

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

### 10.1 Substantial shareholders

Our current substantial shareholders are STSB, SHSB, BCSB, Dato' Seri Shahril bin Shamsuddin, Shahrman bin Shamsuddin, Khasera, Dato' Mokhzani bin Mahathir, Seadrill and EPF.

#### 10.1.1 Substantial shareholders' shareholdings

The following table sets forth the shareholdings of our substantial shareholders, being persons who hold not less than 5% of our Shares, as at the LPD and upon completion of the Merger (on a proforma basis):

	Nationality/ country of incorporation	As at the LPD			<sup>(1)</sup> After the Merger		
		Direct		Indirect	Direct		Indirect
		No. of Shares ( <sup>(1)</sup> '000)	%	No. of Shares ( <sup>(1)</sup> '000)	No. of Shares ( <sup>(1)</sup> '000)	%	No. of Shares ( <sup>(1)</sup> '000)
Noreen Melini binti Muzamli	Malaysian	<sup>(2)</sup> -	50.0	-	-	*	-
Andrew Ho Tho Kong	Malaysian	<sup>(2)</sup> -	50.0	-	-	*	-
STSB	Malaysia	-	-	-	<sup>(3)</sup> 953,000	19.0	-
SHSB	Malaysia	-	-	-	-	-	<sup>(4)</sup> 1,001,018
BCSB	Malaysia	-	-	-	-	-	<sup>(5)</sup> 1,001,018
Dato' Seri Shahril bin Shamsuddin	Malaysian	-	-	-	7,876	0.2	<sup>(6)</sup> 1,001,018
Shahrman bin Shamsuddin	Malaysian	-	-	-	956	*	<sup>(6)</sup> 1,001,018
Khasera	Malaysia	-	-	-	<sup>(7)</sup> 795,325	15.9	-
Dato' Mokhzani bin Mahathir	Malaysian	-	-	-	9,494	0.2	<sup>(8)</sup> 795,325
Seadrill	Bermuda	-	-	-	589,406	11.8	-
EPF	Malaysia	-	-	-	528,077	10.6	-

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

## Notes:

\* Negligible.

(1) Based on shareholdings in the ROD of SapuraCrest or Kencana Petroleum as at the LPD.

(2) Noreen Melini binti Muzamli and Andrew Ho Tho Kong hold 1 Share each on trust for charitable purpose.

(3) Before taking into account any adjustment of fractional entitlements of Shares of the entitled shareholders of SapuraCrest.

(4) Deemed interest by virtue of its direct interest in STSB, IPSB, SCSB and SRB pursuant to Section 6A of the Act.

(5) Deemed interest by virtue of its direct interest in SHSB pursuant to Section 6A of the Act.

(6) Deemed interest by virtue of his direct and indirect interest in STSB, SHSB, IPSB, SCSB and SRB pursuant to Section 6A of the Act.

(7) Before taking into account any adjustment of fractional entitlements of Shares of the entitled shareholders of Kencana Petroleum. Includes 19,732 Shares distributed to Khasera (with a corresponding decrease in cash entitlement) arising from 15,698 Kencana Petroleum employees share options which remained unexercised following the expiry of the said option on 14 November 2011.

(8) Deemed interest by virtue of his direct interest in Khasera pursuant to Section 6A of the Act.

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## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

## 10.1.2 Changes in our substantial shareholders' shareholdings in our Company since incorporation up to completion of the Merger

The changes in the shareholdings of our substantial shareholders since incorporation up to completion of the Merger (on a proforma basis) are set out below:

	As at incorporation on 30 June 2011				As at the LPD				<sup>(1)</sup> After the Merger			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Mayban Ventures Sdn Bhd	-	100.0	-	-	-	-	-	-	-	-	-	-
Khoo Teng Guan <sup>(2)</sup>	-	-	-	-	-	-	-	-	-	-	-	-
Noreen Melini binti Muzamili	-	-	-	-	(3)	*	-	-	(3)	*	-	-
Andrew Ho Tho Kong	-	-	-	-	(3)	*	-	-	(3)	*	-	-
STSB	-	-	-	-	-	-	-	-	(4)953,000	19.0	-	-
SHSB	-	-	-	-	-	-	-	-	-	-	(5)1,001,018	20.0
BCSB	-	-	-	-	-	-	-	-	-	-	(6)1,001,018	20.0
Dato' Seri Shahril bin Shamsuddin	-	-	-	-	-	-	-	-	7,876	0.2	(7)1,001,018	20.0
Shahriman bin Shamsuddin	-	-	-	-	-	-	-	-	956	*	(7)1,001,018	20.0
Khasera	-	-	-	-	-	-	-	-	(8)795,325	15.9	-	-
Dato' Mokhzani bin Mahathir	-	-	-	-	-	-	-	-	9,494	0.2	(9)795,325	15.9
Seadrill	-	-	-	-	-	-	-	-	589,406	11.8	-	-
EPF	-	-	-	-	-	-	-	-	528,077	10.6	-	-

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

## Notes:

\* Negligible.

