv) Select the counter in respect of the Rights Shares and/or RCPSi to launch the terms and conditions of the Internet Application;
- Select the designated hyperlink on the screen to accept the abovementioned terms and conditions, having read and understood such terms and conditions;
- (vi) At the next screen, complete the online application form;
- (vii) Check that the information contained in your online application form, such as the share counter (in this case, SEB RIGHTS ACCOUNT or SEB RCPS-I ACCOUNT), your national registration identity card number, your current contact number (for example your mobile phone number), your CDS Account number, number of Rights Shares and/or RCPS-i applied for, the amount of payment of application monies, the payment of bank charges and the account number to debit are correct. Then select confirm and submit the online application form;
- (viii) As soon as the transaction is completed, a message from the relevant Internet Participating Financial Institution with details of your application will appear on the screen of the website: and
- (ix) You are advised to print out the confirmation screen in respect of your Internet Application ("Confirmation Screen") for your own reference and record.

(iii) Terms and Conditions for Internet Applications

The Internet Application will be made on, and subject to, the terms of this Abridged Prospectus as well as the terms and conditions of the Internet Participating Financial Institutions and those appearing herein:

- (a) After selecting the designated hyperlink on the screen, you are required to confirm and undertake that the following information given are true and correct:
 - (i) You have attained 18 years of age as at the Closing Date;
 - You have, prior to making the Internet Application, received a printed copy of this Abridged Prospectus from Bursa Securities' website at https://www.bursamalaysia.com, the contents of which you have read and understood;
 - (iii) You agree to all the terms and conditions for Internet Applications as set out in this Abridged Prospectus and have carefully considered the risk factors as set out in this Abridged Prospectus, in addition to all other information contained in this Abridged Prospectus, before making the Internet Application;

- (iv) You authorise the relevant Internet Participating Financial Institution with which you have a bank account to deduct the full amount payable for the Rights Shares and/or RCPS-i (including the processing fee as mentioned in Note (3) of Section 10.4 of this Abridged Prospectus) from your bank account with the said Internet Participating Financial Institution; and
- You hereby give consent in accordance with the relevant laws of Malaysia (including Section 134 of the FSA and Section 45(1)(a) of the SICDA) for the disclosure by our Company, Bursa Depository, our Share Registrar, the relevant Internet Participating Financial Institutions, their respective agents and any third party involved in facilitating the application/refund, any information pertaining to yourself, the Internet Application made by you, your account with the relevant Internet Participating Financial Institution and Bursa Depository, to the relevant authorities and any persons as may be necessary or facilitate the making expedient to application/refund.
- (b) You confirm that you are not applying for the Rights Shares and/or RCPS-i as a nominee of any other person and that the Internet Application is made in your own name, as beneficial owner and subject to the risks referred to in this Abridged Prospectus.
- (c) You agree and undertake to subscribe for or purchase and to accept the number of Rights Shares and/or RCPS-i applied for as stated on the Confirmation Screen in respect of your Internet Application. Your confirmation on the number of Rights Shares and/or RCPS-i applied for will signify, and will be treated as, your acceptance of the number of Rights Shares, Warrants and/or RCPS-i that may be allotted to you.

Should you encounter any problems in your Internet Application, please refer to the relevant Internet Participating Financial Institution.

- (d) By making and completing your Internet Application, you, if successful, request and authorise our Company to credit the Rights Shares, Warrants and/or RCPS-i allotted to you into your CDS Account.
- (e) You acknowledge that your Internet Application is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, Bursa Depository, our Share Registrar or the relevant Internet Participating Financial Institution and irrevocably agree that if:
 - (i) Our Company, Bursa Depository or our Share Registrar does not receive your Internet Application; or
 - (ii) Data relating to your Internet Application is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, Bursa Depository or our Share Registrar,

you will be deemed not to have made an Internet Application and you may not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant Internet Participating Financial Institution for the Rights Shares and/or RCPS-i applied for or for any compensation, loss or damage relating to the application for the Rights Shares and/or RCPS-i.

- (f) All of your particulars, including your nationality and place of residence, in the records of the relevant Internet Participating Financial Institution at the time you make your Internet Application must be true and correct, and our Company, Bursa Depository, our Share Registrar and the relevant Internet Participating Financial Institution are entitled to rely on the accuracy thereof.
- (g) You will ensure that your personal particulars as recorded by both Bursa Depository and the relevant Internet Participating Financial Institution are correct and identical. Otherwise, your Internet Application may be rejected. You must inform Bursa Depository promptly of any change in address, failing which the notification letter of successful application will be sent to your address last maintained with Bursa Depository.
- (h) By making and completing an Internet Application, you agree that:
 - (i) In consideration of our Company agreeing to allow and accept your application for the Rights Shares and/or RCPS-i via the Internet Application facility established by the relevant Internet Participating Financial Institutions at their respective internet financial services website, your Internet Application is irrevocable and cannot be subsequently withdrawn;
 - (ii) Our Company, Bursa Depository, our Share Registrar or the relevant Internet Participating Financial Institution will not be liable for any delays, failures or inaccuracies in the processing of data relating to your Internet Application due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control;
 - (iii) Notwithstanding the receipt of any payment by or on behalf of our Company, the notice of successful allocation for the Rights Shares, Warrants and/or RCPS-i for which your Internet Application has been successfully completed is only confirmation for the acceptance of this offer to subscribe for and purchase the said Rights Shares and/or RCPS-i; and
 - (iv) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation with the contract between the parties and/or the Internet Application and/or any terms herein, all rights, obligations and liabilities will be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia.

- (i) Our Share Registrar, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.
- (j) Notification on the outcome of your application for the Rights Shares and/or RCPS-i will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk within the timelines as follows:
 - (i) Successful application a notice of allotment will be despatched within eight (8) Market Days from the Closing Date; or
 - (ii) Unsuccessful/partially successful application the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account from which your Internet Application was made. Kindly take note of the terms and conditions as stated in Section 10.5.3(iii) of this Abridged Prospectus and the required consent in making your Internet Application.

If the crediting of the refund into your bank account from which your Electronic Application was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk.

- (k) A surcharge is imposed on each Internet Application which will be charged by the respective Internet Participating Financial Institutions as mentioned in Section 10.4 of this Abridged Prospectus.
- (l) You authorise the relevant Internet Participating Financial Institution to disclose and transfer to any person, including any Government or regulatory authority in any jurisdiction, Bursa Securities or other relevant parties in connection with the Rights Issue, all information relating to you if required by any law, regulation, court order or any Government or regulatory authority in any jurisdiction or if such disclosure and transfer is, in the reasonable opinion of the relevant Internet Participating Financial Institution, necessary for the provision of the Internet Application services or if such disclosure is requested or required in connection with the Rights Issue. Further, the relevant Internet Participating Financial Institution will take reasonable precautions to preserve the confidentiality of information furnished by you to the relevant Internet Participating Financial Institution in connection with the use of their Internet Application services.

10.5.4 By way of NRS

We have appointed Bursa Depository to provide NRS to our shareholders who are Authorised Nominees. Only Entitled Shareholder who are Authorised Nominees and who have subscribed for NRS with Bursa Depository may apply via NRS.

Please read carefully and follow the terms of this Abridged Prospectus, the procedures, terms and conditions for application via NRS and Bursa Depository's terms and conditions for NRS and User Guide for NRS (which are made available to all Authorised Nominees who have subscribed for NRS with Bursa Depository) before making the application.

(i) Steps for applications via NRS

- (a) If you are an Entitled Shareholder who is an Authorised Nominee who has subscribed for NRS with Bursa Depository, you will not be receiving this Abridged Prospectus, the RSF nor the NPA by post.
- (b) Instead, this Abridged Prospectus and a Rights Issue Entitlement File will be transmitted electronically to you by Bursa Depository through Bursa Depository's existing network facility with the Authorised Nominees in the manner as set out in Bursa Depository's User Guide for NRS, on the next business day after the Entitlement Date.
- (c) A notification of the delivery of this Abridged Prospectus and the Rights Issue Entitlement File will also be sent to you via e-mail using the details you have provided to Bursa Depository when you subscribed for NRS with Bursa Depository.
- (d) You are advised to read and understand this Abridged Prospectus **BEFORE** making the application.
- (e) You may accept, on behalf of your client, partially or fully, their respective allocation under the Rights Issue.
- (f) To apply for the Rights Shares and/or RCPS-i, you will be required to submit your subscription information via a Rights Issue Subscription File which is to be prepared based on the format as set out in Bursa Depository's User Guide for NRS.
- (g) Once completed, you will need to submit the Rights Share Subscription File to Bursa Depository at any time daily before 5.00 p.m., but in any event, no later than the Closing Date.
- (h) Together with the Rights Issue Subscription File, you will also need to submit a confirmation to Bursa Depository of the following information:
 - (i) Confirmation that you have, prior to making the application via NRS, received and/or had access to the electronic copy of this Abridged Prospectus, the contents of which you have read, understood and agreed; and
 - (ii) Consent to the disclosure of your information to facilitate electronic refunds, where applicable.
- (i) With regards to payment for the Rights Shares and/or RCPS-i which you have applied for, you must transfer the amount payable directly to our bank account, the details of which are as follows:

Company No. 950894-T

(i) For Rights Shares

Bank : Malayan Banking Berhad Account Name : SEB RIGHTS ACCOUNT

Bank Account No. : 514012116718

(ii) For RCPS-i

Bank : Malayan Banking Berhad Account Name : SEB RCPS-I ACCOUNT

Bank Account No. : 514012116732

prior to submitting the Rights Issue Subscription File to Bursa Depository.

- (j) Upon completion of the transfer/payment, you will receive a transaction slip ("Transaction Slip") from the transacting financial institution confirming the details of your transfer/payment. The Transaction Record is only a record of the completed transaction and not a record of the receipt of the application via NRS or any data relating to such an application by our Company or Bursa Depository. The Transaction Record is for your record and is not required to be submitted with your application via NRS.
- (k) You will be notified on the outcome of your application for the Rights Shares and/or RCPS-i electronically within the timelines as stated below. No physical notice of allotment will be mailed to you.
 - Successful application a notice of allotment will be despatched within eight (8) Market Days from the Closing Date; or
 - (ii) Unsuccessful/partially successful application the full amount or the surplus application monies, as the case may be, will be refunded without interest within 15 Market Days from the Closing Date.

The refund will be credited directly into your bank account from which payment of your application money was made. Kindly take note of the terms and conditions as stated in Section 10.5.4(ii) of this Abridged Prospectus and the required consent in making your application via NRS.

If the crediting of the refund into your bank account (as provided by you in your Rights Issue Subscription File) from which payment of your application money was made is unsuccessful, the refund will then be made via cheque which will be despatched to you by ordinary post to the address as shown in the Record of Depositors of our Company at your own risk.

(I) Upon crediting of the Rights Shares, Warrants and/or RCPS-i allotted to you into your CDS account(s), you will also receive an electronic confirmation of the crediting from Bursa Depository. (m) You should note that all applications made for the Rights Shares and/or RCPS-i submitted under NRS will be irrevocable upon submission of the Rights Issue Subscription File to Bursa Depository and cannot be subsequently withdrawn.

(ii) Terms and Conditions for applications via NRS

The application via NRS will be made on, and subject to, the terms of this Abridged Prospectus as well as the terms and conditions for NRS and Bursa Depository's User Guide for NRS as well as the terms and conditions appearing herein:

- (a) For purposes of making the electronic refund, you hereby give consent in accordance with the relevant laws of Malaysia, including Section 134 of the FSA and Section 45(1)(a) of the SICDA, to the disclosure by our Company, Bursa Depository, our Share Registrar, the relevant Internet Participating Financial Institution, their respective agents and any third party involved in facilitating the payment of refunds to you as the case may be, of information pertaining to yourself and your account with the relevant financial institution and Bursa Depository, to the relevant authorities and any person as may be necessary or expedient to facilitate the making of refunds or for any other purpose in connection with such payments. You will be required to provide confirmation of your consent in the manner prescribed in Bursa Depository's terms and conditions for NRS.
- (b) You agree and undertake to subscribe for or purchase and to accept the number of Rights Shares and/or RCPS-i applied for as stated on your Rights Issue Subscription File in respect of your application via NRS. Your application will signify, and will be treated as, your acceptance of the number of Rights Shares, Warrants and/or RCPS-i that may be allotted to you.
- (c) You acknowledge that by completing and submitting the Rights Issue Subscription File to Bursa Depository, you, if successful, request and authorise our Company to credit the Rights Shares, Warrants and/or RCPS-i allotted to you into your CDS Account as indicated in the Rights Issue Subscription File.
- (d) You acknowledge that your application via NRS is subject to the risks of electrical, electronic, technical, transmission, communication and computer-related faults and breakdowns, fires and other events beyond the control of our Company, Bursa Depository, our Share Registrar or the relevant Internet Participating Financial Institution and irrevocably agree that if:
 - (i) Our Company, Bursa Depository or our Share Registrar does not receive your application via NRS; or
 - (ii) Data relating to your application via NRS is wholly or partially lost, corrupted or inaccessible, or not transmitted or communicated to our Company, Bursa Depository or our Share Registrar,

you will be deemed not to have made your application and you may not make any claim whatsoever against our Company, Bursa Depository, our Share Registrar or the relevant Internet Participating Financial Institution for the Rights Shares and/or RCPS-i applied for or for any compensation, loss or damage relating to the application for the Rights Shares and/or RCPS-i.

- (e) By making and completing an application via NRS, you agree that:
 - (i) In consideration of our Company agreeing to allow and accept your application for the Rights Shares and/or RCPS-i via the NRS facility established by Bursa Depository, your application via NRS is irrevocable and cannot be subsequently withdrawn;
 - (ii) Our Company, Bursa Depository, our Share Registrar or the relevant Internet Participating Financial Institutions will not be liable for any delays, failures or inaccuracies in the processing of data relating to your application via NRS due to a breakdown or failure of transmission or communication facilities or to any cause beyond their control:
 - (iii) Notwithstanding the receipt of any payment by or on behalf of our Company, the electronic notification of allotment in respect of Rights Shares, Warrants and/or RCPS-i issued is the only confirmation for the acceptance of this offer to subscribe for and purchase the said Rights Shares, Warrants and/or RCPS-i; and
 - (iv) You agree that in relation to any legal action, proceedings or dispute arising out of or in relation with the contract between the parties and/or the application via NRS and/or any terms herein, all rights, obligations and liabilities will be construed and determined in accordance with the laws of Malaysia and with all directives, rules, regulations and notices from regulatory bodies and that you irrevocably submit to the jurisdiction of the Courts of Malaysia;
- (f) Our Share Registrar and Bursa Depository, on the authority of our Company, reserves the right to reject applications which do not conform to these instructions.

10.6 Procedures for part acceptance

10.6.1 By way of RSF

You must complete Parts I and III of the RSF by specifying the number of Rights Shares and/or the RCPS-i which you are accepting and delivering the completed and signed RSF together with the relevant payment to our Share Registrar in the manner set out in Section 10.5.1 (By way of RSF) of this Abridged Prospectus.

10.6.2 By way of Electronic Applications and Internet Applications

If you are an individual who is an Entitled Shareholder and wish to accept part of your Provisional Rights Securities via Electronic Application or Internet Application, you may do so by following the same steps as set out in Sections 10.5.2 (By way of Electronic Application) and 10.5.3 (By way of Internet Application), respectively of this Abridged Prospectus.

10.6.3 By way of NRS

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository who is an Entitled Shareholder and wish to accept part of your Provisional Rights Securities, you may do so by following the same steps as set out in Section 10.5.4 (By way of NRS) of this Abridged Prospectus.

10.7 Procedures for the sale or transfer of Provisional Rights Securities

As the Provisional Rights Securities are prescribed securities, should you wish to sell or transfer all or part of your entitlement to one (1) or more persons, you may do so through your stockbrokers for the period up to the last date and time for the sale and transfer of the Provisional Rights Securities without first having to request for a split of the Provisional Rights Securities standing to the credit in your CDS Account. To sell or transfer all or part of your entitlement to the Provisional Rights Shares with Warrants, you may sell such entitlement on Bursa Securities or transfer to such persons as may be allowed pursuant to the Rules of Bursa Depository.

YOU ARE ADVISED TO READ AND ADHERE TO THE RSF AND THE NOTES AND INSTRUCTIONS CONTAINED IN THE RSF. IN SELLING OR TRANSFERRING ALL OR PART OF YOUR PROVISIONAL RIGHTS SECURITIES, YOU NEED NOT DELIVER ANY DOCUMENT (INCLUDING THE RSF), TO ANY STOCKBROKER IN RESPECT OF THE PORTION OF THE PROVISIONAL RIGHTS SECURITIES SOLD OR TRANSFERRED. HOWEVER, YOU MUST ENSURE THAT THERE ARE SUFFICIENT PROVISIONAL RIGHTS SECURITIES STANDING TO THE CREDIT IN YOUR CDS ACCOUNTS THAT ARE AVAILABLE FOR SETTLEMENT OF THE SALE OR TRANSFER.

If you have sold or transferred only part of the Provisional Rights Securities, you may still accept the balance of the Provisional Rights Securities by completing Parts I and Part III of the RSF. Please refer to Section 10.5 of this Abridged Prospectus for the procedures for acceptance and payment.

10.8 Procedures for application for Excess Rights Securities

10.8.1 By way of RSF

If you are an Entitled Shareholder and/or a renouncee/transferee, you may apply for the Excess Rights Securities in addition to your Provisional Rights Securities. If you wish to do so, please complete Part II of the RSF (in addition to Parts I and III) and forward it (together with a **separate remittance** made in RM for the **FULL** and **EXACT** amount payable in respect of the Excess Rights Securities applied for) using the envelope provided. Each completed RSF together with the relevant payment must be dispatched **BY ORDINARY POST, COURIER** or **DELIVERY BY HAND** (at your own risk) to our Share Registrar at the address as set out in Section 10.5.1 of this Abridged Prospectus, so as to arrive by the Closing Date.

PAYMENT FOR THE EXCESS RIGHTS SECURITIES APPLIED SHOULD BE MADE IN THE SAME MANNER DESCRIBED IN SECTION 10.5.1 OF THIS ABRIDGED PROSPECTUS, EXCEPT THAT THE BANKER'S DRAFT(S) OR CASHIER'S ORDER(S) OR MONEY ORDER(S) OR POSTAL ORDER(S) DRAWN ON A BANK OR POST OFFICE IN MALAYSIA BE MADE PAYABLE TO "SEB EXCESS RIGHTS ACCOUNT" AND/OR "SEB EXCESS RCPS-I ACCOUNT", CROSSED "ACCOUNT PAYEE ONLY" AND ENDORSED ON THE REVERSE SIDE WITH YOUR NAME AND ADDRESS IN BLOCK LETTERS, CONTACT NUMBER AND CDS ACCOUNT NUMBER OF THE APPLICANT SO AS TO BE RECEIVED BY OUR SHARE REGISTRAR BY THE CLOSING DATE. THE PAYMENT MUST BE MADE FOR THE FULL AND EXACT AMOUNT PAYABLE FOR THE EXCESS RIGHTS SECURITIES APPLIED FOR. ANY EXCESS OR INSUFFICIENT PAYMENT MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD, CHEQUES OR OTHER MODES OF PAYMENT NOT PRESCRIBED HEREIN ARE UNACCEPTABLE.

It is the intention of our Board to allot the Excess Rights Securities, if any, in a fair and equitable manner in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- secondly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Securities, on a pro-rata basis and in board lots, calculated based on their respective shareholdings in our Company as at the Entitlement Date;
- (iii) thirdly, for allocation to the Entitled Shareholders who have applied for the Excess Rights Securities, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Securities applied for; and
- (iv) lastly, for allocation to renouncees and/or transferees, if applicable, who have applied for the Excess Rights Securities, on a pro-rata basis and in board lots, calculated based on the quantum of their respective Excess Rights Securities applied for.

In the event of any balance Excess Rights Securities after steps (i), (ii), (iii) and (iv) are carried out, steps (ii), (iii) and (iv) will be repeated again in the same sequence to allocate the balance Excess Rights Securities until such balance is exhausted.

Nevertheless, our Board reserves the right to allot the Excess Rights Securities applied for under Part II of the RSF in such manner as our Board deems fit and expedient and in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out in steps (i) to (iv) above is achieved.

APPLICATION ACCOMPANIED BY PAYMENTS OTHER THAN IN THE MANNER STATED ABOVE OR IN EXCESS OR INSUFFICIENT REMITTANCE MAY BE REJECTED AT THE ABSOLUTE DISCRETION OF OUR BOARD.

10.8.2 By way of Electronic Application

If you are an individual who is Entitled Shareholder and/or a renouncee/transferee, you may apply for the Excess Rights Securities via Electronic Application in addition to your Provisional Rights Securities. If you wish to do so, you may apply for the Excess Rights Securities by following the same steps as set out in Section 10.5.2 of this Abridged Prospectus save and except that you should proceed with the option for Excess Rights Securities applied for and the amount payable to be directed to "SEB EXCESS RIGHTS ACCOUNT" and/or "SEB EXCESS RCPS-I ACCOUNT" for the Excess Rights Securities applied.

It is the intention of our Board to allot the Excess Rights Securities, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renouncees and/or transferees who have applied for the Excess Rights Securities in the priority set out in Section 10.8.1 of this Abridged Prospectus.

The Electronic Application for the Excess Rights Securities will be made on, and subject to, the same terms and conditions appearing in Section 10.5.2 of this Abridged Prospectus.

10.8.3 By way of Internet Application

If you are an individual who is an Entitled Shareholder and/or a renouncee/transferee, you may apply for the Excess Rights Securities via Internet Application in addition to your Provisional Rights Securities. If you wish to do so, you may apply for the Excess Rights Securities by following the same steps as set out in Section 10.5.3 of this Abridged Prospectus save and except that you should proceed with the option for Excess Rights Securities applied for and the amount payable to be directed to "SEB EXCESS RIGHTS ACCOUNT" and/or "SEB EXCESS RCPS-I ACCOUNT" for the Excess Rights Securities applied.

It is the intention of our Board to allot the Excess Rights Securities, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renouncees and/or transferees who have applied for the Excess Rights Securities in the priority set out in Section 10.8.1 of this Abridged Prospectus.

The Internet Application for the Excess Rights Securities will be made on, and subject to, the same terms and conditions appearing in Section 10.5.3 of this Abridged Prospectus.

10.8.4 By way of NRS

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository who is an Entitled Shareholder and/or a renouncee and/or transferee, you may apply for the Excess Rights Securities via NRS in addition to your Provisional Rights Securities. If you wish to do so, you may apply for the Excess Rights Securities by following the same steps as set out in Section 10.5.4 of this Abridged Prospectus save and except that you should proceed with the option for Excess Rights Securities applied for and the amount payable to be directed to "SEB EXCESS RIGHTS ACCOUNT" and/or "SEB EXCESS RCPS-I ACCOUNT" for the Excess Rights Securities applied and complete the details for excess rights application at the designated fields for excess applications in the Rights Issue Subscription File. The details of the account are as follows:

(1) For Excess Rights Shares with Warrants

Bank : Malayan Banking Berhad

Account Name : SEB EXCESS RIGHTS ACCOUNT

Bank Account : 514012116725

No.

(2) For Excess RCPS-i

Bank : Malayan Banking Berhad

Account Name : SEB EXCESS RCPS-I ACCOUNT

Bank Account : 514012116748

No.

It is the intention of our Board to allot the Excess Rights Securities, if any, in a fair and equitable manner to the Entitled Shareholders and/or their renouncees and/or transferees who have applied for the Excess Rights Securities in the priority set out in Section 10.8.1 of this Abridged Prospectus.

The application via NRS for the Excess Rights Securities will be made on, and subject to, the same terms and conditions appearing in Section 10.5.4 of this Abridged Prospectus and Bursa Depository's User Guide for NRS which are available to all Authorised Nominees who wish to register for NRS.

10.9 Notice of Allotment

Upon allotment of the Rights Shares with Warrants and/or the RCPS-i in respect of your acceptance and/or your renouncee's/transferee's acceptance, if applicable, and the Excess Rights Securities applied for (if any), the Rights Shares with Warrants and/or RCPS-i shall be credited directly into the respective CDS Accounts where the Provisional Rights Securities were credited. No physical certificate or warrant certificate will be issued in respect of the Rights Shares with Warrants and/or the RCPS-i. However, a notice of allotment will be despatched to you and/or your renouncee/transferee (who are not an Authorised Nominee who has subscribed for NRS), if applicable, by ordinary post within eight (8) Market Days from the Closing Date, or such other period as may be prescribed or allowed by Bursa Securities, at the address last shown on the Record of Depositors at your own risk.

If you are an Authorised Nominee who has subscribed for NRS with Bursa Depository, an electronic notification will be sent to you within eight (8) Market Days from Closing Date, or such period as may be prescribed or allowed by Bursa Securities through Bursa Depository's existing network facility with Authorised Nominees in the manner set out in Bursa Depository's User Guide for NRS.

Where any application for the Rights Shares with Warrants and/or the RCPS-i is not accepted due to non-compliance with the terms of the Rights Shares with Warrants and/or the RCPS-i or accepted in part only, the full amount or the balance of the application monies, as the case may be, will be refunded without interest to you within fifteen (15) Market Days from the Closing Date by ordinary post to the address shown on the Record of Depositors at your own risk.

Please note that a completed RSF and the payment therefore once lodged with our Share Registrar cannot be withdrawn subsequently.

10.10 Form of issuance

Bursa Securities has already prescribed the Rights Shares with Warrants and the RCPS-i to be listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Rights Shares with Warrants and RCPS-i are prescribed securities and as such, all dealings in the Rights Shares with Warrants and the RCPS-i will be subject to the SICDA and the Rules of Bursa Depository.

Failure to comply with the specific instructions for applications or inaccuracy in the CDS Account number may result in the application being rejected. No physical share or warrant certificate will be issued in respect of the Rights Shares with Warrants and the RCPS-i.

Where the Rights Shares with Warrants and/or the RCPS-i are provisionally allotted to Entitled Shareholders in respect of their existing shares standing to the credit in their CDS Account as the Entitlement Date, the acceptance by Entitled Shareholders of the Provisional Rights Securities as prescribed or deposited securities will be credited directly into their CDS Account.

Any person who has purchased the Provisional Rights Securities or to whom the Provisional Rights Securities have been transferred and intends to subscribe for the Rights Shares and/or the RCPS-i must state his/her name and CDS Account number in the space provided in the RSF. The Rights Shares, Warrants and/or the RCPS-i will be credited directly as prescribed or deposited securities into his/her CDS Account upon allotment and issuance.

The Excess Rights Securities, if allotted to the successful applicant who applies for Excess Rights Securities, will be credited directly as prescribed securities into his/her CDS Account. The allocation will be made on a fair and equitable basis in such manner as our Board in its absolute discretion deems fit and expedient and in the best interest of our Company, as disclosed in Section 10.8.1 of this Abridged Prospectus.

10.11 Foreign Addressed Shareholders and/or shareholders subject to laws of foreign jurisdiction

The Documents have not been, (and will not be) made to comply with the laws of any foreign jurisdictions and have not been (and will not be) lodged, registered or approved pursuant to or under any legislation (or with or by any regulatory authorities or other relevant bodies) of any jurisdictions other than Malaysia.

Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, may accept or renounce (as the case may be) all or any part of their entitlements and exercise any other rights in respect of the Rights Shares with Warrants and the RCPS-i only to the extent that it would be lawful to do so.

Our Principal Adviser, our Company and our Share Registrar and our adviser (collectively, the "**Parties**") would not, in connection with the Rights Shares with Warrants and the RCPS-i, be in breach of the laws of any jurisdiction to which the foreign Entitled Shareholders and/or their renouncees and/or transferees, if applicable, are or may be subject to.

No securities of our Company, including the Rights Shares with Warrants, and RCPS-i, have been or will be registered under the U.S. Securities Act, and any such securities may not be offered or sold in the USA absent registration or an available exemption from the registration requirements of the U.S. Securities Act and US states' securities laws. Any securities offered pursuant to this Documents will only be offered and sold outside the USA in offshore transactions in reliance on Regulation S under the U.S. Securities Act. Copies of the Documents will not be distributed in the USA or in any other jurisdiction outside Malaysia.

Accordingly, the Documents have not been (and will not be) sent to the Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, who do not have a registered address in Malaysia. However, the Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, may collect the Documents from our Share Registrar, in which event our Share Registrar will be entitled to request for such evidence as they deem necessary to satisfy themselves as to the identity and authority of the person collecting the aforesaid Documents.

Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, will be responsible for payment of any issue, transfer or any other taxes or other requisite payments due in such jurisdiction and we shall be entitled to be fully indemnified and held harmless by such Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, for any issue, transfer or any other taxes or duties as such person may be required to pay. Such Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, will have no claims whatsoever against the Parties in respect of their rights and entitlements under the Rights Shares with Warrants and/or the RCPS-i. Such Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, should consult their professional advisers as to whether they require any governmental, exchange control or other consents/approvals or need to comply with any other applicable legal requirements to enable them to accept the Rights Shares with Warrants and/or the RCPS-i.

Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, are solely responsible to seek advice as to the laws of the jurisdictions to which they are or may be subject and participation by the Foreign Addressed Shareholders shall be on the basis of a representation and warranty by them that they may lawfully so participate without the Parties being in breach of the laws of any country or jurisdiction.

By signing any of the forms in the Documents, the Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, are deemed to have represented, warranted, acknowledged and agreed in favour of (and which representations, warranties, acknowledgements and agreements will be relied upon by) the Parties as follows:

(i) the Parties would not, by acting on the acceptance or renunciation in connection with the Rights Shares with Warrants and/or the RCPS-i, be in breach of the laws of any jurisdictions to which the Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, are or may be subject to; Company No. 950894-T

- (ii) the Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, have complied with the laws to which they are or may be subject to in connection with the acceptance or renunciation of the Provisional Rights Securities;
- (iii) the Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, are not nominees or agents of a person in respect of whom we would, by acting on the acceptance or renunciation of the Provisional Rights Securities, be in breach of the laws of any jurisdictions to which that person is or may be subject to; and
- (iv) the Foreign Addressed Shareholders and/or their renouncees and/or transferees, if applicable, are aware that their Provisional Rights Securities can only be transferred, sold or otherwise disposed of, or charged, hypothecated or pledged in accordance with all applicable laws in Malaysia.

Persons receiving the Documents (including without limitation custodians, nominees and trustees) must not, in connection with the offer, distribute or send it into any foreign jurisdiction. If the Documents are otherwise received by any persons in such jurisdiction, or by the agent or nominee of such a person, he must not seek to accept the offer unless he has complied with and observed the laws of the relevant jurisdiction and restrictions in the Documents in connection therewith.

We reserve the right, in our absolute discretion, to treat any acceptances for the Rights Shares with Warrants and/or the RCPS-i as invalid, if we believe that such acceptances may violate any applicable legal or regulatory requirements in any countries or jurisdictions outside Malaysia. The Provisional Rights Securities relating to any acceptance which is treated as invalid will be included in the pool of the Excess Rights Securities available for excess application by other Entitled Shareholders. You and/or your renouncees and/or transferees, if applicable, will have no claims whatsoever against the Parties in respect of your, and/or your renouncees' and/or transferees' entitlements under the Rights Shares and the RCPS-i or to any net proceeds thereof.

11. DETAILS OF OTHER CORPORATE EXERCISE OF OUR COMPANY

Save for the Rights Issue and the ESOS, our Board confirms that as at the LPD, our Company does not have any other intended corporate exercise which have been approved which is pending implementation.

Company No. 950894-T

12. TERMS AND CONDITIONS

The issuance of the Rights Shares with Warrants pursuant to the Rights Issue of Shares with Warrants is governed by the terms and conditions as set out in the Rights Shares Documents while the issuance of the RCPS-i pursuant to the Rights Issue of RCPS-i is governed by the terms and conditions as set out in the RCPS-i Documents.

13. FURTHER INFORMATION

You are requested to refer to the attached appendices for further information.

Yours faithfully, For and on behalf of the Board of SAPURA/ENERGY BERHAD

DATO' HAMZAH BAKAR

Chairman, Non-Independent Non-Executive Director

CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM HELD ON 29 NOVEMBER 2018

SAPURA ENERGY BERHAD

(Company No. 950894-T) (Incorporated in Malaysia)

Extract of Minutes of the Extraordinary General Meeting of Sapura Energy Berhad ("SEB" or "Company") held at the Multi-Purpose Hall, Ground Floor, Sapura@Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on Thursday, 29 November 2018

RESOLVED:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 9,986,925,145 NEW ORDINARY SHARES IN SEB ("SEB SHARES") ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.30 PER RIGHTS SHARE TOGETHER WITH UP TO 998,692,515 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY THREE (3) SEB SHARES HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER AND ONE (1) FREE WARRANT FOR EVERY TEN (10) RIGHTS SHARES SUBSCRIBED ("PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS")

"THAT subject to the passing of Ordinary Resolutions 2 and 3 as well as the Special Resolution and the relevant approvals being obtained from the relevant authorities and/or parties (where applicable) for the Proposed Rights Issue of Shares with Warrants, approval be and is hereby given to the Board of Directors of the Company (**"Board"**) for the following:

- (a) allot (provisionally or otherwise) and issue by way of a renounceable rights issue of up to 9,986,925,145 Rights Shares on the basis of five (5) Rights Shares for every three (3) SEB Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board ("Entitled Shareholders") at an issue price of RM0.30 per Rights Share, together with up to 998,692,515 free Warrants on the basis of one (1) free Warrant for every ten (10) Rights Shares subscribed;
- (b) enter into and execute the deed poll to govern the Warrants in relation to the Proposed Rights Issue of Shares with Warrants ("Deed Poll") with full powers to assent to any conditions, variations, modifications and/or amendments from time to time, in accordance with and subject to the terms of the Deed Poll and in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll and in the best interest of the Company;
- (c) disregard and deal with any fractional entitlements, if any, that may arise from the Proposed Rights Issue of Shares with Warrants in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;
- (d) make available for excess applications by the other Entitled Shareholders and/or their renouncee(s), and to allocate the excess Rights Shares with Warrants in a fair and equitable manner on a basis to be determined by the Board;

CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM HELD ON 29 NOVEMBER 2018 (Cont'd)

SAPURA ENERGY BERHAD (Company No. 950894-T)
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- (e) allot and issue such number of new SEB Shares to the holders of the Warrants, credited as fully paid-up, arising from the exercise of the Warrants; and
- (f) use the proceeds from the Proposed Rights Issue of Shares with Warrants for such purpose and in the manner as set out in Section 7 of Part A of the circular to shareholders of the Company dated 7 November 2018 and the Board be authorised to revise the purpose and manner of the use of proceeds as it may deem fit or expedient, and in the best interest of the Company.