(1) Based on shareholdings in the ROD of SapuraCrest or Kencana Petroleum as at the LPD.

(2) Khoo Teng Guan held 1 Share between 19 September 2011 and 5 April 2012 on trust for charitable purpose.

(3) Noreen Melini binti Muzamli and Andrew Ho Tho Kong hold 1 Share each on trust for charitable purpose.

(4) Before taking into account any adjustment of fractional entitlements of Shares of the entitled shareholders of SapuraCrest.

(5) Deemed interest by virtue of its direct interest in STSB, IPSB, SCSB and SRB pursuant to Section 6A of the Act.

(6) Deemed interest by virtue of its direct interest in SHSB pursuant to Section 6A of the Act.

(7) Deemed interest by virtue of his direct and indirect interest in STSB, SHSB, IPSB, SCSB and SRB pursuant to Section 6A of the Act.

(8) Before taking into account any adjustment of fractional entitlements of Shares of the entitled shareholders of Kencana Petroleum. Includes 19,732 Shares distributed to Khasera (with a corresponding decrease in cash entitlement) arising from 15,698 Kencana Petroleum employees share options which remained unexercised following the expiry of the said options on 14 November 2011.

(9) Deemed interest by virtue of his direct interest in Khasera pursuant to Section 6A of the Act.

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## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

### 10.1.3 Profile of our substantial shareholders

The profiles of our substantial shareholders are as follows:

#### (i) STSB

STSB was incorporated on 23 May 1983 as a private limited company in Malaysia under the Act. As at the LPD, the authorised share capital of STSB is RM300,000,000 comprising 300,000,000 ordinary shares of RM1.00 each, of which RM77,944,499 comprising 77,944,499 ordinary shares of RM1.00 each are issued and paid-up.

The principal activities of STSB are investment holding, provision of corporate, administrative, professional and financial support services to its subsidiaries.

As at the LPD, the shareholders of STSB and their respective shareholdings in STSB are as follows:

Name	No. of shares	%
SHSB	76,376,639	97.99
SCSB	1,564,200	2.01
IPSB	3,660	*
	<u>77,944,499</u>	<u>100.00</u>

**Note:**

\* *Negligible.*

Further information relating to SHSB are set out in Section 10.1.3(ii) below.

#### (ii) SHSB

SHSB was incorporated on 16 January 1975 as a private limited company in Malaysia under the Act. As at the LPD, the authorised share capital of SHSB is RM100,000,000 comprising 95,000,000 ordinary shares of RM1.00 each and 50,000,000 preference shares of RM0.10 each, of which RM74,437,500 comprising 74,437,500 ordinary shares of RM1.00 each are issued and paid-up.

The principal activities of SHSB are investment holding, provision of corporate, administrative and professional services to its subsidiaries.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

As at the LPD, the shareholders of SHSB and their respective shareholdings in SHSB are as follows:

<b>Name</b>	<b>No. of shares</b>	<b>%</b>
Dato' Seri Shahril bin Shamsuddin	30,147,187	40.50
Shahriman bin Shamsuddin	30,147,187	40.50
BCSB	11,165,626	15.00
Datuk Rameli bin Musa	2,977,500	4.00
	<b>74,437,500</b>	<b>100.00</b>

### (iii) **BCSB**

BCSB was incorporated on 24 April 2006 as a private limited company in Malaysia under the Act. As at the LPD, the authorised share capital of BCSB is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which RM250,002 comprising 250,002 ordinary shares of RM1.00 each are issued and paid-up.

The principal activities of BCSB are investment holding and property investment.