THAT the Warrants shall be allotted and issued in the registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants under the provisions of the Deed Poll, each Warrant entitles its holder to subscribe for one (1) new SEB Share at an exercise price of RM0.49 per Warrant, during its prescribed exercise period;

THAT the Rights Shares shall, upon allotment and issue, rank equally in all respects with the then issued SEB Shares including the entitlements to dividends, rights, allotments or other distributions, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, of which the entitlement date is before the date of allotment of such Rights Shares;

THAT the new SEB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issue, rank equally in all respects with the then issued SEB Shares including the entitlements to dividends, rights, allotments or other distributions, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, of which the entitlement date is before the date of allotment of such new SEB Shares to be issued arising from the exercise of the Warrants;

AND THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or arrangements (including without limitation, the affixing of the Company's common seal) as the Board may deem necessary, expedient and/or appropriate to implement, to finalise, to give full effect to and to complete the Proposed Rights Issue of Shares with Warrants, with full powers to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Directors of the Company may in their absolute discretion deem fit, necessary and/or expedient in the best interest of the Company and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Rights Issue of Shares with Warrants."

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,396,862,035 NEW ISLAMIC REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN SEB ("RCPS-i") AT AN ISSUE PRICE OF RM0.41 PER RCPS-i ON THE BASIS OF TWO (2) RCPS-i FOR EVERY FIVE (5) SEB SHARES HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF RCPS-i")

"THAT subject to the passing of Ordinary Resolutions 1 and 3 as well as the Special Resolution and the relevant approvals being obtained from the relevant authorities and/or parties (where applicable) for the Proposed Rights Issue of RCPS-i, approval be and is hereby given to the Board for the following:

CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM HELD ON 29 NOVEMBER 2018 (Cont'd)

SAPURA ENERGY BERHAD (Company No. 950894-T)
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- (a) allot (provisionally or otherwise) and issue by way of a renounceable rights issue of up to 2,396,862,035 new RCPS-i on the basis of two (2) RCPS-i for every five (5) SEB Shares held by the Entitled Shareholders at an issue price of RM0.41 per RCPS-i;
- (b) allot and issue such number of new SEB Shares credited as fully paid-up pursuant to any conversion of the RCPS-i;
- (c) disregard and deal with any fractional entitlements, if any, that may arise from the Proposed Rights Issue of RCPS-i in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;
- (d) make available for excess applications by the other Entitled Shareholders and/or their renouncee(s), and to allocate the excess RCPS-i in a fair and equitable manner on a basis to be determined by the Board; and
- (e) use the proceeds from the Proposed Rights Issue of RCPS-i for such purpose and in the manner as set out in Section 7 of Part A of the circular to shareholders of the Company dated 7 November 2018 and the Board be authorised to revise the purpose and manner of the use of proceeds as it may deem fit or expedient, and in the best interest of the Company.

THAT the RCPS-i shall rank equally amongst themselves, and will rank ahead in point of priority to the holders of the SEB Shares and all other classes of shares (if any) in the Company, in respect of payment out of the assets of the Company upon any liquidation, dissolution or winding-up of the Company, provided always that the Board approves such payment out of the assets of the Company on this basis and further affirms the priority of payment to the holders of the RCPS-i;

THAT the RCPS-i shall rank subordinated to all the Company's creditors in respect of payment of debt and payment out of the assets of the Company upon liquidation, dissolution, or winding-up of the Company;

THAT the new SEB Shares to be issued arising from the conversion of the RCPS-i shall, upon allotment and issue, rank equally in all respects with the then issued SEB Shares including the entitlements to dividends, rights, allotments or other distributions, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, of which the entitlement date is before the date of allotment of such new SEB Shares to be issued arising from the conversion of the RCPS-i;

AND THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/ or arrangements (including without limitation, the affixing of the Company's common seal) as the Board may deem necessary, expedient and/or appropriate to implement, to finalise, to give full effect to and to complete the Proposed Rights Issue of RCPS-i, with full powers to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Directors of the Company may in their absolute discretion deem fit, necessary and/or expedient in the best interest of the Company and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Rights Issue of RCPS-i."

CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM HELD ON 29 NOVEMBER 2018 (Cont'd)

SAPURA ENERGY BERHAD (Company No. 950894-T)
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ORDINARY RESOLUTION 3

PROPOSED EXEMPTION FOR PERMODALAN NASIONAL BERHAD ("PNB"), AMANAH SAHAM BUMIPUTERA ("ASB") AND PERSONS ACTING IN CONCERT WITH THEM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING SEB SHARES, WARRANTS AND RCPS-I NOT ALREADY OWNED BY THEM PURSUANT TO PARAGRAPHS 4.08(1)(B) AND 4.08(1)(C) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") ("PROPOSED EXEMPTION")

"THAT subject to the passing of Ordinary Resolutions 1 and 2 as well as the Special Resolution and the relevant approvals being obtained from the Securities Commission Malaysia ("SC") and/or any other relevant authorities and/or parties (where applicable) including such conditions as may be imposed by the SC for the Proposed Exemption, approval be and is hereby given for PNB, ASB and persons acting in concert with them under the Rules to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining SEB Shares, Warrants and RCPS-i not already owned by them which would arise pursuant to the completion of the Proposed Rights Issue of Shares with Warrants and the Proposed Rights Issue of RCPS-i, the exercise of the Warrants during the tenure of the Warrants and/or the conversion of the RCPS-i, pursuant to Paragraphs 4.08(1)(b) and 4.08(1)(c) of the Rules;

AND THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/ or arrangements (including without limitation, the affixing of the Company's common seal) as the Board may deem necessary, expedient and/or appropriate to implement, to finalise, to give full effect to and to complete the Proposed Exemption, with full powers to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Directors of the Company may in their absolute discretion deem fit, necessary and/or expedient in the best interest of the Company and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Exemption."

ORDINARY RESOLUTION 4

PROPOSED ESTABLISHMENT OF AN EXECUTIVE SHARE OPTION SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SEB SHARES (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME ("PROPOSED ESOS")

"THAT subject to the passing of Ordinary Resolutions 1, 2 and 3 as well as the Special Resolution and the relevant approvals being obtained from the relevant authorities and/or parties (where applicable) for the Proposed ESOS, approval be and is hereby given for the Board to:

(a) establish and administer the Proposed ESOS which involves the granting of options ("ESOS Options") to all eligible senior management and/or Executive Directors of the Company and its subsidiaries (excluding dormant subsidiaries) ("Participating SEB Group") who meet the criteria of eligibility for participation in the Proposed ESOS set out in the by-laws of the Proposed ESOS ("By-Laws") ("Eligible Persons"), which shall be administered by a committee to be appointed and duly authorised by the Board ("ESOS Committee");

CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM HELD ON 29 NOVEMBER 2018 (Cont'd)

SAPURA ENERGY BERHAD (Company No. 950894-T)

Extract of Minutes of the Extraordinary General Meeting held on 29 November 2018

Page 5

- (b) allot and issue such number of new SEB Shares to the Eligible Persons from time to time as may be required for the purpose of or in connection with the implementation of the Proposed ESOS while this approval is in force provided that the aggregate number of SEB Shares to be allotted and issued shall not exceed 10% of the total number of issued SEB Shares (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS;
- (c) amend and/or modify all or part of the provisions of the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board or the ESOS Committee and to do all such acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate and to enter into all such transactions, arrangements and agreements as may be necessary, expedient and/or appropriate in order to give full effect to such modifications and/or amendments; and
- (d) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its powers as may be deemed necessary, expedient and/or appropriate in order to give full effect to the Proposed ESOS and terms of the By-Laws.

THAT the new SEB Shares to be allotted and issued upon exercise of the ESOS Options (**"ESOS Shares"**) shall, upon allotment and issue, rank equally in all respects with the then issued SEB Shares including the entitlements to dividends, rights, allotments or other distributions, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, of which the entitlement date is before the date of allotment of such ESOS Shares;

AND THAT the By-Laws of the Proposed ESOS, a draft of which is set out in Appendix III of the circular to shareholders of the Company dated 7 November 2018 be and is hereby approved and adopted."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF ESOS OPTIONS TO TAN SRI DATO' SERI SHAHRIL SHAMSUDDIN ("PROPOSED GRANT")

"THAT subject to the passing of Ordinary Resolutions 1, 2, 3 and 4 as well as the Special Resolution and the relevant approvals being obtained from the relevant authorities and/or parties (where applicable) for the Proposed Grant, the Board be and is hereby authorised at any time during the existence of the Proposed ESOS, to offer and grant to Tan Sri Dato' Seri Shahril Shamsuddin, being an Executive Director of the Company, options to subscribe for up to 5% of the issued SEB Shares from time to time pursuant to the Proposed ESOS, subject to the following provisions:

- (a) the allocation to him, where he either singly or collectively through person connected with him, holds 20% or more of the total number of issued SEB Shares (excluding treasury shares, if any), does not exceed 10% (or such percentage as allowable by the relevant authorities) of the SEB Shares to be issued under the Proposed ESOS; and
- (b) he must not participate in the deliberation or discussion of his own allocation on the ESOS Options to be offered to him under the Proposed ESOS."

CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTIONS PERTAINING TO THE CORPORATE EXERCISES PASSED AT OUR EGM HELD ON 29 NOVEMBER 2018 (Cont'd)

SAPURA ENERGY BERHAD (Company No. 950894-T)

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SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF SEB ("PROPOSED AMENDMENTS")

"THAT subject to the passing of Ordinary Resolutions 1, 2 and 3 and the relevant approvals being obtained from the relevant authorities and/or parties (where applicable) for the Proposed Amendments, the Proposed Amendments as set out in Appendix V of the circular to shareholders of the Company dated 7 November 2018 be hereby approved and adopted;

AND THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or arrangements (including without limitation, the affixing of the Company's common seal) as the Board may deem necessary, expedient and/or appropriate to implement, to finalise, to give full effect to the Proposed Amendments, with full powers to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Directors of the Company may in their absolute discretion deem fit, necessary and/or expedient in the best interest of the Company and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Amendments."

CERTIFIED TRUE COPY

DATO' HAMZAH BAKAR

Dated: 29 November 2018

Director

LEW SUE LI (MIA 42700) Group Company Secretary

INFORMATION ON OUR COMPANY

1. HISTORY AND BUSINESS

Our Company was incorporated in Malaysia under the Companies Act 1965 on 30 June 2011 as a private limited company under the name of Integral Key Sdn Bhd. It was converted into a public company under the name of Integral Key Berhad on 20 September 2011. On 19 December 2011, our Company changed our name to Sapura-Kencana Petroleum Berhad. On 5 April 2012, our Company further changed our name to SapuraKencana Petroleum Berhad ("SKPB") before assuming our present name, Sapura Energy Berhad, on 24 March 2017. Our Company is deemed registered under the Act.

On 15 May 2012, all businesses and undertakings of SapuraCrest Petroleum Berhad and Kencana Petroleum Berhad were merged under SKPB (now known as SEB) ("Merger") which was subsequently listed on the Main Market of Bursa Securities on 17 May 2012. Following the Merger, our Group became an integrated services provider covering the oil and gas value chain. This includes full-fledged EPCIC capabilities with presence in Malaysia and various regions including Asia, Australia, Middle East, Europe, Americas and Africa, as well as other services spread out across the oil and gas value chain specifically in the areas of development and production, drilling, marine services, and operations and maintenance.

On 30 April 2013, our Company completed the combination and integration of the tender rig businesses of the then SKPB and Seadrill Limited by way of acquisition of the entire issued share capital of Seadrill Tender Rig Ltd, a wholly-owned subsidiary of Seadrill Limited, by SapuraKencana Drilling Pte Ltd, a wholly-owned subsidiary of SKPB ("Seadrill Transaction"). With the completion of the Seadrill Transaction, the enlarged tender rig business under the then SKPB group became one of the world's leading tender and semi tender rig operator. As at LPD, our Group has 15 wholly-owned tender and semi tender rigs, with one (1) rig under construction.

On 11 February 2014, our Company completed the acquisition of the entire issued and outstanding common shares of Newfield Malaysia Holding Inc. (now known as Sapura Exploration and Production (Malaysia) Inc) ("SEP Malaysia") for a consideration of approximately USD 895.9 million ("Newfield Acquisition"). The Newfield Acquisition which had provided our Company with participating interest in eight (8) production sharing contracts ("PSCs") as well as an alliance arrangement to operate an oil field in East Malaysia, has enabled our Company to gain an immediate foothold into E&P activities and recognition as an upstream oil and gas operator. As at LPD, our Company's E&P business has participating interest in eight (8) PSCs in Malaysia, three (3) exploration permits in Australia, five (5) exploration permits in New Zealand and one (1) PSC in Mexico. Our Company's E&P business is the operator of nine (9) out of the aforementioned 17 PSCs and exploration permits.

Our Company is principally involved in investment holding and provision of management services to our subsidiaries. The subsidiaries of our Company are principally engaged in E&P, E&C and Drilling businesses.

2. SHARE CAPITAL

2.1 Issued share capital

As at the LPD, the issued share capital of our Company is as follows:

	No. of SEB Shares	Amount
	('000)	(RM'000)
SEB Shares	5,992,155	8,066,410

2.2 Changes in issued share capital

Save for the conversion of the share premium account into share capital in FYE 31 January 2017 pursuant to the migration to the no par value regime under the Act, resulting in a change of share capital of our Company from RM5,992,155,087 to RM8,066,410,305, there is no other change in the issued share capital of our Company for the past three (3) years.

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3. SUBSTANTIAL SHAREHOLDERS

For illustrative purposes only, the effects of the Rights Issue and ESOS on our Company's substantial shareholders' shareholding are shown based on the following scenarios: Issuance of the Rights Shares with Warrants followed by the exercise of the ESOS Options, conversion of the RCPS-i and exercise of the Warrants. Scenario A

Issuance of the Rights Shares with Warrants followed by the conversion of the RCPS-i, exercise of the Warrants and exercise of the ESOS Options. . . Scenario B

For illustrative purposes only, assuming all the Entitled Shareholders subscribe in full their respective entitlements under the Rights Issue, the pro forma effects of the Corporate Exercises on the shareholdings of the substantial shareholders of our Company based on the Register of Substantial Shareholders of our Company as at the LPD are as follows:

						Pro forma	rmal			Pro forma II	na II	
		As at the LPD	e LPD	'	After the R	ights Issue o	After the Rights Issue of Shares with Warrants	with	After Pro forma I and the Rights Issue of RCPS-i	na I and the RCPS-i	the Rights Is 3-i	sue of
•	Direct		Indirect	ಕ	Direct		Indirect	,,,	Direct		Indirect	ب
Name	No. of SEB Shares	%	No. of SEB Shares	%	No. of SEB Shares	%	No. of SEB Shares	%	No. of SEB Shares	 %	No. of SEB Shares	%
	(000,)		(000,)		(000,)		(000,)		(000,)		(000,)	
STSB	953,004	15.90	6,522	(1) 0.11	2,541,345	15.90	17,392	(1) 0.11	2,541,345	15.90	17,392	(1) 0.11
Sapura Holdings Sdn Bhd ("SHSB")		'	1,007,545	(2) 16.81	•	•	2,686,786	(2) 16.81	•	•	2,686,786	(2) 16.81
TSS	37,812	0.63	1,007,545	(3) 16.81	100,831	0.63	2,686,786	(3) 16.81	100,831	0.63	2,686,786	(3) 16.81
DSS	206	0.01	1,007,545	(3) 16.81	1,350	0.01	2,686,786	(3) 16.81	1,350	0.01	2,686,786	(3) 16.81
Brothers Capital Sdn Bhd	•	•	1,007,545	(3) 16.81	•	•	2,686,786	(3) 16.81	•	•	2,686,786	(3) 16.81
Kumpulan Wang Persaraan	411,558	6.87	47,187	(4) 0.79	1,097,487	6.87	125,831	(4) 0.79	1,097,487	6.87	125,831	(4) 0.79
(Diperbadankan)												
ART-ASB	387,000	6.46	•	•	1,032,000	6.46	•	•	1,032,000	6.46	•	•