As at the LPD, the shareholders of BCSB and their respective shareholdings in BCSB are as follows:

<b>Name</b>	<b>No. of shares</b>	<b>%</b>
Dato' Seri Shahril bin Shamsuddin	125,001	50.00
Shahriman bin Shamsuddin	125,001	50.00
	<b>250,002</b>	<b>100.00</b>

### (iv) **Dato' Seri Shahril bin Shamsuddin**

Dato' Seri Shahril bin Shamsuddin, aged 51, a Malaysian, was appointed to our Board as a Non-Independent Executive Director and President and Group CEO on 9 December 2011.

Dato' Seri Shahril bin Shamsuddin is also currently the Group President and CEO of the Sapura Group which is involved in the O&G services, secured communications technologies, property development and management, industrial and automotive component manufacturing and education.

Dato' Seri Shahril bin Shamsuddin joined the Sapura Group in 1985 and since then has assumed a number of senior positions within the Sapura Group and finally assuming the position as Group President and CEO in 1997. He successfully steered the Sapura Group during the restructuring of its businesses portfolio and financials, where he made several key decisions that involved the acquisition of companies and key enabling technologies. He was also responsible for the strategic disposal of some assets and businesses in line with the Sapura Group strategy for business growth.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

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Prior to the Merger, Dato' Seri Shahril bin Shamsuddin was appointed to the Board of SapuraCrest as a Non-Executive Director and Executive Vice-Chairman on 24 February 2003 and 25 July 2003 respectively. Subsequently on 18 May 2011, his designation was changed to Executive Vice-Chairman and President. Dato' Seri Shahril bin Shamsuddin was also a member of SapuraCrest's Remuneration Committee.

Appointments held by Dato' Seri Shahril bin Shamsuddin at present include Deputy Chairman of Sapura Industrial Berhad, Non-Executive Director of SRB and President and CEO of Sapura Secured Technologies Sdn Bhd, a privately held division of the Sapura Group.

In addition to his positions within the Sapura Group, Dato' Seri Shahril bin Shamsuddin is also a member of the Board of Trustees of the Perdana Leadership Foundation.

Dato' Seri Shahril bin Shamsuddin received a Master of Science in Management of Technology from the MIT Sloan School of Management and a Bachelor of Science in Industrial Technology from California Polytechnic State University.

### (v) **Shahriman bin Shamsuddin**

Shahriman bin Shamsuddin, aged 43, a Malaysian, was appointed to our Board as our Non-Independent Non-Executive Director on 9 December 2011.

Shahriman bin Shamsuddin was appointed to the Board of SapuraCrest on 1 August 2008 and was the Non-Independent Non-Executive Director of SapuraCrest prior to the Merger.

Shahriman bin Shamsuddin began his career with the Sapura Group in 1991, holding a number of key senior positions within the Sapura Group. At present, his diverse portfolio within the Sapura Group includes his leadership roles in education, and property development and management.

Shahriman bin Shamsuddin currently holds the position of Managing Director of SRB, Executive Director of Sapura Industrial Berhad and Director of STSB as well as SHSB.

Shahriman bin Shamsuddin graduated from Warwick University with a Master of Science in Engineering Business Management and a Bachelor of Science in Industrial Technology from Purdue University, U.S.

### (vi) **Khasera**

Khasera was incorporated in Malaysia under the Act on 1 March 1994 as a private limited company. As at the LPD, the authorised share capital of Khasera is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each and the issued and paid-up share capital of Khasera is RM501,002 comprising 501,002 ordinary shares of RM1.00 each.

Khasera is principally involved in investment holding.

As at the LPD, save for 1 share in Khasera (representing 0.0002% of the issued and paid-up share capital of Khasera) held by Hafez bin Mohamed, the issued and paid up share capital in Khasera is held by Dato' Mokhzani bin Mahathir.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

### (vii) Dato' Mokhzani bin Mahathir

Dato' Mokhzani bin Mahathir, aged 51, a Malaysian, was appointed to our Board on 9 December 2011 as our Non-Independent Executive Director and Executive Vice-Chairman.

Dato' Mokhzani bin Mahathir was appointed to the Board of Kencana Petroleum on 25 November 2004 and was the Non-Independent Group CEO of Kencana Petroleum prior to the Merger. He also served as the Chairman of the Options Committee and a member of the Remuneration Committee of Kencana Petroleum.