Scenario A		Pro forms III	≡			Pro forma IV	∑l eu			Pro forma V	> 2	
	After Pro forma II and assum exercise of the ESOS Optio	ma II a	fter Pro forma II and assuming fuexercise of the ESOS Options (5)	ing full ins ⁽⁵⁾	After Pro	forma III a	After Pro forma III and assuming full conversion of the RCPS-i	LIII.	After Pro fo exerc	rma IV a	After Pro forma IV and assuming full exercise of the Warrants	full
	Direct		Indirect		Direct		Indirect	,,,	Direct		Indirect	
Name	No. of SEB Shares	 %	No. of SEB Shares	%	No. of SEB Shares	%	No. of SFB Shares	%	No. of SEB	 %	No. of SEB	%
	(000,)	2	(000,)	2	(000,)	1	(000,)	!	(000,)	2	(000,)	2
STSB	2,541,345	14.46	17,392	(1) 0.10	2,922,547	14.63	20,001	(1) 0.10 (2) 15.47	3,081,381	14.69	21,088	(1) 0.10
TSS	899,785	5.12	2,686,786 2,686,786	(3) 15.29 (3) 15.29	914,910	4.58	3,089,804	(3) 15.47	921,212	4.39	3,257,728	(3) 15.53 (3) 15.53 (3) 15.53
Brothers Capital Sdn Bhd KWAP	1,097,487	6.24	2,686,786 2,686,786 125,831	(3) 15.29 (4) 0.72	1,262,110	6.32	3,089,804 144,705	(3) 15.47 (4) 0.72	1,330,703	6.34	3,257,728 3,257,728 152,570	(3) 15.53 (4) 0.73
AKI-ASB	1,032,000	5.87	•	1	1,186,800	.c. 4	•	1	1,251,300	2.97	ı	ı
		Pro forma III	na Ⅲ			Pro forma IV	na IV			Pro forma V	na V	
	After Pro forma II and assuming full conversion of the RCPS-i	ma II a	Pro forma II and assuming conversion of the RCPS-i	lfull	After Pro forma III and assuming full exercise of the Warrants	a III and assumin of the Warrants	ssuming full	exercise	After Pro fo exercise	of the ES	After Pro forma IV and assuming full exercise of the ESOS Options (6)	full (6)
	Direct		Indirect	1	Direct		Indirect	ļ,	Direct		Indirect	ļ.
Name	No. of SEB Shares	%	No. of SEB Shares	%	No. of SEB Shares	%	No. of SEB Shares	%	No. of SEB Shares	%	No. of SEB Shares	%
	(000,)		(000,)		(000,)	ı	(000,)		(000,)		(000,)	:
STSB SHSB		15.90	20,001	(2) 16.81	3,081,381	15.90	21,088 3,257,728	(1) 0.11 (2) 16.81	3,081,381	14.46	21,088 3,257,728	(1) 0.10 (2) 15.29
TSS DSS	115,956 1,553	0.63	3,089,804 3,089,804	(3) 16.81 (3) 16.81	122,258 1,637	0.63 0.01	3,257,728 3,257,728	(3) 16.81 (3) 16.81	1,090,990 1,637	5.12 0.01	3,257,728 3,257,728	(3) 15.29 (3) 15.29
Brothers Capital Sdn Bhd KWAP	1,262,110	- 6.87	3,089,804 144,705	(3) 16.81 (4) 0.79	1,330,703	6.87	3,257,728 152,570	(3) 16.81 (4) 0.79	1,330,703	6.24	3,257,728 152,570	(3) 15.29 (4) 0.72
ART-ASB	1,186,800	6.46		1	1,251,300	6.46		1	1,251,300	5.87		1
					86							

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INFORMATION ON OUR COMPANY (Cont'd)

Notes:

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Deemed interested by virtue of its shareholding in Jurudata pursuant to Section 8 of the Act. Deemed interested by virtue of being a substantial shareholder of STSB, Sapura Resources Berhad, Sapura Capital Sdn Bhd, Indera Permai Sdn Bhd and Jurudata oursuant to Section 8 of the Act.

Deemed interested by virtue of being a substantial shareholder of SHSB pursuant to Section 8 of the Act.

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Total shareholdings managed by KWAP's fund managers pursuant to Section 8 of the Act. Assuming 799.0 million ESOS Options are granted to and exercised by TSS, representing 5% of the total number of issued SEB Shares after the Rights Issue of Shares

Assuming 968.7 million ESOS Options are granted to and exercised by TSS, representing 5% of the total number of issued SEB Shares after the Rights Issue of Shares with Warrants and assuming full conversion of the RCPS-i and full exercise of the Warrants. 9

their committed excess application pursuant to the PNB Undertaking and the Funds' Undertaking under the Rights Issue, the pro forma effects of the Corporate Exercises on the shareholdings of the substantial shareholders of our Company based on the Register of Substantial Shareholders of our Company as at the the remaining RCPS-i not taken up or not validly taken up by other Entitled Shareholders and/or their renouncees by way of excess application in respect of For illustrative purposes only, assuming only the Undertaking Shareholders subscribe to their respective entitlements based on the Undertakings, TSS subscribes for the Excess Rights Shares with Warrants pursuant to his Undertaking, and ASB subscribes for the Excess Rights Shares with Warrants and all PD are as follows:

						Pro forma	rma l			Pro forma II	na II	
					After the R	ights Is	After the Rights Issue of Shares with	with	After Pro forma I and the Rights Issue of	ma I and	the Rights Is	sue of
		As at the LPD	e LPD			Warrants	ants			RCPS-i	<u>Y.</u>	
	Direct		Indirect	t	Direct		Indirect	_	Direct		Indirect	<u>ب</u>
	No. of SEB		No. of SEB		No. of SEB		No. of		No. of SEB		No. of SEB	
Name	Shares	%	Shares	%	Shares	%	SEB Shares	%	Shares	%	Shares	%
	(000,)		(000,)		(000,)		(000,)		(000,)		(000,)	
STSB	953,004	15.90	6,522	(1) 0.11	2,286,338	14.31	17,392	(1) 0.11	2,286,338	14.31	17,392	(1) 0.11
SHSB	•	•	1,007,545	$^{(2)}$ 16.81	•	•	2,351,748	(2) 14.72	•	•	2,351,748	(2) 14.72
TSS	37,812	0.63	1,007,545	(3) 16.81	169,165	1.06	2,351,748	(3) 14.72	169,165	1.06	2,351,748	(3) 14.72
DSS	206	0.0	1,007,545	(3) 16.81	206	*	2,351,748	(3) 14.72	206	*	2,351,748	(3) 14.72
Brothers Capital Sdn Bhd	,	1	1,007,545	(3) 16.81	•	•	2,351,748	(3) 14.72	•	•	2,351,748	(3) 14.72
KWAP	411,558	6.87	47,187	(4) 0.79	411,558	2.58	47,187	(4) 0.30	411,558	2.58	47,187	(4) 0.30
ART-ASB	387,000	6.46	1	•	5,482,053	34.31	ı	•	5,482,053	34.31	•	1

INFORMATION ON OUR COMPANY (Cont'd)

Scenario A		Pro forma III	=======================================			Pro forma IV	<u>></u>			Pro forma V	> e E	
	After Pro forma II and assum exercise of the ESOS Optio	orma II a	fter Pro forma II and assuming fuexercise of the ESOS Options (5)	ing full ins ⁽⁵⁾	After Pro	forma III a	After Pro forma III and assuming full conversion of the RCPS-i	fell	After Pro fo exerc	rma IV a	After Pro forma IV and assuming full exercise of the Warrants	full
	Direct		Indirect	 	Direct		Indirect		Direct		Indirect	.
	No. of SEB		No. of SEB		No. of SEB		No. of	<u> </u>	No. of SEB		No. of SEB	
Name	Shares	%	Shares	%	Shares	%	SEB Shares	%	Shares	%	Shares	%
	(000,)		(000,)	i	(000,)		(000,)		(000,)		(000,)	
STSB	2,286,338	13.01	17,392	(1) 0.10	2,286,338	11.45	17,392	(1) 0.09	2,419,671	11.54	18,479	(1) 0.09
SHSB	' (' '	2,351,748	(2) 13.38	' (' !	2,351,748	(2) 11.77		' !	2,486,168	(2) 11.85
188	968,119	5.51	2,351,748	(3) 13.38	968,119	4.85	2,351,748	(3) 11.77	981,254	4.68	2,486,168	(3) 11.85
DSS	206	*	2,351,748	(3) 13.38	206	*	2,351,748	(3) 11.77	206	*	2,486,168	(3) 11.85
Brothers Capital Sdn Bhd		' (2,351,748	(3) 13.38	' !	1 (2,351,748	(3) 11.77		•	2,486,168	(3) 11.85
KWAP	411,558	2.34	47,187	(4) 0.27	411,558	2.06	47,187	(4) 0.24	411,558	1.96	47,187	(4) 0.22
ART-ASB	5,482,053	31.19	1	•	7,742,553	38.76	1	•	8,252,058	39.35	•	•
Scenario B												
		Pro forma III	na III			Pro forma IV	na IV			Pro forma V	ma V	
	After Pro f	orma II a ersion of	After Pro forma II and assuming full conversion of the RCPS-i	full full	After Pro forma III and assuming full exercise of the Warrants	a III and assumin of the Warrants	ssuming full crants	exercise	After Pro fo exercise	of the ES	After Pro forma IV and assuming full exercise of the ESOS Options (6)	full (6)
	Direct		Indirect	उ	Direct		Indirect	<u> </u>	Direct		Indirect	<u>ب</u>
	No. of SEB		No. of SEB		No. of SEB		No. of		No. of SEB		No. of SEB	
Name	Shares	%	Shares	%	Shares	%	SEB Shares	%	Shares	%	Shares	%
	(000,)		(000,)		(000,)	 	(000,)		(000,)		(000,)	
STSB	2,286,338	12.44	17,392		2,419,671	12.49	18,479	(1) 0.10	2,419,671	11.35	18,479	(1) 0.09
SHSB	' 07 007	' 6	2,351,748		' 00	' i	2,486,168	(2) 12.83	' 00	' (2,486,168	(2) 11.67
155	COL 601	0.92	2,351,748		182,300	0.94	2,486,168	(3) 12.83	7,151,132	5.40	2,486,168	(3) 11.67
Doo	onc	·	2,351,748	(3) 12, 80	one	•	2,486,168	(3) 42 62	200	•	2,486,168	(3) 11.67
KNAP	- 411 558	2 24	781,78		411 558	2 12	2,400,100	(4) 0 24	411 558	, 01	2,400,100	(4) (7.20
ART-ASB	7,742,553	42.13			8,252,058	42.59	5	1	8,252,058	38.72	·	77.0

Notes:

- Deemed interested by virtue of its shareholding in Jurudata pursuant to Section 8 of the Act. Deemed interested by virtue of being a substantial shareholder of STSB, Sapura Resources Berhad, Sapura Capital Sdn Bhd, Indera Permai Sdn Bhd and Jurudata pursuant to Section 8 of the Act. 50
 - Deemed interested by virtue of being a substantial shareholder of SHSB pursuant to Section 8 of the Act.
 - © **4** €
- Total shareholdings managed by KWAP's fund managers pursuant to Section 8 of the Act.
 Assuming 799.0 million ESOS Options are granted to and exercised by TSS, representing 5% of the total number of issued SEB Shares after the Rights Issue of Shares with Warrants.
 - Assuming 968.7 million ESOS Options are granted to and exercised by TSS, representing 5% of the total number of issued SEB Shares after the Rights Issue of Shares with Warrants and assuming full conversion of the RCPS-i and full exercise of the Warrants. 9

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4. DIRECTORS

4.1 Particulars of Directors

The details of the members of our Board as at the LPD are as follows:

Name/Designation	Address	Nationality	Age	Profession
Dato' Hamzah Bakar Chairman Non-Independent Non-Executive Director	14, Jalan Bola Lisut 13/17 40100 Shah Alam Selangor Darul Ehsan Malaysia	Malaysian	75	Company Director
Tan Sri Dato' Seri Shahril Shamsuddin President and Group Chief Executive Officer Non-Independent Executive Director	66, Jalan Kuda Emas The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia	Malaysian	57	Company Director / President and Group Chief Executive Officer
Tan Sri Datuk Amar (Dr) Hamid Bugo Senior Independent Non-Executive Director	325, Jalan Siol Kandis Petra Jaya 93050 Kuching Sarawak Malaysia	Malaysian	73	Company Director
Dato' Shahriman Shamsuddin Non-Independent Non-Executive Director	67, Jalan Kuda Emas The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan Malaysia	Malaysian	49	Company Director
Mohamed Rashdi Mohamed Ghazalli Independent Non-Executive Director	7, Lorong Batai Barat Damansara Heights 50490 Kuala Lumpur Malaysia	Malaysian	61	Company Director
Gee Siew Yoong Independent Non-Executive Director	62, Jalan Sri Hartamas 2 50480 Kuala Lumpur Malaysia	Malaysian	69	Company Director
Datuk Ramlan Abdul Malek* Non-Independent Non-Executive Director	56, Jalan Menara U8/5 Bukit Jelutong 40150 Shah Alam Selangor Darul Ehsan Malaysia	Malaysian	63	Company Director
Datuk Muhamad Noor Hamid Independent Non-Executive Director	5, Jalan SS4B/10 Kelana Jaya 47301 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysian	67	Company Director

Name/Designation	Address	Nationality	Age	Profession
Datuk Ramlan Abdul Rashid Independent Non-Executive Director	6, Jalan TR 7/1 Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysian	60	Company Director

^{*} Resigned with effect from 31 December 2018

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4.2 Directors' shareholdings

The pro forma effects of the Corporate Exercises on the shareholdings of the Directors based on the Register of Directors' Shareholdings of our Company as at the LPD are as follows:

						Pro forma	rmal			Pro forma II	na II	
					After the R	ights Is	After the Rights Issue of Shares with	with	After Pro forma I and the Rights Issue of	na I and	the Rights Is	sue of
		As at the LPD	e LPD			Warrants	ants			RCPS-i	<u>.</u>	
	Direct		Indirect	*	Direct		Indirect	.	Direct		Indirect	.
Мате	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%
	(000,)		(000,)		(000,)		(000,)		(000,)		(000,)	
Dato' Hamzah Bakar	ı	1	•	1	ı	1	•	•	1	ı	•	•
TSS	37,812	0.63	1,007,545	$^{(2)}16.81$	100,831	0.63	2,686,786	(2)16.81	100,831	0.63	2,686,786	(2) 16.81
DSS	206	0.0	1,007,545	$^{(2)}16.81$	1,350	0.01	2,686,786	(2)16.81	1,350	0.01	2,686,786	$^{(2)}16.81$
Tan Sri Datuk Amar (Dr)	256	*	275	(3)*	684	*	733	(3)*	684	*	733	(3)*
Hamid Bugo												
Mohamed Rashdi	86	*	49	*(4)	261	*	130	*(4)	261	*	130	*(4)
Mohamed Ghazalli												
Gee Siew Yoong	•	•	1	•	•	•	•	1	1	•	•	•
Datuk Ramlan Abdul	486	0.01	•	'	1,295	0.01	1	Ī	1,295	0.01	•	
Malek												
Datuk Muhamad Noor	•	•	•	1								
Hamid					•	•	•	•	•	•	İ	1
Datuk Ramlan Abdul	•	•	r	ı								
Rashid					1	•	1	1	1	1	1	

INFORMATION ON OUR COMPANY (Cont'd)

Scenario A		Pro forma III	na III			Pro forma IV	na IV			Pro forma V	na V	
	After Pro exercise	forma II a	After Pro forma II and assuming fuexercise of the ESOS Options (5)	ng full ns ⁽⁵⁾	After Pro f	forma III a rersion of	After Pro forma III and assuming full conversion of the RCPS-i	full	After Pro fo exerc	rma IV a	After Pro forma IV and assuming full exercise of the Warrants	full
	Direct		Indirect	.	Direct		Indirect	بو	Direct		Indirect	
Name	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%
	(000,)		(000,)		(000,)		(000,)		(000,)		(000,)	
Dato' Hamzah Bakar	•	,	•	•	•	•	•	•	•	١	•	•
TSS	899,785	5.12	2,686,786	$^{(2)}15.29$	914,910	4.58	3,089,804	(2)15.47	921,212	4.39	3,257,728	$^{(2)}15.53$
DSS	1,350	0.01	2,686,786	(2)15.29	1,553	0.01	3,089,804	$^{(2)}15.47$	1,637	0.01	3,257,728	$^{(2)}15.53$
Tan Sri Datuk Amar (Dr)	684	*	733	(3)*	786	*	843	(3)*	829	*	889	(3)*
of 30				•				•				
Mohamed Rashdi	261	*	130	*(4)	300	*	150	*(4)	316	*	158	* (4)
Mohamed Ghazalli												
Gee Siew Yoong		•	•	•	•	•	•	•	•	•	•	1
Datuk Ramlan Abdul Malek	1,295	0.01	•	•	1,489	0.01	•	•	1,570	0.01	•	•
Datuk Muhamad Noor	•	1	1	'	•	,	•	•	•	1	1	ı
Datuk Ramlan Abdul Rashid	1	•	•	•	•	1	•	ı	•	•	•	1

Scenario B													
			Pro forma III	na III			Pro forma IV	na IV			Pro forma V	na V	
		After Pro f	orma II a ersion of	After Pro forma II and assuming conversion of the RCPS-i	ng full i	After Pro forma III and assuming full exercise of the Warrants	ia III and assumir of the Warrants	ssuming full our	exercise	After Pro for exercise	of the ES	After Pro forma IV and assuming full exercise of the ESOS Options (6)	full (6)
		Direct		Indirect	7	Direct		Indirect		Direct		Indirect	_
Name		No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	%(₁)	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%	No. of SEB Shares	(1)%
		(000,)		(000,)		(000,)		(000,)		(000,)		(000,)	
Dato' Hamzah Bakar	Æ	٠	1		'	•	٠	'	'	•	٠		٠
TSS		115,956	0.63	3,089,804	$^{(2)}16.81$	122,258	0.63	3,257,728	$^{(2)}16.81$	1,090,990	5.12	3,257,728	$^{(2)}15.29$
DSS		1,553	0.01	3,089,804	$^{(2)}16.81$	1,637	0.01	3,257,728	$^{(2)}16.81$	1,637	0.01	3,257,728	$^{(2)}15.29$
Tan Sri Datuk Amar (Dr)	r (D)	786	*	843	(3)*	829	*	889	(3)*	829	*	888	(3)*
Hamid Bugo													
	Rashdi	300	*	150	(4)	316	*	158	(4)	316	*	158	(4)
Mohamed Ghazalli													
Gee Siew Yoong		•	1	•	•	•	•	•	1	•	•	•	,
Datuk Ramlan	Abdul	1,489	0.01	•	•	1,570	0.01	•	•	1,570	0.01	•	٠
Malek													
Datuk Muhamad	Noor	1	•	•	1	•	•	•	•	1	•	•	•
Datuk Ramlan Rashid	Abdul	1	ī	1	1	•	•	•	•	•	•	ı	•

Notes:-

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Computed based on the total number of 5,992,155,087 SEB Shares as at the LPD.
Deemed interested by virtue of being a substantial shareholder of SHSB pursuant to Section 8 of the Act. SHSB is a substantial shareholder of STSB, Sapura Resources Berhad, Sapura Capital Sdn Bhd, Indera Permai Sdn Bhd and Jurudata. 53

Deemed interested by virtue of the shareholding held by him and his children in Sego Holdings Sdn Bhd, which in turn holds 50% in Santubong Properties Sdn Bhd, pursuant to Section 8 of the Act.

Deemed interested by virtue of the shareholding held by his spouse pursuant to Section 8 of the Act. 400

Assuming 799.0 million ESOS Options are granted to and exercised by TSS, representing 5% of the total number of issued SEB Shares after the Rights Issue of Shares with Warrants. Assuming 968.7 million ESOS Options are granted to and exercised by TSS, representing 5% of the total number of issued SEB Shares after the Rights Issue of Shares with Warrants and assuming full conversion of the RCPS-i and full exercise of the Warrants.

5. SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

The subsidiaries of our Company as at the LPD are as follows:

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
Total Marine Technology (Malaysia) Sdn Bhd	6 June 2008 / Malaysia	RM2	Dormant	100
Sapura Deepwater Pte Ltd	29 October 2004 / Bermuda	USD12,000	Chartering and hiring out of vessels and barges	100
Sapura GeoSciences Sdn Bhd	6 May 1988 / Malaysia	RM2,500,003	Provision of offshore geotechnical and geophysical services	100
Sapura Technology Solutions Sdn Bhd	26 February 1992 / Malaysia	RM3,000,000	Investment holding, provision of operation and maintenance services, and provision of management services	100
Petcon (Malaysia) Sdn Bhd	21 December 1978 / Malaysia	RM4,000,000	Dormant	100
SapuraCrest Ventures Sdn Bhd	31 December 1985 / Malaysia	RM5,500,000	Investment holding	100
Crest Hidayat (L) Ltd	19 July 2002 / Federal Territory of Labuan, Malaysia	USD300,000	Dormant	100
Sapura Perdana Sdn Bhd	16 April 1994 / Malaysia	RM1,000,000	Dormant	100
Sapura Dana SPV Pte Ltd	5 October 2004 / Federal Territory of Labuan, Malaysia	USD100	Chartering and hiring out of vessels and barges	100
SapuraCrest Petroleum Berhad	3 March 1979 / Malaysia	RM0.40	Dormant	100
Sapura Probadi Sdn Bhd	15 January 1991 / Malaysia	RM86,400,000	Investment holding	100
Sapura Management Services Sdn Bhd	6 June 2005 / Malaysia	RM2	Dormant	100
Sapura Nautical Essence Sdn Bhd	24 August 2005 / Malaysia	RM2	Investment holding	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
Sapura Offshore Sdn Bhd	30 May 1990 / Malaysia	RM802,500,001	Front-end engineering design (FEED), detailed design engineering (DDE), procurement, construction, offshore transportation and installation, hook-up, commissioning and maintenance of fixed and floating oil and gas facilities, diving and subsea services, flexible and rigid pipelay, installation of subsea umbilicals, risers and flowlines and decommissioning of offshore structures	100
Sapura Marine Engineering Sdn Bhd	10 April 1985 / Malaysia	RM10,800,000	Provision of offshore construction and diving equipment	100
Geomark Sdn Bhd	9 July 2008 / Malaysia	RM2	Investment holding	100
Sapura Energy Ventures Sdn Bhd	17 December 2010 / Malaysia	RM1,000,000	Development and production of petroleum resources	100
Sapura Petroleum Sdn Bhd	18 March 2010 / Malaysia	RM2	Investment holding	100
Momentum Energy Sdn Bhd	31 May 2011 / Malaysia	RM2	Investment holding	100
Sapura Fabrication Sdn Bhd	9 April 1982 <i>I</i> Malaysia	RM550,000,000	Provision of offshore and onshore engineering, procurement, construction (fabrication), transportation, installation, hook-up, commissioning and maintenance of fixed and floating oil and gas facilities, brownfield rejuvenation, marine construction, marine conversion, marine repair and infrastructure construction	100
Sapura Onshore Sdn Bhd	29 January 1971 / Malaysia	RM28,500,000	Investment holding, property investment and provision of engineering, fabrication and construction services	100
Sapura Engineering Sdn Bhd	28 June 1995 / Malaysia	RM6,500,000	Provision of front-end engineering design (FEED) and detailed design engineering (DDE)	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
SE Petroleum Berhad	28 September 2004 / Malaysia	RM0.20	Dormant	100
Sapura Pinewell Sdn Bhd	14 June 1999 / Malaysia	RM7,500,000	Hook-up, commissioning, maintenance brownfield rejuvenation and onshore construction	100
Sapura Petroleum Ventures Sdn Bhd	5 September 2007 / Malaysia	RM60,000,000	Investment holding	100
SEB Energy Sdn Bhd	13 October 2010 / Malaysia	RM5,000,000	Development and production of petroleum resources	100
Sapura Subsea Services Sdn Bhd	28 November 1988 / Malaysia	RM53,700,000	Provision of offshore diving and related services and the provision of diving equipment for rental	100
Sapura TMC Sdn Bhd	18 February 2012 / Malaysia	RM500,000	Provision of treasury management services	100
Sapura Drilling Pte Ltd	1 April 2013 / Federal Territory of Labuan, Malaysia	USD871,970,100	Investment holding	100
Sapura 900 Pte Ltd	8 March 2013 / Federal Territory of Labuan, Malaysia	USD100	Vessel owner and chartering	100
SapuraKencana 1200 Pte Ltd	27 December 2013 / Federal Territory of Labuan, Malaysia	USD1	Dormant	100
Sapura 3000 Pte Ltd	27 December 2013 / Federal Territory of Labuan, Malaysia	USD1	Vessel owner and chartering	100
SapuraKencana FLB-1 Pte Ltd	27 December 2013 / Federal Territory of Labuan, Malaysia	USD1	Dormant	100
Sapura Upstream Sdn Bhd (formerly known as Sapura Exploration and Production Sdn Bhd)	18 October 2013 / Malaysia	RM2	Investment holding	100
Sapura Energy Services Sdn Bhd (formerly known as Sapura Fabrication & HUC Sdn Bhd)	9 January 2015 / Malaysia	RM2	Investment holding	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
Sapura Drilling Asia Sdn Bhd	12 March 1976 / Malaysia	RM350,000	Provision of oil drilling services	100
Varia Perdana Sdn Bhd	24 September 1990 / Malaysia	RM34,000,002	Investment holding	100
Crest Tender Rigs Pte Ltd	12 November 2003 / Federal Territory of Labuan, Malaysia	USD100,000	Leasing and chartering of offshore oil and gas rigs	100
SapuraKencana Talent Ltd	13 December 2013 / Bermuda	USD100	Provision of manpower services	100
Sapura 1200 Ltd	5 March 2014 / Bermuda	USD100	Vessel owner and chartering	100
Sapura 3500 Ltd	5 March 2014 / Bermuda	USD100	Vessel owner and chartering	100
Sapura FLB-1 Ltd	5 March 2014 / Bermuda	USD100	Vessel owner and chartering	100
Sapura Saudi Arabia Company	22 October 2017 / Saudi Arabia	SAR500,000	Engineering, procurement, construction, installation and commissioning of offshore and onshore facilities pipelines, subsea flexible pipes and cables hook-up, commissioning, brownfield rejuvenation and subsea inspection, maintenance and repair services	100
Sapura Energy DMCC	26 November 2013 / Dubai, United Arab Emirates	AED300,000	Onshore and offshore oil and gas fields services	100
Sapura Energy Do Brasil Ltda	11 September 2017 / Brazil	BRL1,000	Engineering, procurement, construction, installation and commissioning of offshore facilities and pipelines	100
Sapura Excersize Pty Ltd	6 December 2005 / Australia	AUD1	Owner and operator of ROVs for the offshore oil and gas industries	94
Sapura Babalon Pty Ltd	13 December 2005 / Australia	AUD1	Owner and operator of ROVs for the offshore oil and gas industries	94
Sapura Jaya Sdn Bhd	27 February 1990 / Malaysia	RM100,000	Chartering of vessels	100
Sapura GeoSurvey Sdn Bhd	13 December 1990 / Malaysia	RM2,500,001	Hydrographic surveys and related services	100

Name of community	Date / Country of	Issued share	Detectors and Man	Effective equity interest held
Name of company Sapura GeoTechnics	incorporation 30 May 1990 /	capital RM2,500,001	Principal activities Soil investigation and	<u>(%)</u> 100
Sdn Bhd	Malaysia	, ,	geotechnical services	
Sapura GeoTechnics (S) Pte Ltd	4 November 1989 / Singapore	SGD1,000,000	Soil investigation and geotechnical services	100
Sapura Oilserve Sdn Bhd	3 December 2003 / Malaysia	RM3,000,000	Provision of marine vessel transportation services	100
Sapura GeoSurvey Pte Ltd	25 April 1991 / Singapore	SGD100,000	Dormant	100
Sapura GeoSurvey Pty Ltd	20 September 2000 / Australia	AUD1	Dormant	100
Sapura Oilserve Labuan Pte Ltd	13 January 2004 / Federal Territory of Labuan, Malaysia	USD1	Leasing of vessels/barges	100
Sapura Digital Solutions Sdn Bhd	4 January 1997 / Malaysia	RM2,500,002	Retail automation systems and maintenance services	100
Sapura Project Services Sdn Bhd	3 January 2000 / Malaysia	RM2,500,002	Systems integration, software development, general engineering, maintenance activities	100
Sapura Power Services Sdn Bhd	22 December 1995 / Malaysia	RM1,800,000	Provision of maintenance services to the power, utility and oil and gas industries	94.4
Sapura Diving Services Sdn Bhd	29 November 1995 / Malaysia	RM3,120,000	Provision of rental equipment	100
Sapura Maintenance Services Sdn Bhd	6 September 2001 / Malaysia	RM2,600,000	Provision of maintenance services to the power, utility and oil and gas industries	100
Sapura Petroleum Technologies Sdn Bhd	23 November 1983 / Malaysia	RM5,100,000	Provision of trading and maintenance services	99.7
Sapura Energy Infinite Sdn Bhd	2 October 2000 / Malaysia	RM1,000	Investment holding and provision of operations and maintenance services to the oil and gas industry	100
Sapura Vessels Pte Ltd	16 March 2004 / Federal Territory of Labuan, Malaysia	USD20,000	Leasing of barges, vessels and operational equipment on bareboat basis	100
Sapura Services Sdn Bhd	20 December 2013 / Malaysia	RM100,000	Investment holding	100
Sapura Energy Resources Sdn Bhd	28 March 1984 / Malaysia	RM8,568,057	Investment holding	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
Sarku Engineering Services Sdn Bhd	3 May 1973 / Malaysia	RM203,500,000	Provision of offshore engineering and marine support and logistic assistance for the oil and gas industry	100
Sapura Marine Ventures Sdn Bhd	27 September 1986 / Malaysia	RM5,512,000	Provision of crew, chartering and hiring out of barges	100
Sapura Engineering (Offshore) Sdn Bhd	15 May 2000 / Malaysia	RM2,500,002	Chartering and hiring out of barges, vessels and operational equipment including provision of crew	100
Sapura Prominent Energy Sdn Bhd	30 June 2005 / Malaysia	RM2	Dormant	100
Sapura Nautical Bay Pte Ltd	17 June 2010 / Singapore	SGD2	Dormant	100
Sapura Petroleum Inc.	10 October 2013 / USA	USD100,000	Regional Office for business development and marketing	100
SapuraMex Pte Ltd	24 November 2014 / Singapore	USD2	Investment holding	100
Sapura Energy B.V.	8 October 2015 / The Netherlands	EUR1,000	Dormant	100
SapuraKencana Enerji Çözümleri Anonim Şirketi	4 November 2016 / Turkey	TL100.000	Engineering, procurement, construction, installation and commissioning of offshore facilities and cables	100
Sapura Nautical Power Pte Ltd	17 June 2010 / Singapore	SGD2	Investment holding	100
SapuraKencana Mexicana, S.A.P.I. de C.V.	3 October 2014 / Mexico	MXN10,000	Engineering, procurement, construction, installation and commissioning of offshore facilities and pipelines	100
Sapura 3500 (S) Pte Ltd	24 November 2014 / Singapore	USD2	Chartering and hiring out of vessel	100
Sapura Australia (Holdings) Pty Ltd	26 September 2011 / Australia	AUD32,158,293	Investment holding	100
Sapura USA Holdings Incorporated	30 June 2009 / USA	USD0.93	Investment holding	100
Sapura Australia Pty Ltd	10 October 2011 / Australia	AUD1	Investment holding	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
Peritus International Limited	23 December 2009 / United Kingdom	GBP1,000	Provision of advanced subsea and floating systems engineering, project management services to offshore oil and gas projects and developments in remote, hostile and deepwater environments	100
Peritus International Pty Ltd	21 December 2009 / Australia	AUD1,000	Provision of advanced subsea and floating systems engineering and project management services to offshore projects	100
Sapura Petroleum (Australia) Pty Ltd	5 August 2011 / Australia	AUD1	Investment holding	100
Sapura Projects Pty Ltd	26 September 2011 / Australia	AUD1	Investment holding	100
SC Projects Australia Pty Ltd	16 August 2011 / Australia	AUD2	Investment holding	100
Sapura Constructor Pte Ltd	13 November 1997 / Singapore	ordinary shares: SGD500,000 preference shares: USD54,311,000	Vessel owner and chartering	100
Sapura Assets Pty Ltd	2 May 2007 / Australia	AUD2	Owner and operator of marine assets	100
Ocean Flow International LLC	7 July 2000 / USA	USD100	Provision of technical consulting and advising to oil and gas operating companies	100
Peritus International Inc.	1 July 2010 / USA	USD1,000	Provision of advanced subsea and floating systems engineering and project management services to offshore projects	100
Normand Sapura Pty Ltd	15 February 2010 / Australia	AUD100	Sub-charter and provision of project delivery capabilities, technology and proprietary offshore assets	100
Peritus International Sdn Bhd	5 April 2012 / Malaysia	RM500,000	Provision of engineering consultancy services for the oil and gas industry	100
Sapura Projects Singapore Pte Ltd	6 December 2005 / Singapore	SGD2	Dormant	100
Quippo Prakash Pte Ltd	29 April 2008 / Singapore	SGD100,000	Dormant	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
Sapura Marine Sdn Bhd	28 March 2001 / Malaysia	RM1,000,000	Operation and management of fabrication yard	100
Sapura Infrastructure Sdn Bhd	7 October 2002 / Malaysia	RM1,000,000	Dormant	100
Sapura Metering Sdn Bhd	28 March 2001 / Malaysia	RM250,000	Dormant	100
Sapura Steelworks Sdn Bhd	16 June 2005 / Malaysia	RM1,000	Dormant	70
Sapura Engineering & Construction (India) Private Limited	24 September 2015 / India	INR26,121,000	Engineering, procurement, construction, installation and commissioning of offshore facilities and pipelines	100
Sapura HUC Sdn Bhd	8 January 2015 / Malaysia	RM2	Dormant	100
Sapura Fabricators Sdn Bhd	8 January 2015 / Malaysia	RM2	Dormant	100
Total Marine Technology Pty Ltd	2 February 1999 / Australia	AUD100	Development of marine technology and marine chartering, specialising on ROVs	94
Sapura Energy (B) Sdn Bhd	20 March 2013 / Brunei	BND2	Investment holding	100
RSK Petroleum Sdn Bhd	2 February 2013 / Brunei	BND1,000,000	To act as service provider for oil and gas industry	70
Sapura Subsea Sdn Bhd	12 August 1976 / Malaysia	RM2,500,002	Provision of engineering, fabrication and construction works	100
Sapura Assets Sdn Bhd	20 March 1985 / Malaysia	RM2	Property investment	100
Sapura Torsco (Hong Kong) Private Limited	21 April 2011 / Hong Kong	HKD50,000	Dormant	100
Sapura Marine Drilling Sdn Bhd	26 September 2007 / Malaysia	RM1,000,000	Dormant	100
Sapura Marine Rig 1 Pte Ltd	19 October 2007 / Singapore	USD2,000,000	Dormant	100
Sapura Nautilus Sdn Bhd	11 December 2009 / Malaysia	RM21,000,000	Service provider for offshore support vessels	100
Sapura Gemia (Labuan) Pte Ltd	12 February 2010 / Federal Territory of Labuan, Malaysia	USD10,000	Provision of offshore support vessels for the oil and gas industry	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
Sapura Teras Ventures Sdn Bhd	12 February 2008 / Malaysia	RM5,928,000	Provision of offshore support vessels for the oil and gas industry	100
Sapura Redang (Labuan) Pte Ltd	31 January 2011 / Federal Territory of Labuan, Malaysia	USD1	Provision of offshore support vessels for the oil and gas industry	100
Sapura Marine Services Sdn Bhd	3 March 2004 / Malaysia	RM1,000	Provision of vessel related management services	100
Sapura Subsea Corporation	28 May 2008 / Federal Territory of Labuan, Malaysia	USD15,000,001	Leasing of vessels and related equipment	100
Maju Hydro Sdn Bhd	4 May 2000 / Malaysia	RM250,000	Dormant	100
Sapura SS Corporation	28 April 2011 / Federal Territory of Labuan, Malaysia	USD1	Dormant	100
Sapura Subsea Robotics Corporation	10 January 2012 / Federal Territory of Labuan, Malaysia	USD1	Leasing of ROV and Hyperbaric Reception Facility	100
Sapura Energy (Thailand) Limited	8 March 2012 / Thailand	THB10,000,000	Provision of offshore diving and related services	100
Sapura Drilling (S) Pte Ltd	5 February 2013 / Singapore	SGD150,000	Leasing of offshore oil and gas drilling rigs and providing management services	100
Sapura Drilling (Bermuda) Ltd	9 June 2006 / Bermuda	USD12,000	Investment holding	100
Sapura Drilling Resources Ltd	11 October 2013 / Bermuda	USD10,000	Provision of crew services	100
Sapura Drilling Labuan Leasing Ltd	10 April 2007 / Federal Territory of Labuan, Malaysia	USD5,000	Hire and charter of the oil drilling rigs	100
Sapura Drilling T-10 Ltd	4 May 2012 / Bermuda	USD1,000,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling T-19 Ltd	9 February 2015 / Bermuda	USD100	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling T-7 Ltd	4 May 2012 / Bermuda	USD1,000,000	Dormant	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
Sapura Drilling T-9 Ltd	9 February 2015/ Bermuda	USD100	Dormant	100
Sapura Drilling T-20 Ltd	9 February 2015 / Bermuda	USD100	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling T-11 Ltd	4 May 2012 / Bermuda	USD1,000,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling T-12 Ltd	4 May 2012 / Bermuda	USD1,000,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling T-17 Ltd	14 April 2011 / Bermuda	USD1,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling T-18 Ltd	13 April 2012 / Bermuda	USD1,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling Menang Ltd	1 March 2011 / Bermuda	USD10,000,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling Berani Ltd	29 November 2011 / Bermuda	USD500,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling Alliance Ltd	4 May 2012 / Bermuda	USD1,000,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling Pelaut Ltd	4 May 2012 / Bermuda	USD1,000,000	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling Setia Ltd	1 December 2010 / Bermuda	USD10,000,000	Leasing of drilling rig and providing drilling service to offshore oil and gas industry	100
Sapura Drilling Esperanza Ltd	19 April 2011 / Bermuda	USD1,000	Leasing of drilling rig and providing drilling service to offshore oil and gas industry	100
Sapura Drilling Jaya Ltd	6 July 2010 / Bermuda	USD500,000	Leasing of drilling rig and providing drilling service to offshore oil and gas industry	100
Sapura Drilling Raiqa Ltd	17 December 2014 / Bermuda	USD100	Leasing of offshore oil and gas drilling rig	100
Sapura Drilling Asia Limited	15 December 1972 / Hong Kong	HKD41,000,000	Investment holding and the provision of oil drilling services	100
Sapura Drilling Services Sdn Bhd	6 August 2010 / Malaysia	RM500,000	Provision of management services for tender rig business	100
Sapura Drilling Holdings (Panama) Inc	1 September 1981 / Panama	USD2,018,360	Investment holding	100