He graduated with a Bachelor of Science in Petroleum Engineering from the University of Tulsa, Oklahoma in 1987. He began his career as a Wellsite Operations Engineer with SSB in 1987. He later joined Tongkah Holdings Berhad in 1989 and was appointed as the Group Managing Director, a post he held till 2001. He was also the Chairman and Group CEO of Pantai Holdings Berhad till 2001. He now sits on the Board of Opcom Holdings Berhad, Maxis Berhad, Sime Darby Auto Performance Sdn Bhd, KCSB and several private limited companies. He is also the Chairman of Sepang International Circuit Sdn Bhd, a post he has held since 2003.

### (viii) Seadrill

Seadrill, a public listed company on the New York Stock Exchange and Oslo Stock Exchange, was incorporated in 2005 and is based in Hamilton, Bermuda. As at the LPD, Seadrill owns and operates 49 offshore drilling units, which consists of drillships, jack-up rigs, semi-submersible rigs and tender rigs for operations in shallow, deepwater and ultra-deepwater areas, as well as in benign and harsh environments. As at the LPD, the authorised share capital of Seadrill is USD1,600,000,000 comprising 800,000,000 ordinary shares of USD2.00 each ("**Seadrill Shares**"). As at the LPD, the issued and paid-up share capital of Seadrill is USD938,501,866 comprising 469,250,933 Seadrill Shares. As at the LPD, the outstanding Seadrill Shares is 467,969,574 (adjusted for treasury shares).

The principal activity of Seadrill is contracting and providing offshore drilling services to the O&G industry worldwide. It also offers platform drilling, well intervention and engineering services.

As at the LPD, the substantial shareholders of Seadrill and their respective shareholdings in Seadrill are as follows:

Name	Direct		Indirect	
	No. of shares	%	No. of shares	%
Hemen Holding Limited <sup>(1)</sup>	-	-	109,097,583	23.2
Folketrygdfondet <sup>(2)</sup>	23,736,823	5.10	-	-

**Notes:**

<sup>(1)</sup> The shares are held in trust by Hemen Holding Limited, a Cyprus holding company established by Mr. John Fredriksen, a Director of Seadrill, for the benefit of his immediate family.

<sup>(2)</sup> Folketrygdfondet manages the Government Pension Fund of Norway on behalf of the Norwegian Ministry of Finance.



## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

### (ix) EPF

EPF is established under the Employees Provident Fund Act, 1991. It is the trustee of the Employees Provident Fund, which is a defined contribution scheme.

The principal activities of EPF are to receive and collect contributions, to meet all withdrawals of savings and other benefits to members or their beneficiaries upon satisfaction of any condition for withdrawals and to invest its monies for the benefit of its members.

#### 10.1.4 Involvement in other businesses or corporations (other than our associate companies and jointly-controlled entities) which carry on a similar trade as our Group, associate companies and jointly-controlled entities or which are our customers and/or suppliers

Save as disclosed below, as at the LPD (assuming the Merger was completed as at the LPD), none of our substantial shareholders has any interest, direct or indirect, in other businesses or corporations (other than our associate companies and jointly-controlled entities) which are (i) carrying on a similar trade as that of our Group, associate companies and jointly-controlled entities; or (ii) our customers and/or suppliers:

Name	Business/corporations	Nature of interest	Direct interest	Indirect interest
			%	%
SHSB	<i>Similar trade as that of our Group:</i> • Advent Energy Ltd ("Advent")	• Direct	0.3	-
BCSB	<i>Similar trade as that of our Group:</i> • Advent	• Indirect	-	0.3
Dato' Seri Shahril bin Shamsuddin	<i>Similar trade as that of our Group:</i> • Advent	• Indirect	-	0.3
Shahrman bin Shamsuddin	<i>Similar trade as that of our Group:</i> • Advent	• Indirect	-	0.3
Dato' Mokhzani bin Mahathir	<i>Similar trade as that of our Group:</i> • Strateq Sdn Bhd ("Strateq"); and • Strateq Oil & Gas Sdn Bhd ("Strateq O&G")	• Indirect	-	54.75
		• Indirect	-	70.00

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/corporations	Nature of interest	Direct	Indirect
			interest	interest
			%	%
Seadrill	<i>Customers of and/or suppliers to our Group:</i>			
	• Seadrill Rig Services Sdn Bhd	• Direct	100.0	-
	• Seadrill Labuan Leasing Ltd	• Direct	100.0	-
	• Scorpion Labuan Ltd	• Indirect	-	100.0
	• Scorpion Offshore Malaysia Sdn Bhd	• Indirect	-	99.99