Name of anymous	Date / Country of	Issued share	Drive in all activities	Effective equity interest held
Name of company Sapura Drilling T-19 Pte Ltd	incorporation 11 May 2009 / Federal Territory of Labuan, Malaysia	<u>capital</u> USD68,000,000	Principal activities Dormant	(%) 100
Sapura Drilling T-20 Pte Ltd	18 July 2011 / Federal Territory of Labuan, Malaysia	USD1	Dormant	100
Sapura Drilling Kinabalu Pte Ltd	18 July 2011 / Federal Territory of Labuan, Malaysia	USD1	Dormant	100
Sapura Drilling Teknik Berkat Ltd	9 February 2015 / Bermuda	USD100	Dormant	100
Sapura Drilling Holdings Limited	27 December 2013 / Hong Kong	HKD10,000	Investment holding and the provision of oil drilling services	100
Sapura Drilling Sdn Bhd	20 December 1980 / Brunei	BND200,000	Offshore drilling, workover and development of oil and gas wells	100
Sapura Energy Angola, LDA	24 December 2014 / Republic of Angola	KZ10,000,000	Providing drilling services to offshore oil and gas industry in Angola	100
PT Sapura Nordrill Indonesia (formerly known as PT SapuraKencana Nordrill Indonesia)	5 June 2002 / Indonesia	IDR 2.298.720.000	Offshore oil and gas construction and drilling services	95
Sapura Exploration and Production (Southeast Asia) Inc	8 January 2014 / Bahamas	USD1	Investment holding	100
Sapura Exploration and Production (NZ) Sdn Bhd (formerly known as Sapura Exploration and Production (JV) Sdn Bhd)	30 December 2014 / Malaysia	RM2	Investment holding	100
Sapura Exploration and Production (RSC) Sdn Bhd	30 December 2014 / Malaysia	RM2	Dormant	100
Sapura Exploration and Production (Oceania) Sdn Bhd	19 April 2018 / Malaysia	RM2	Investment holding	100
Sapura Exploration and Production (Americas) Sdn Bhd	18 April 2018 / Malaysia	RM2	Investment holding	100

Name of company	Date / Country of incorporation	Issued share capital	Principal activities	Effective equity interest held (%)
SEP Block 30, S. de R.L. de C.V.	11 May 2018 / Mexico	MXN3,000	Exploration, development and production of crude oil and natural gas	100
Sapura Exploration and Production OMV JV Sdn Bhd	19 April 2018 / Malaysia	RM2	Production of crude gaseous hydrocarbon (natural gas), draining and separation of liquid hydrocarbon fractions and mining of hydrocarbon liquids, obtain through liquefaction or pyrolysis	100
Sapura Exploration and Production (Malaysia) Inc.	22 February 2013 / Bahamas	USD5,000	Investment holding	100
Sapura Exploration and Production (PM) Inc	28 January 2002 / Bahamas	USD100	Exploration, development and production of crude oil and natural gas	100
Sapura Exploration and Production (Sabah) Inc	29 August 2011 / Bahamas	USD125,000	Exploration, development and production of crude oil and natural gas	100
Sapura Exploration and Production (Sarawak) Inc	4 February 2004 / Bahamas	USD125,000	Exploration, development and production of crude oil and natural gas	100
Sapura Sambang Sdn Bhd	17 June 1993 / Malaysia	RM2	Dormant	100
Sapura Exploration and Production (Mexico) Sdn Bhd	23 April 2018 / Malaysia	RM2	Investment holding	100
Sapura Exploration and Production (Australia) Sdn Bhd	18 September 2018 / Malaysia	RM2	Investment holding	100
Sapura Exploration and Production (Western Australia) Pty Ltd	26 September 2018 / Australia	AUD2	Exploration, development and production of crude oil and natural gas	100
Sapura Upstream Assets Sdn Bhd	2 November 2018 / Malaysia	RM2	Investment holding	100
SEB Upstream Sdn Bhd	2 November 2018 / Malaysia	RM2	Investment holding	100

The associated companies of our Company as at the LPD are as follows:

Name of company	Date / Country of incorporation	Issued Share Capital	Principal activities	Effective equity interest held (%)
Geowell Sdn Bhd	16 December 1989 / Malaysia	RM5,000,000	Wireline and well completion services	30
Subang Properties Sdn Bhd	7 June 1984 / Malaysia	RM184,253	Dormant	36.2
Labuan Shipyard & Engineering Sdn Bhd	26 September 2005 / Malaysia	RM50,000,000	Shipbuilding, ship repair, naval craft maintenance and oil and gas fabrication	50
Best Wide Engineering (M) Sdn Bhd	7 October 1994 / Malaysia	RM1,000,000	Undertaking engineering and technical works	30
Matrix Maintenance Sdn Bhd	8 September 2000 / Malaysia	RM300,000	Maintenance contractors for petrol chemical plants and general industries	30

The joint venture companies of our Company as at the LPD are as follows:

Name of company	Country / Date of incorporation	Issued Share Capital	Principal activities	Effective equity interest held (%)
Uzmal Oil Inc	6 September 1994 / Uzbekistan	USD2,000,000	Dormant	50
SapuraAcergy Sdn Bhd	7 September 2005 / Malaysia	RM3,600,000	Dormant	50
SapuraAcergy Assets Pte Ltd	15 February 2006 / Federal Territory of Labuan, Malaysia	USD22,000,000	Dormant	49
SapuraAcergy (Australia) Pty Ltd (In the process of voluntary liquidation)	8 February 2010 / Australia	AUD200,000	Dormant	50
L&T Sapura Shipping Private Limited	2 September 2010 / India	INR1,588,530,830	Vessel owner and chartering	40
L&T Sapura Offshore Private Limited	2 September 2010 / India	INR100,000	Provision of engineering and installation services	40
Seabras Sapura Participações S.A.	21 October 2011 / Brazil	BRL149,104,609.65	Investment holding	50
Seabras Sapura Holding, GmbH	4 May 2013 / Austria	EUR35,000	Investment holding	50

INFORMATION ON OUR COMPANY (Cont'd)

Name of company	Country / Date of incorporation	Issued Share Capital	Principal activities	Effective equity interest held	
Sapura Navegação	21 October 2011 /	BRL404,564,224.22	Vessel owner and chartering	<u>(%)</u> 50	
Maritima S.A.	Brazil				
Seabras Sapura PLSV Holding GmbH	4 May 2013 / Austria	EUR35,000	Investment holding	50	
Seabras Sapura Holdco Ltd.	1 December 2011 / Bermuda	USD200	Investment holding	50	
Sapura Diamante GmbH	4 May 2013 / Austria	EUR35,000	Vessel owner and chartering	50	
Sapura Topazio GmbH	20 April 2013 / Austria	EUR35,000	Vessel owner and chartering	50	
Sapura Onix GmbH	9 January 2014 / Austria	EUR10,000	Vessel owner and chartering	50	
Sapura Jade GmbH	10 January 2014 / Austria	EUR10,000	Vessel owner and chartering	50	
Sapura Rubi GmbH	10 January 2014 / Austria	EUR10,000	Vessel owner and chartering	50	
Seabras Sapura Talent Ltd	4 February 2014 / Bermuda	USD100	Provision for manpower services	50	
TL Offshore PLSV1 Ltd	1 December 2011 / Bermuda	USD100	Dormant	50	
TL Offshore PLSV2 Ltd	1 December 2011 / Bermuda	USD100	Dormant	50	
TL Offshore PLSV3 Ltd	8 July 2013 / Bermuda	USD100	Dormant	50	
TL Offshore PLSV4 Ltd	8 July 2013 / Bermuda	USD100	Dormant	50	
TL Offshore PLSV5 Ltd	8 July 2013 / Bermuda	USD100	Dormant	50	
Let's Log Serviços Intergrados de Logística Ltda	22 October 2013 / Brazil	BRL5,100,000	Management of general warehouses and deposits	50	

Company No. 950894-T

APPENDIX II

INFORMATION ON OUR COMPANY (Cont'd)

Name of company	Country / Date of incorporation	Issued Share Capital	Principal activities	Effective equity interest held (%)
Sapura GE Oil & Gas Services Sdn Bhd	19 December 2013 / Malaysia	RM2,000,000	Provision of repair and maintenance services & sales of parts to the energy sector	51

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6. PROFIT AND DIVIDEND RECORD

The profit and dividend record based of our audited consolidated financial statements for the FYE 31 January 2016, FYE 31 January 2017 and FYE 31 January 2018 and our unaudited consolidated financial statements for the nine (9)-month FPE 31 October 2017 and nine (9)-month FPE 31 October 2018 are as follows:

	Audi	Unaudite Audited FYE 31 January 31			
	2016	2017	2018	2017	2018
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Revenue	10,184,031	7,651,323	5,894,998	4,705,752	3,816,877
Cost of sales	(7,623,676)	(5,953,543)	(4,925,530)	(3,923,859)	(3,225,837)
Gross profit	2,560,355	1,697,780	969,468	781,893	591,040
Other income	480,209	1,565,338	124,549	119,037	140,522
Other expenses	(309,838)	(1,703,594)	(210,258)	(131,815)	(98,523)
Administrative expenses	(671,786)	(548,634)	(492,905)	(411,918)	(319,816)
	2,058,940	1,010,890	390,854	357,197	313,223
Provision for impairment	(2,029,252)	(282,683)	(2,132,293)	-	-
Deposit on acquisition of oil and gas assets written off	(172,503)	-	-	-	-
Finance costs	(760,170)	(799,856)	(858,666)	(648,343)	(740,365)
Share of profit from associates and joint venture	190,346	456,897	276,516	219,574	279,550
(Loss)/Profit before tax	(712,639)	385,248	(2,323,589)	(71,572)	(147,592)
Income tax expense	(78,806)	(179,084)	(181,226)	(146,850)	(146,557)
(Loss)/Profit after tax	(791,445)	206,164	(2,504,815)	(218,422)	(294,149)
(Loss)/Profit attributable to:					
Owners of our Company Non-controlling interests	(791,555) 110	208,316 (2,152)	(2,503,473) (1,342)	(217,945) (477)	(292,879) (1,270)
-	(791,445)	206,164	(2,504,815)	(218,422)	(294,149)
EBITDA ⁽¹⁾	3,277,006	2,779,164	1,431,435	1,159,301	975,588
Weighted average number	5,971,797	5,950,838	5,946,662	5,947,136	5,952,277
of shares in issue ('000) ⁽²⁾ Basic/diluted EPS/loss per SEB Share (sen)	(13.25)	3.50	(42.10)	(3.66)	(4.92)
Dividend per SEB Share (sen)	1.35	1.00	-	1.00	-
Gross profit margin ⁽³⁾	25.1%	22.2%	16.4%	16.6%	15.5%
PBT/LBT margin ⁽⁴⁾	(7.0%)	5.0%	(39.4%)	(1.5%)	(3.9%)
PAT/LAT margin ⁽⁵⁾	(7.8%)	2.7%	(42.5%)	(4.6%)	(7.8%)

Notes:

EBITDA = (Loss/Profit before tax + provision for impairment + depreciation and amortisation + finance costs interest income.)

⁽²⁾ Excluding shares held under trust.

⁽³⁾ Computed based on gross profit divided by revenue.

- (4) Computed based on PBT/LBT divided by revenue.
- (5) Computed based on PAT/LAT divided by revenue.

Commentaries on financial performance

FYE 31 January 2016

Revenue of our Group for the FYE 31 January 2016 increased by RM241.0 million or 2.4% to RM10,184.0 million (FYE 31 January 2015: RM9,943.0 million). The increase in year-on-year revenue was mainly due to:

- (i) higher revenue of RM563.1 million or 24.7% from installation of pipelines and facilities as a result of higher revenue from international E&C projects executed during the financial year;
- (ii) higher revenue of RM216.6 million or 7.9% from offshore drilling services mainly due to favourable effects of USD strengthening against RM and the full year revenue recognition from the two (2) newly built tender assisted rigs (SKD T-19 and SKD T-20) which started operations in FYE 31 January 2015, offset with lower revenue of RM535.7 million or 25.7% from oilfield development and production mainly due to lower average realised price per barrel and lower barrels of oil lifted during the financial year.

The gross profit margin of our Group for the FYE 31 January 2016 decreased by 3.4 percentage points ("p.p.") to 25.1% (FYE 31 January 2015: 28.5%) mainly due to margin pressure for EPCIC contracts as a result of stiff competition in the market. In addition, the gross profit margin from oilfield development and production was lower in tandem with the lower average realised oil price achieved per barrel during the financial year.

However, our Group recorded LBT of RM712.6 million for the FYE 31 January 2016 which was lower by RM2,328.6 million compared to PBT of RM1,616.0 million recorded in FYE 31 January 2015. The decrease was mainly due to:

(i) provision for impairment as per table below:

	2015 FYE 31 January	2016 FYE 31 January
Provision for impairment on:	(RM'000)	(RM'000)
 expenditure on oil and gas properties property, plant and equipment (vessels and rigs) 	54,935 -	1,397,266 603,732
- investment in joint venture	-	28,254
Total	54,935	2,029,252

The provision for impairment on expenditure on oil and gas properties and property, plant and equipment during the FYE 31 January 2016 was mainly due to the lower recoverable amount of the assets compared to the carrying value of the assets. The recoverable amount of the oil and gas properties is lower as a result of the lower crude oil prices in the global economy.