Dato' Seri Shahril bin Shamsuddin and Shahrman bin Shamsuddin are Directors and substantial shareholders of SHSB and our Company while SHSB is a substantial shareholder of our Company. SHSB has been granted a license by PETRONAS ("**Retail License**") to undertake business activities involving, amongst others, provision of equipment, system and office supplies as well as transportation and support services to companies which are licensed by PETRONAS. Our subsidiaries including SRSSB, Sapura Petroleum Technologies Sdn Bhd and CMESB are involved in similar business activities as set out in the Retail License. Notwithstanding the Retail License, we are of the view that conflict of interest, if any, would not have a material impact to our Group in view of the following:

- (i) as set out in Section 10.1.3, SHSB is principally an investment holding company, providing corporate, administrative and professional services to its subsidiaries. Although it holds the Retail License, it has not, in its own capacity, carry out, provide and implement such business activities; and
- (ii) our Group's involvement in the business activities as set out in the Retail License is relatively immaterial compared to our core business activities in IPF, fabrication and drilling. The aggregate revenue derived from SRSSB, Sapura Petroleum Technologies Sdn Bhd and CMESB based on the revenue of SRSSB, Sapura Petroleum Technologies Sdn Bhd and CMESB for the year ended 31 January 2012 contributes approximately 0.65% of the revenue of our Group based on the proforma revenue of our Group for the year ended 31 January 2012.

In addition, Dato' Seri Shahril bin Shamsuddin, Shahrman bin Shamsuddin, BCSB and SHSB have interests in Advent, which is involved in the O&G exploration business. Nevertheless, the interests by Dato' Seri Shahril bin Shamsuddin, Shahrman bin Shamsuddin, BCSB and SHSB in Advent do not compete directly with our businesses and any potential conflict of interest situation is minimised by the fact that the interests held in Advent of 0.3% is insignificant and that they are not actively involved in the management and day-to-day operations of Advent.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Dato' Mokhzani bin Mahathir has interests in Strateq and Strateq O&G, which are involved in the provision of ICT solutions and services, including the business of providing points of sales at petrol kiosks, similar to the business of our subsidiary, SRSSB. Accordingly, a potential conflict of interest situation may arise. Nevertheless, such potential conflict of interest situation is minimised by the fact that Dato' Mokhzani bin Mahathir is an indirect shareholder and passive investor in Strateq and Strateq O&G. In addition, Dato' Mokhzani bin Mahathir is not a member of the Board or key management of Strateq and Strateq O&G and is not involved in the management and day-to-day operations of those companies, and thus we do not anticipate that Dato' Mokhzani bin Mahathir's contribution to our Group will be affected.

Seadrill is a substantial shareholder of our Company. As at the LPD, Seadrill has more than 100 subsidiaries and local branches (where Seadrill holds and owns more than 51% shares or control over the company) involved in offshore drilling rig activities. The said offshore drilling rig activities is related to ownership and operation of 12 semi-submersible drilling rigs, 4 drill-ships, 17 jack-ups and 16 tender rigs. In addition, Seadrill has 16 drilling rigs under construction with yards in Singapore, Korea and China. Our Group is also involved in offshore drilling activities via among others, KMD, Petcon, Tioman and Varia Perdana Sdn Bhd (in which Seadrill also has 49% equity interest in Tioman and Varia Perdana Sdn Bhd). Accordingly, a potential conflict of interest situation may arise in view that both Seadrill Group and our Group are involved in offshore drilling activities.

Seadrill is a public company listed on both the New York Stock Exchange and the Oslo Stock Exchange and has different set of shareholders from ours. Therefore, Seadrill's commercial objectives may not be fully aligned with our Group as it has a duty to maximise the value of its shareholders and ensure their interest is protected. Notwithstanding such, we are of the view that potential conflict of interest situation, if any, will be minimal to our Group premised on the following:

- (i) to the best of our knowledge, in the context of Malaysian O&G activities, only companies holding a license and with certain level of Malaysian equity content are eligible to carry out offshore drilling activities currently. Our Group together with Seadrill Group have invested a significant amount in Tioman, and Varia Perdana Sdn Bhd and its subsidiary, CTR ("**JV Group**") which owns several SETRs and both parties have had years of relationship and effort in establishing the track record and credentials of the JV Group. In this relation, we believe our Group together with Seadrill Group will continue our relationship via the JV Group at least in respect of offshore drilling activities in Malaysia; and
- (ii) save for the JV Group, Seadrill does not have any representative on our Board nor is it involve in the management and day-to-day operations of our Group.