- (ii) write-off of the deposit on acquisition of oil and gas assets amounting to RM172.5 million following the termination of three conditional sale and purchase agreements, all dated 20 November 2014, on the proposed acquisition of interest in the following oil and gas assets in Vietnam:
 - (a) 50% interest in the petroleum contract for Blocks 01/97 and 02/97 Cuu Long Basin;

- (b) 40% interest in the production sharing contract for Blocks 10 & 11.1, Nam Con Son Basin; and
- (c) approximately 36.8% interest in the production sharing contract for Block 46 Cai Nuoc, Malay-Tho Chu Basin;
- increase in finance costs by RM93.6 million or 14.0% due to unfavourable effect of RM weakening against USD. In FYE 31 January 2016, 80% of total borrowings of our Group are denominated in USD; and
- (iv) decrease in share of profit from associates and joint ventures companies by RM61.8 million or 24.5% mainly due to lower vessel utilisation in SapuraAcergy joint ventures' entities and mitigated by higher contribution from Brazil joint ventures' entities.

FYE 31 January 2017

Revenue of our Group for the FYE 31 January 2017 decreased by RM2,532.7 million or 24.9% to RM7,651.3 million (FYE 31 January 2016: RM10,184.0 million). The decrease in revenue was mainly due to:

- (i) lower revenue of RM1,118.3 million or 23.8% from EPCIC contracts, in line with lower activities and new project secured in FYE 31 January 2017;
- (ii) lower revenue of RM936.9 million or 31.7% from offshore drilling services due to lower number of rigs being under contract in FYE 31 January 2017. The number of rigs under contract was 8 for FYE 31 January 2017 compared to 12 rigs under contract for FYE 31 January 2016; and
- (iii) lower revenue of RM425.2 million or 27.5% from oilfield development and production business mainly due to the cessation of Berantai Risk Service Contract ("RSC") in July 2016.

The gross profit margin of our Group for the FYE 31 January 2017 decreased by 2.9p.p. to 22.2% (FYE 31 January 2016: 25.1%) mainly due to margin pressure from EPCIC contracts as a result of stiff competition in the market. In addition, the offshore drilling services gross profit margin decreased due to lower revenue as mentioned above.

However, PBT of our Group for the FYE 31 January 2017 increased by RM1,097.8 million to RM385.2 million (FYE 31 January 2016: LBT of RM712.6 million). The increase was mainly due to:

(i) lower provision for impairment by RM1,746.6 million or 86.1% to RM282.7 million (FYE 31 January 2016: RM2,029.3 million). The details as per table below:

	FYE 31 January 2016	FYE 31 January 2017
Provision for impairment on:	(RM'000)	(RM'000)
- expenditure on oil and gas properties	1,397,266	(1,198)
 property, plant and equipment (vessels and rigs) 	603,732	283,881
- investment in joint venture	28,254	-
Total	2,029,252	282,683

The provision for impairment on property, plant and equipment during the FYE 31 January 2017 was mainly due to the lower recoverable amount of the assets compared to the carrying value of the assets. The recoverable amount of the assets is lower due to lower crude oil price in the global economy and its impact on E&C and Drilling assets;

- (ii) increase in the share of profit from associates and joint ventures by RM266.6 million mainly due to higher utilisation rate and number of working vessels in Brazil joint ventures' entities and recognition of one-off share of profits following cessation of Berantai RSC of RM81.6 million; and
- (iii) in FYE 31 January 2016, there was a deposit on acquisition of oil and gas assets amounting to RM172.5 million which was written off, following the termination of the conditional sale and purchase agreements on the proposed acquisition of interest in oil and gas assets in Vietnam, offset with lower revenue and gross profit as highlighted above.

FYE 31 January 2018

Revenue of our Group for the FYE 31 January 2018 decreased by RM1,756.3 million or 23.0% to RM5,895.0 million (FYE 31 January 2017: RM7,651.3 million). The decrease in revenue was mainly due to:

- (i) lower revenue of RM873.3 million or 43.3% from offshore drilling services due to lower number of rigs being under contract for FYE 31 January 2018. The number of rigs under contract was 5 for FYE 31 January 2018 compared to 8 rigs under contract for FYE 31 January 2017;
- (ii) lower revenue of RM441.4 million or 12.3% from EPCIC contracts, in line with the lower scope of work for projects which were reaching their completion stage; and
- (iii) lower revenue of RM270.6 million or 24.1% mainly due to absence of revenue contribution for the FYE 31 January 2018 following cessation of Berantai RSC in July 2016 (FYE 31 January 2017).

The gross profit margin of our Group for the FYE 31 January 2018 decreased by 5.8p.p. to 16.4% (FYE 31 January 2017: 22.2%) mainly due to margin pressure from EPCIC contracts due to stiff competition in the market. In addition, the offshore drilling services gross profit margin decreased due to lower revenue as mentioned above.

Our Group recorded LBT for the FYE 31 January 2018 of RM2,323.6 million, which was lower by RM2,708.8 million compared to PBT of RM385.2 million the FYE 31 January 2017. The decrease was mainly due to:

(i) decrease in revenue as highlighted above;

(ii) provision for impairment amounting to RM2,132.2 million, largely due to provision for impairment on 12 tender assisted drilling rigs (including a rig under construction), details of which are as below:

	FYE 31 January 2017	FYE 31 January 2018
Provision for impairment on: - expenditure on oil and gas properties	(RM'000) (1,198)	(RM'000)
 property, plant and equipment (vessels and rigs) 	283,881	2,132,293
Total	282,683	2,132,293

The provision for impairment on property, plant and equipment during the FYE 31 January 2018 was mainly due to the lower recoverable amount of the assets compared to the carrying value of the assets. The recoverable amount of the assets is lower due to lower crude oil price in the global economy and its impact on E&C and Drilling assets. E&C and Drilling segments are expected to take a longer period for recovery.

(iii) lower share of profit from associates and joint ventures by RM180.4 million or 39.5% which includes a share of loss on disposal of vessel amounting to RM46 million, lower utilisation of vessel in SapuraAcergy joint ventures' entities and absence of contribution from Berantai RSC as a result of cessation of Berantai RSC in July 2016 (FYE 31 January 2017), mitigated by higher utilisation of vessels in Brazil joint ventures' entities.

FPE 31 October 2018

Revenue of our Group for the FPE 31 October 2018 decreased by RM888.9 million or 18.9% to RM3,816.9 million (FPE 31 October 2017: RM4,705.8 million). The decrease in revenue was mainly due to:

- (i) lower revenue of RM880.6 million or 26.8% from EPCIC contracts, in line with the lower activities in the current period; and
- (ii) lower revenue of RM231.7 million or 25.3% from offshore drilling services due to unfavourable effect of USD weakening against RM.

The above was offset by higher revenue of RM169.6 million or 30.1% from oilfield development and production business due to higher oil and gas liftings and the effect of the higher average realised oil and gas price achieved in the current period.

The gross profit margin of our Group for the FPE 31 October 2018 decreased by 1.1p.p. to 15.5% (FPE 31 October 2017: 16.6%) mainly due to lower utilisation of the main vessels which are in pre-mobilisation stage for the recently secured work during the current period.

Our Group recorded LBT for the FPE 31 October 2018 of RM147.6 million, which was higher by RM76.0 million compared to LBT of RM71.6 million in the FPE 31 October 2017, in line with the lower revenue as highlighted above. However, this was offset by:

- (i) higher share of profit from associates and joint ventures of RM60.0 million or 27.3% in FPE 31 October 2018. In FPE 31 October 2017, there was a share of loss on disposal of vessel from SapuraAcergy amounting to RM46.1 million and lower activities in SapuraAcergy joint ventures' entities; and
- (ii) higher net foreign exchange gain of RM58.0 million to RM103.9 million in current period in line with the changes in exchange rates between RM and other currencies compared to previous financial period.

7. HISTORICAL SHARE PRICES

(Source: Bloomberg)

The monthly high and low market prices of our Shares as traded on Bursa Securities for the past 12 months are as follows:"

	High	Low
	(RM)	(RM)
2018		
November	0.405	0.340
October	0.440	0.310
September	0.490	0.330
August	0.620	0.335
July	0.645	0.565
June	0.690	0.535
May	0.910	0.550
April	0.800	0.480
March	0.675	0.395
February	0.760	0.660
January	1.050	0.665
January	1.000	0.000
2017		
December	1.280	0.700
Last transacted market price of our Shares as at the Announcement LTD		0.595
Last transacted market price of our Shares as at the LPD		0.335
Last transacted market price of our Shares on 26 December 2018, being the last trading day prior to the ex-date of the Rights Issue		0.290



Ernst & Young AF:0039 SST ID: W10-1808-31043558 Chartered Accountants Level 23A Menara Milenium Jalan Damanlela, Pusat Bandar Damansara 50490 Kuala Lumpur Malaysia Tel: +603 7495 8000 Fax: +603 2095 5332 (General line) +603 2095 9076 +603 2095 9078 ev.com

REPORTING ACCOUNTANTS' REPORT ON THE COMPILATION OF PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Prepared for inclusion in the Abridged Prospectus to shareholders of Sapura Energy Berhad ("SEB") to be dated 31 December 2018 ("Abridged Prospectus"))

14 December 2018

The Board of Directors Sapura Energy Berhad Level 6, Sapura@Mines No.7 Jalan Tasik The Mines Resort City 43300 Seri Kembangan Selangor, Malaysia

Attention: Reza Abdul Rahim

Dear Sirs.

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF SEB AS AT 31 JANUARY 2018 IN CONNECTION WITH THE:

- (A) RENOUNCEABLE RIGHTS ISSUE OF 9,986,925,145 NEW ORDINARY SHARES IN SEB ("SEB SHARES") ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.30 PER RIGHTS SHARE TOGETHER WITH 998,692,514 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY THREE (3) SEB SHARES HELD AT 5.00 P.M. ON 31 DECEMBER 2018 AND ONE (1) FREE WARRANT FOR EVERY TEN (10) RIGHTS SHARES SUBSCRIBED ("RIGHTS ISSUE OF SHARES WITH WARRANTS"); AND
- (B) RENOUNCEABLE RIGHTS ISSUE OF 2,396,862,035 NEW ISLAMIC REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN SEB ("RCPS-i") AT AN ISSUE PRICE OF RM0.41 PER RCPS-i ON THE BASIS OF TWO (2) RCPS-i FOR EVERY FIVE (5) SEB SHARES HELD AT 5.00 P.M. ON 31 DECEMBER 2018 ("RIGHTS ISSUE OF RCPS-i");

(COLLECTIVELY REFERRED TO AS "RIGHTS ISSUE")

We have completed our assurance engagement to report on the compilation of pro forma consolidated statement of financial position of SEB as at 31 January 2018 and the related notes as set out in Appendix III of the Abridged Prospectus in connection with the Rights Issue.



The pro forma consolidated statement of financial position have been compiled by the Directors of SEB based on the applicable criteria as specified in the *Prospectus Guidelines - Abridged Prospectus* issued by the Securities Commission Malaysia ("SC") and described in Note 1 of the pro forma consolidated statement of financial position in Attachment A ("Applicable Criteria").

The pro forma consolidated statement of financial position have been compiled by the Directors of SEB to illustrate the impact of the Rights Issue on SEB's financial position as at 31 January 2018 as if the Rights Issue had taken place as at 31 January 2018. As part of this process, information about the financial position has been extracted by the Directors of SEB from the consolidated statement of financial position of SEB, on which the audit report has been published.

The Directors' Responsibility for the Pro Forma Consolidated Statement of Financial Position

The Directors of SEB are responsible for compiling the pro forma consolidated statement of financial position on the basis of the Applicable Criteria.

Our Independence and Quality Control

We have complied with the independence and other ethical requirement of the By-Laws (on Professional Ethics, Conduct and Practice) issued by the Malaysian Institute of Accountants and the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Malaysian Approved Standard on Quality Controls, ISQC 1 Quality Control for Firms that Perform Audits and Reviews of Financial Statement, and Other Assurance and Related Services Engagements, issued by the Malaysian Institute of Accountants and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our responsibilities

Our responsibility is to express an opinion as required by the SC, about whether the pro forma consolidated statement of financial position have been compiled, in all material respects, by the Directors of SEB on the basis of the Applicable Criteria.



Our responsibilities (cont'd)

We conducted our engagement in accordance with the Malaysian Approved Standard on Assurance Engagements, ISAE 3420 Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the Malaysian Institute of Accountants. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the pro forma consolidated statement of financial position have been compiled, in all material respects, by the Directors of SEB on the basis of the Applicable Criteria.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma consolidated statement of financial position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma consolidated statement of financial position.

The purpose of pro forma consolidated statement of financial position included in the Abridged Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial position of SEB as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the pro forma consolidated statement of financial position have been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the Applicable Criteria used by the Directors of SEB in the compilation of pro forma consolidated statement of financial position provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma consolidated statement of financial position reflect the proper application of those adjustments to the unadjusted consolidated statement of financial position.

The procedures selected depend on our judgment, having regard to our understanding of the nature of SEB, the event or transaction in respect of which the pro forma consolidated statement of financial position have been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma consolidated statement of financial position.

We believe that the evidence we obtained is sufficient and appropriate to provide a basis for our opinion. 3



Opinion

In our opinion, the pro forma consolidated statement of financial position have been compiled, in all material respects, on the basis of the Applicable Criteria as described in Note 1 of the pro forma consolidated statement of financial position in Attachment A.

Emphasis of Matter

We draw attention to Note 2.4 in Attachment A of the pro forma consolidated statement of financial position. As at 13 December 2018, being the latest practicable date prior to the date of the Abridged Prospectus pertaining to the Rights Issue, the market price of SEB Shares on close of business was RMO.34 per share. Based on this current market price, the exercise of the warrants may not occur as the exercise price of the warrants is RMO.49, which is above the current market price. The pro forma consolidated statement of financial position is prepared to illustrate the effects on the statement of financial position should the warrants be fully exercised. Our opinion is not qualified in respect of this matter.

Other matters

This letter is issued in connection with the Rights Issue for the sole purpose of complying with the *Prospectus Guidelines – Abridged Prospectus* issued by the SC. Our work had been carried out in accordance with Malaysian Approved Standards on Assurance Engagements and accordingly should not be relied upon as if it had been carried out in accordance with standards and practices in other jurisdictions. Therefore, this letter is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than the Rights Issue described above. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this letter in connection with any type of transaction, including the sale of securities other than the Rights Issue.

Yours faithfully

Ernst & Young AF: 0039

Chartered Accountants

Ahmad Zahirudin Bin Abdul Rahim

No. 02607/12/2020 J

Chartered Accountant

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 31 JANUARY 2018 TOGETHER WITH THE NOTES AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)

Attachment A

SAPURA ENERGY BERHAD ("SEB" or the Group) PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 JANUARY 2018 The pro forma consolidated statements of financial position set out below are provided for illustrative purposes only to show the effects on the consolidated statements of financial position of SEB as at 31 January 2018 had the Rights Issue been effected on that date:

Full Exercise of Pro forma III Warrants Pro forma IV RM '000 RM '000 RM '000	11.454.733		7,918,880 7,918,880	21,835 - 21,835	1,535,671 - 1,535,671	103,690 - 103,690	262,563 . 262,563	30,537 - 30,537	25,265,955 - 25,265,955		376,555 - 376,555	2,530,111 - 2,530,111	103,913 - 103,913	1,716,235 - 1,716,235	4,726,814 - 4,726,814	
Full Conversion of RCPS-I Pro RM '000		'		•	•		•	•			•	•		•	•	
Ful Pro forma II RM '000	11,454,733	3,938,046	7,918,880	21,835	1,535,671	103,690	262,563	30,537	25,265,955		376,555	2,530,111	103,913	1,716,235	4,726,814	
Rights Issue of RCPS-I RM '000		•	•	•		•			•		•	•	•		•	
Pro forma I RM '000	11,454,733	3,938,046	7,918,880	21,835	1,535,671	103,690	262,563	30,537	25,265,955		376,555	2,530,111	103,913	1,716,235	4,726,814	
Rights Issue of Shares with Warrants RM '000	,		•	•	•	•		•	,		•	•	•	•		
Audited At 31 January 2018 RM '000	11,454,733	3,938,046	7,918,880	21,835	1,535,671	103,690	262,563	30,537	25,265,955		376,555	2,530,111	103,913	1,716,235	4,726,814	
ASSETS	Non-current assets Property, plant and equipment	Expenditure on oil and gas properties	Intangible assets	Investment in associates	Investment in joint ventures	Deferred tax assets	Derivative assets	Trade receivables		Current assets	Inventories	Trade and other receivables	Tax recoverable	Cash and cash equivalents		



Attachment A

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 31 JANUARY 2018 TOGETHER WITH THE NOTES AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)

SAPURA ENERGY BERHAD ("SEB" or the Group) PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 JANUARY 2018 (CONT'D)