Although the interests of our substantial shareholders as stated above in Section 10.1.4 may give rise to a conflict of interest situation, upon our Listing on the Main Market of Bursa Securities, such substantial shareholders with an interest in any related party transaction proposed to be entered into by our Group, are required pursuant to the Listing Requirements to abstain from voting on the resolutions relating to these transactions that require the approval of our shareholders and must further ensure that persons connected to them also abstain from voting. In addition, our Directors will ensure that any related party transactions to be entered into will be carried out on an arm's length basis and on commercial terms which are not more favourable to the related parties than those generally available to third parties based on the procedures set out in Section 13.2 of this Prospectus.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

### 10.2 Promoter

We were set up as a special purpose company to facilitate the Merger. As this Prospectus is issued in conjunction with our Listing as a result of the Merger, no promoter has been identified. In addition, our new Shares were issued as part of the Consideration and distributed to the Entitled Shareholders pursuant to the Capital Reduction and Repayment and not for the purpose of carrying out a fund raising exercise for which the identification of a promoter is typically required.

### 10.3 Directors

Within the limits set by our Articles, our Board is responsible for our governance and management. To ensure the effective discharge of their functions, our Board endeavours to follow the Malaysian Code on Corporate Governance. In accordance with Article 86 of our Articles, we must have at least 2 Directors.

At least 2 of our Directors or 1/3 of our Board, whichever is higher, must also at all times be independent Directors. As at the date of this Prospectus, our Board consists of 12 Directors, 7 of whom are independent Directors.

In accordance with Article 87 of our Articles, at our first AGM which was held on 30 April 2012, all our Directors retired from office and were subsequently re-elected on even date. Thereafter, at our AGM in every subsequent year, 1/3 of our Directors, or if the number is not 3 or a multiple of 3, the number nearest to 1/3 shall retire from office provided always that all our Directors shall retire from office at least once in every 3 years, but shall be eligible for re-election.

The members of our Board as at the date of this Prospectus are set out below:

<u>Name</u>	<u>Age</u>	<u>Date of appointment</u>	<u>Designation</u>
Dato' Hamzah bin Bakar	68	9 December 2011	Chairman and Independent Non-Executive Director
Dato' Mokhzani bin Mahathir	51	9 December 2011	Non-Independent Executive Director and Executive Vice-Chairman
Dato' Seri Shahril bin Shamsuddin	51	9 December 2011	Non-Independent Executive Director and President and Group CEO
Shahrman bin Shamsuddin	43	9 December 2011	Non-Independent Non-Executive Director
Chong Hin Loon	64	9 December 2011	Non-Independent Executive Director
Yeow Kheng Chew	60	9 December 2011	Non-Independent Executive Director
Tan Sri Nik Mohamed bin Nik Yaacob	63	27 February 2012	Independent Non-Executive Director
Tan Sri Datuk Amar (Dr.) Hamid bin Bugo	66	27 February 2012	Independent Non-Executive Director
Tan Sri Ibrahim bin Menudin	63	9 March 2012	Independent Non-Executive Director

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Name	Age	Date of appointment	Designation
YM Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin	54	9 September 2011	Independent Non-Executive Director
Mohamed Rashdi bin Mohamed Ghazalli	55	9 September 2011	Independent Non-Executive Director
Mohd Adzahar bin Abdul Wahid	48	15 December 2011	Independent Non-Executive Director

The details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in that office as at the date of this Prospectus are as follows:

Director	Date of appointment	Date of expiration of the current term of office	No. of years in office
Dato' Hamzah bin Bakar	9 December 2011	Refer to note (1)	Less than 1 year
Dato' Mokhzani bin Mahathir	9 December 2011		Less than 1 year
Dato' Seri Shahril bin Shamsuddin	9 December 2011		Less than 1 year
Shahrman bin Shamsuddin	9 December 2011		Less than 1 year
Chong Hin Loon	9 December 2011		Less than 1 year
Yeow Kheng Chew	9 December 2011		Less than 1 year
Tan Sri Nik Mohamed bin Nik Yaacob	27 February 2012		Less than 1 year
Tan Sri Datuk Amar (Dr.) Hamid bin Bugo	27 February 2012		Less than 1 year
Tan Sri Ibrahim bin Menudin	9 March 2012		Less than 1 year
YM Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin	9 September 2011		Less than 1 year
Mohamed Rashdi bin Mohamed Ghazalli	9 September 2011		Less than 1 year
Mohd Adzahar bin Abdul Wahid	15 December 2011		Less than 1 year

**Note:**

<sup>(1)</sup> In accordance with Article 87 of our Articles, at our first AGM which was held on 30 April 2012, all our Directors retired from office and were subsequently re-elected on even date. Thereafter, at our AGM in every subsequent year, 1/3 of our Directors, or if the number is not 3 or a multiple of 3, the number nearest to 1/3 shall retire from office provided always that all our Directors shall retire from office at least once in every 3 years, but shall be eligible for re-election.

Save as disclosed below, none of our Directors represent any corporate shareholders:

Corporate shareholders	Director
STSB	Dato' Seri Shahril bin Shamsuddin and Shahrman bin Shamsuddin
Khasera	Dato' Mokhzani bin Mahathir

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

### 10.3.1 Our Directors' shareholdings

The direct and indirect shareholdings of our Directors as at the LPD and upon completion of the Merger (on a proforma basis) are as follows:

Directors	As at the LPD			<sup>(1)</sup> After the Merger		
	Direct		Indirect	Direct		Indirect
	No. of Shares ( <sup>'000</sup> )	%	No. of Shares ( <sup>'000</sup> )	No. of Shares ( <sup>'000</sup> )	%	No. of Shares ( <sup>'000</sup> )
Dato' Hamzah bin Bakar	-	-	-	4,893	0.1	-
Dato' Mokhzani bin Mahathir	-	-	-	9,494	0.2	<sup>(2)</sup> 795,325
Dato' Seri Shahril bin Shamsuddin	-	-	-	7,876	0.2	<sup>(3)</sup> 1,001,018
Shahrman bin Shamsuddin	-	-	-	956	*	<sup>(3)</sup> 1,001,018
Chong Hin Loon	-	-	-	154,536	3.1	-
Yeow Kheng Chew	-	-	-	21,181	0.4	-
Tan Sri Nik Mohamed bin Nik Yaacob	-	-	-	-	-	-
Tan Sri Datuk Amar (Dr.) Hamid bin Bugo	-	-	-	256	*	-
Tan Sri Ibrahim bin Menuidin	-	-	-	-	-	-
YM Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin	-	-	-	-	-	-
Mohamed Rashdi bin Mohamed Ghazalli	-	-	-	98	*	<sup>(4)</sup> 49
Mohd Adzahar bin Abdul Wahid	-	-	-	-	-	-

None of our Directors owns, directly or indirectly, any option to purchase any of our Shares.

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)**

**Notes:**

- \* Negligible.
- <sup>(1)</sup> Based on shareholdings in the ROD of SapuraCrest or Kencana Petroleum as at the LPD.
- <sup>(2)</sup> Deemed interest by virtue of his direct interest in Khasera pursuant to Section 6A of the Act.
- <sup>(3)</sup> Deemed interest by virtue of his direct and indirect interest in STSB, SHSB, IPSB, SCSB and SRB pursuant to Section 6A of the Act.
- <sup>(4)</sup> Deemed interest by virtue of interest held by spouse pursuant to Section 134(12)(c) of the Act.

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## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

### 10.3.2 Profiles of our Directors

The profiles of Dato' Mokhzani bin Mahathir, Dato' Seri Shahril bin Shamsuddin and Shahrman bin Shamsuddin who are also the substantial shareholders and key management of SKPB are set out in Section 10.1.3 above. The profiles of our other Directors, namely Dato' Hamzah bin Bakar, Chong Hin Loon, Yeow Kheng Chew, Tan Sri Nik Mohamed bin Nik Yaacob, Tan Sri Datuk Amar (Dr.) Hamid bin Bugo, Tan Sri Ibrahim Menudin, YM Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin, Mohamed Rashdi bin Mohamed Ghazalli and Mohd Adzahar bin Abdul Wahid are as follows:

#### (i) Dato' Hamzah bin Bakar

Dato' Hamzah bin Bakar, aged 68, a Malaysian, was appointed to our Board on 9 December 2011 as our Chairman and Independent Non-Executive Director.

Dato' Hamzah bin Bakar was appointed to the Board of SapuraCrest on 4 July 2003 as a nominee of STSB. He was then appointed as Chairman of SapuraCrest on 25 July 2003. Prior to the Merger, he was the Non-Independent Non-Executive Chairman of SapuraCrest. He was also the Chairman of the Nomination and Remuneration Committees of SapuraCrest.