			Ernst & Young (Ar. coss) Charter Accountable Unique For the Unique propose only	
Pro forma IV RM '000	10,375,073 1,620 196,118 1,023,726 11,596,537	1,722,201 2,797,114 25,086 83,585 4,627,986 16,224,523	12,453,260 (114,942) 1,443,619 (14,090) 13,764,847 399 13,768,246 29,92,769 19,374,635 19,374,635 0.71	,
Full Exercise of Warrants RM '000	(481,665)		604,633 (115,274) (7,694) 481,665 - 481,665 - 998,693	
F Pro forma III RM '000	10,856,738 1,620 196,118 1,023,726 12,078,202	1,722,201 2,797,114 25,086 83,585 4,627,986 16,706,188	11,848,627 (114,942) - 115,274 1,443,619 (6,336) 13,286,581 29,92,769 18,375,942 0.72 12,578,939	
Full Conversion of RCPS-I RM '000			982,713	
Full C Pro forma II RM '000	10,856,738 1,620 196,118 1,023,726 12,078,202	1,722,201 2,797,114 25,086 83,585 4,627,986	10,865,914 (114,942) 992,713 115,274 1,443,619 (6,396) 13,286,581 29,922,769 15,979,080 15,979,080 12,578,939	
Rights issue of RCPS-I RM '000	(967,263)			2
Pro forma I RM 1000	11,824,001 1,620 196,118 1,023,726 13,045,465	1,722,201 2,797,114 25,086 83,585 4,627,986	10,865,914 (114,942) - 115,274 1,443,619 9,054 12,319,318 29,992,769 15,979,080 15,979,080 13,546,202	
Rights issue of Shares with Warrants RM '000	(2,868,953)		2,799,504 115,274 (45,825) 2,868,953 2,868,953 9,986,925	
Audited At 31 January 2018 RM '000	14,692,954 1,620 196,118 1,023,726 15,914,418	1,722,201 2,797,114 25,086 83,585 4,627,986 20,542,404	8,066,410 (114,942)	
EQUITY AND LIABILITIES	Non-current liabilities Borrowings Trade and other payables Provision for asset retirement obligations Deferred tax liabilities	Current liabilities Borrowings Trade and other payables Provision for asset retirement obligations Income tax payable TOTAL LIABILITIES	Equity Equity attributable to equity holders of the Company Share capital Shares held under trust RCPS-i Warrants reserve Other reserves Other reserves Retained profits/(Accumulated losses) Retained profits/(Accumulated losses) Retained profits/(Accumulated losses) Retained profits/(Accumulated losses) Retained profits/(Accumulated losses) Retained profits/(Accumulated losses) Retained unity Total equity Total equity Total equity Total systes per SEB Share attributable to the owners of the Company (RM) Total borrowings Total borrowings 1.58 Gearing ⁽¹⁾ (times) 1.74 Ceaculated as total borrowings divided by equity attributable to SEB	

PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 31 JANUARY 2018 TOGETHER WITH THE NOTES AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)

Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018

1.0 Basis of preparation

The pro forma consolidated statements of financial position of SEB as at 31 January 2018 have been prepared by the Directors of SEB, for illustrative purposes, in connection with the:

- a) Renounceable rights issue of 9,986,925,145 new ordinary shares in SEB ("Rights Shares") at an issue price of RMO.30 per Rights Share on the basis of five (5) Rights Shares for every three (3) ordinary shares in SEB ("SEB Shares") held at 5.00 p.m. on 31 December 2018, together with 998,692,514 free detachable warrants ("Warrants") on the basis of one (1) Warrant for every ten (10) Rights Shares subscribed ("Rights Issue of Shares with Warrants"); and
- b) Renounceable rights issue of 2,396,862,035 new Islamic redeemable convertible preference shares in SEB ("RCPS-i") at an issue price of RMO.41 per RCPS-i on the basis of two (2) RCPS-i for every five (5) SEB Shares held at 5.00 p.m. on 31 December 2018 ("Rights Issue of RCPS-i")

Collectively referred to as "Rights Issue"

The pro forma consolidated statements of financial position of SEB as at 31 January 2018 have been prepared based on the audited consolidated statements of financial position of SEB as at 31 January 2018 to show the effects had the Rights Issue been completed on that date. The pro forma consolidated statements of financial position of SEB as at 31 January 2018 have been prepared on a basis consistent with both the format of the audited financial statements and the accounting policies adopted by SEB Group in the preparation of the audited consolidated financial statements of SEB Group for the financial year ended 31 January 2018, which is in accordance with Malaysian Financial Reporting Standards ("MFRS").



Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018 (Cont'd)

1.0 Basis of preparation (cont'd)

In addition, SEB Group has adopted the following accounting policy, which is in accordance to MFRS and in relation to the Rights Issue of Shares with Warrants:

Warrants reserve

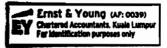
Warrants reserve arising from the issuance of free warrants together with the Rights Shares, is determined based on the allocation of the proceeds from the rights issue using the relative fair value of the warrants and the ordinary shares on a pro-rata basis. The fair value of the warrants are credited to a warrants reserve. Warrants reserve is non-distributable, and is transferred to the share capital account upon the exercise of warrants. Warrants reserve in relation to unexercised warrants at the expiry of the exercise period is transferred to retained profits.

The Directors of SEB are responsible for the preparation of the pro forma consolidated statements of financial position of SEB Group as at 31 January 2018. The pro forma consolidated statements of financial position do not purport to predict the future financial position of SEB Group.

For illustrative purposes, the effects of the Rights Issue shall be based on the following assumptions:

- (a) All the entitled shareholders subscribe in full their respective entitlements under the Rights Issue of Shares with Warrants.
- (b) All the entitled shareholders subscribe in full their respective entitlements under the Rights Issue of RCPS-i.
- (c) At the maturity date of the RCPS-i, all of the RCPS-i are converted to new SEB Shares based on a conversion ratio of one (1) new SEB Share for one (1) RCPS-i held.
- (d) As at 13 December 2018, being the Latest Practicable Date prior to the date of the circular pertaining to the Rights Issue ("LPD"), the market price of SEB Shares on close of business was RMO.34 per share. Based on this current market price, the exercise of the warrants may not occur as the exercise price of the warrants is RMO.49, which is above the current market price.

The pro forma consolidated statement of financial position is prepared to illustrate the effects on the statement of financial position should the warrants be fully exercised.



Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018 (Cont'd)

2.0 Pro forma adjustments

2.1 Pro forma I

Pro forma I illustrates the effects of the Rights Issue of Shares with Warrants, assuming all the entitled shareholders subscribe in full their respective entitlements under the Rights Issue of Shares with Warrants. The Rights Issue of Shares with Warrants would entail the following:

(a) Warrant reserves of RM115.3 million arising from the issuance of Warrants, which was determined based on the allocation of the proceeds from the Rights Issue of Shares with Warrants between the Rights Shares and Warrants, on a pro-rata basis based on their relative fair values. The relative fair values and indicative fair values of the Rights Shares and Warrants assumed for the purposes of the pro forma consolidated statements of financial position are summarised below:

	Rights Shares RM	Warrants RM
Indicative fair value	0.34	0.14
Relative fair value	0.29	0.12

The indicative fair value for the Rights Shares is based on the closing price per SEB share on LPD.

As at LPD, the indicative fair value assumed for the Warrants is estimated using the trinomial option pricing model based on the following assumptions:

Time to maturity:	7 years
Theoretical ex-rights price:	0.32
5-day volume-weighted average price:	0.35
Exercise price:	0.49
Risk free rate:	4.00%
Dividend yield:	0%
Volatility:	49.05%

(b) The Rights Issue of Shares with Warrants would increase SEB's issued and paid-up ordinary shares by 9,986,925,145 SEB Shares to 15,979,080,232 SEB Shares, raising total proceeds of RM2,996.1 million.



PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 31 JANUARY 2018 TOGETHER WITH THE NOTES AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)

Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018 (Cont'd)

2.0 Pro forma adjustments (cont'd)

2.1 Pro forma I (cont'd)

The Rights Issue of Shares with Warrants would entail the following (cont'd):

- (c) Of the total proceeds arising from the Rights Issue of Shares with Warrants of RM2,996.1 million:
 - (i) RM2,914.8 million would be used to repay outstanding borrowings, all of which are assumed to be apportioned to the non-current borrowings.
 - As at 31 January 2018, the attributable unamortised transaction costs included within non-current borrowings is RM45.8 million. The amount would be recognised as an expense, which results in a debit to the retained profits of SEB upon early settlement of the related borrowings.
 - (ii) RM81.3 million would be utilised to defray estimated transaction expenses relating to the Rights Issue of Shares with Warrants, of which RM78.1 million is allocated to the Rights Issue of Shares and RM3.2 million is allocated to the Warrants.

The expenses would be netted off against the share capital and warrant reserve. This is consistent with MFRS 132 Financial Instruments: Presentation, which states that transaction costs of an equity transaction shall be accounted for as a deduction from equity.

The allocation of the transaction expenses is based on the relative fair value of the securities issued in the Rights Issue.



PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 31 JANUARY 2018 TOGETHER WITH THE NOTES AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)

Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018 (Cont'd)

2.0 Pro forma adjustments (cont'd)

2.1 Pro forma I (cont'd)

The effects of the Rights Issue of Shares with Warrants are summarised below:

(i)	Share capital	Number of SEB Shares '000	Amount RM '000
	Audited as at 31 January 2018 Issuance of Rights Shares Estimated expenses netted off against	5,992,155 9,986,925	8,066,410 2,877,589
	share capital As per Pro forma I	15,979,080	(78,085) 10,865,914
(ii)	Warrants reserve		Amount RM '000
	Audited as at 31 January 2018 Creation of warrants reserve arising from the Rights of Shares with Warrants Estimated expenses netted off against warrant reserve As per Pro forma I	s Issue	118,489 (3,215) 115,274
(iii)	Retained profits		Amount RM '000
	Audited as at 31 January 2018 Accelerated amortisation of transaction costs arising from the repayment of borrowings As per Pro forma I		54,879 (45,825) 9,054



Attachment A

Amount

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018 (Cont'd)

2.0 Pro forma adjustments (cont'd)

2.1 Pro forma I (cont'd)

The effects of the Rights Issue of Shares with Warrants are summarised below (cont'd):

(iv) Cash and cash equivalents

		RM '000
	Audited as at 31 January 2018	1,716,235
	Proceeds arising from Rights Issue of Shares with Warrants	2,996,078
	Utilisation of proceeds arising from Rights Issue of Shares	
	with Warrants:	
	- for repayment of borrowings	(2,914,778)
	- for payment of estimated expenses	(81,300)
	As per Pro forma I	1,716,235
4.3	Parameter and	
(v)	Borrowings	Amount
	Non-current borrowings	RM '000
	Non-current borrowings	KM 000
	Audited as at 31 January 2018	14,692,954
	Utilisation of proceeds arising from	
	Rights Issue of Shares with Warrants	
	for repayment of borrowings	(2,914,778)
	Accelerated amortisation of transaction costs	
	arising from the repayment of borrowings	45,825
	As per Pro forma I	11,824,001
	Total harrowings	
	Total borrowings	
	Non-current borrowings	11,824,001
	Current borrowings	1,722,201
	As per Pro forma i	13,546,202



Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018 (Cont'd)

2.0 Pro forma adjustments (cont'd)

2.2 Pro forma II

Pro forma II illustrates the effects of the Rights Issue of RCPS-i, assuming that all of the entitled shareholders subscribe in full their entitlement under the Rights Issue of RCPS-i. The Rights Issue of RCPS-i would entail the following:

- (a) The Rights Issue of RCPS-i would raise total proceeds of RM982.7 million.
- (b) All of the total proceeds arising from the Rights Issue of RCPS-i of RM982.7 million would be used to repay outstanding borrowings, all of which are assumed to be apportioned to the non-current borrowings.

As at 31 January 2018, the attributable unamortised transaction costs included within non-current borrowings is RM15.5 million. The amount would be recognised as an exepnse, which results in a debit to the retained profits of SEB upon early settlement of the related borrowings.

The RCPS-i is classified as an equity item based on the assumption that the RCPS-i meet the criteria of an equity instrument under MFRS 132 Financial Instruments: Presentation.

The effects of the Rights Issue of RCPS-i are summarised below:

(i) RCPS-i

	Number of	
	RCPS-i	Amount
	'000	RM '000
As per Pro forma I	-	-
Rights Issue of RCPS-i	2,396,862	982,713
As per Pro forma II	2,396,862	982,713



PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF OUR COMPANY AS AT 31 JANUARY 2018 TOGETHER WITH THE NOTES AND THE REPORTING ACCOUNTANTS' LETTER THEREON (Cont'd)

Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018 (Cont'd)

2.0 Pro forma adjustments (cont'd)

2.2 Pro forma II (cont'd)

The effects of the Rights Issue of RCPS-i are summarised below (cont'd):

(ii)	Borrowings	
		Amount
	Non-current borrowings	RM '000
	As per Pro forma I Utilisation of proceeds arising from Rights	11,824,001
	Issue of RCPS-i Accelerated amortisation of transaction costs	(982,713)
	arising from the repayment of borrowings	15,450
	As per Pro forma II	10,856,738
	Total borrowings	
	Non-current borrowings	10,856,738
	Current borrowings	1,722,201
	As per Pro forma II	12,578,939
(iii)	Cash and cash equivalents	
		Amount RM '000
	As per Pro forma I	1,716,235
	Proceeds arising from Rights Issue of RCPS-i Utilisation of proceeds arising from Rights Issue of RCPS-i	982,713
	- for repayment of borrowings	(982,713)
	As per Pro forma II	1,716,235
(iv)	Retained profits/(Accumulated losses)	
(14)	Retained profits/(Accumulated losses)	Amount
		RM '000
	As not Dee forms I	0.054
	As per Pro forma I	9,054
	Accelerated amortisation of transaction costs	/1 F 4F0\
	arising from the repayment of borrowings	(15,450)
	As per Pro forma II	(6,396)
		40 404

Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statement of Financial Position as at 31 January 2018 (Cont'd.)

2.0 Pro forma adjustments (Cont'd.)

2.3 Pro forma III

Pro forma III illustrates the effects of the full conversion of the RCPS-i ("Full Conversion of RCPS-i"), assuming that all of the entitled shareholders convert their RCPS-i to new SEB Shares based on a conversion ratio of one (1) new SEB Share for one (1) RCPS-i. The Full Conversion of RCPS-i would increase SEB's issued and paid-up ordinary shares by 2,396,862,035 SEB Shares to 18,375,942,267 SEB Shares.

The effects of the Full Conversion of RCPS-i are summarised as below:

(i) Share capital

		Number of	
		SEB Shares	Amount
		'000	RM '000
	As per Pro forma II Transfer of RCPS-i to share capital	15,979,080	10,865,914
	upon Full Conversion of RCPS-i	2,396,862_	982,713
	As per Pro forma III	18,375,942	11,848,627
(ii)	RCPS-i	Number of RCPS-i '000	Amount RM '000
	As per Pro forma II Transfer of RCPS-i to share capital	2,396,862	982,713
	upon Full Conversion of RCPS-i As per Pro forma III	(2,396,862)	(982,713)



Attachment A

Sapura Energy Berhad Notes to the Pro Forma Consolidated Statements of Financial Position as at 31 January 2018 (Cont'd)

2.0 Pro forma adjustments (cont'd)

2.4 Pro forma IV

Pro forma IV illustrate the effects on the statement of financial position should the warrants be fully exercised. Assuming the full exercise of the 998,692,514 Warrants at the Exercise Price ("Full Exercise of Warrants"), this would result in total proceeds of RM489.4 million.

Subject to the provisions of the deed poll, each Warrant shall entitle the registered holder to subscribe for one (1) new SEB Share, which would increase SEB's issued and paid-up ordinary shares by 998,692,514 SEB Shares.

The effects of the Full Exercise of Warrants are summarised as below:

(i) Share capital

(1)		Number of SEB Shares '000	Amount RM '000
	As per Pro forma III	18,375,942	11,848,627
	Arising from Full Exercise of Warrants Transfer of warrants reserve to share capital	998,693	489,359
	upon Full Exercise of Warrants	-	115,274
	As per Pro forma IV	19,374,635	12,453,260
(ii)	Warrants reserve		
			Amount RM '000
	As per Pro forma III		115,274
	Transfer of warrants reserve to share capital upon Full Exercise of Warrants		(115.274)
	As per Pro forma IV		(115,274)
(iii)	Cash and cash equivalents		
			Amount
			RM '000
	As per Pro forma III		1,716,235
	Proceeds arising from Full Exercise Of Warrants Utilisation of proceeds arising from Full Exercise of Warrantee	nts	489,359
	- for repayment of borrowings		(489,359)
	As per Pro forma IV		1,716,235



Sapura Energy Berhad

Notes to the Pro Forma Consolidated Statements of Financial Position as at 31 January 2018 (Cont'd)

2.0 Pro forma adjustments (cont'd)

2.4 Pro forma IV (cont'd)

The effects of the Full Exercise of Warrants are summarised as below (cont'd):

(iv) Borrowings

	Non-current borrowings	Amount RM '000
	•	
	As per Pro forma III	10,856,738
	Utilisation of proceeds arising from Full	
	Exercise of Warrants	(489,359)
	Accelerated amortisation of transaction costs	
	arising from the repayment of borrowings	7,694_
	As per Pro forma IV	10,375,073
	-	
	Total borrowings	
	Non-current borrowings	10,375,073
	Current borrowings	1,722,201
	As per Pro forma IV	12,097,274
<i>(</i> 1. A	A commutate d to acco	
(IV)	Accumulated losses	Amount
		RM '000
		KM 000
	As per Pro forma III	(6,396)
	Accelerated amortisation of transaction costs	
	arising from the repayment of borrowings	(7,694)
	As per Pro forma IV	(14,090)