Dato' Hamzah bin Bakar holds a Bachelor of Science (Hons) in Economics from Queen's University Belfast, U.K. and a Master of Arts in Public Policy and Administration with Development Economics from the University of Wisconsin, U.S. He has served 20 years in various senior management and Board positions in PETRONAS, including Senior Vice President for Refining and Marketing and Senior Vice President for Corporate Planning and Development. Prior to joining PETRONAS, he served in the Economic Planning Unit, Prime Minister's Department for 12 years. Currently, he is on the Board of CIMB Group Holdings Berhad, CIMB, CIMB Group Sdn Bhd and Gas Malaysia Berhad. He is also a member of the Board of Trustees of the Malaysian Institute of Economic Research.

#### (ii) Chong Hin Loon

Chong Hin Loon, aged 64, a Malaysian, was appointed to our Board on 9 December 2011 as our Non-Independent Executive Director. He is also our Executive Vice President for the Fabrication and HUC division.

Prior to the Merger, Chong Hin Loon was appointed to the Board of Kencana Petroleum on 15 September 2005 and was the Non-Independent Executive Director of Kencana Petroleum. He was also a member of the Options Committee of Kencana Petroleum.

Chong Hin Loon was primarily responsible for the operations, project management and yard operations of Kencana Petroleum Group. He holds a Master in Business Administration (MBA) in Advanced Strategic Management from Northwestern International University and a Diploma in Shipbuilding Construction from Singapore. He started his career in 1970 with Keppel FELS Ltd in Singapore, starting from a low ranking level and moving his way up to a Construction Supervisor before leaving in 1975. He later joined Promet Pte Ltd, Singapore, as a Project Engineer where he was responsible for the construction of oil rigs and vessels, ship repairs and other marine facilities in the O&G sector. In 1976, he joined Maroil Shipbuilding & Engineering Pte Ltd as a Project and Construction Manager where he was heavily involved in O&G related projects.



**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)*

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After gaining considerable experience abroad, he moved back to Malaysia in 1982 where he started his own contractor line and subsequently established KHL, a subcontractor principally engaged in O&G fabrication, process piping and pipeline construction, plant maintenance, skilled manpower supply and project management. He has more than 40 years of experience in the O&G industry as well as the shipbuilding and ship repair industry.

**(iii) Yeow Kheng Chew**

Yeow Kheng Chew, aged 60, a Malaysian, was appointed to our Board on 9 December 2011 as our Non-Independent Executive Director. He is also our Executive Vice President for the Treasury and Corporate Finance division.

Yeow Kheng Chew was appointed to the Board of Kencana Petroleum on 15 September 2005 and was the Non-Independent Executive Director of Kencana Petroleum prior to the Merger. He was also a member of the Options Committee of Kencana Petroleum.

Yeow Kheng Chew graduated with a Bachelor of Economics from the Australian National University in 1977. He began his career as a Junior Accountant in Melbourne, Australia. Upon returning to Malaysia, he worked as an Accountant/Financial Controller of Kuan Wah group of companies for 6 years. In 1984, he was appointed as the Executive Director of Sinpen Investment Pte Ltd of Singapore. He was appointed as the Executive Director of Tongkah Holdings Berhad in 1987, and later appointed to the Board of Pantai Holdings Berhad in 1997, both posts he held until 2001. He is currently the Director of KCSB and several private limited companies.

**(iv) Tan Sri Nik Mohamed bin Nik Yaacob**

Tan Sri Nik Mohamed bin Nik Yaacob, aged 63, a Malaysian, was appointed to our Board on 27 February 2012 as our Independent Non-Executive Director.

Prior to the Merger, Tan Sri Nik Mohamed bin Nik Yaacob was appointed to the Board of Kencana Petroleum on 16 September 2008 and was the Independent Non-Executive Chairman of Kencana Petroleum. He was also a member of the Audit and Risk Management Committee, Remuneration and Nominating Committees of Kencana Petroleum.

Tan Sri Nik Mohamed bin Nik Yaacob graduated with a Bachelor of Engineering from Monash University and a Master in Business Management from Asian Institute of Management. He also completed an Advanced Management Program at Harvard University. He served as the Group Chief Executive of Sime Darby Berhad from 1993 until his retirement in June 2004 and during this period, he also served on the Board of the Sime Darby group of companies. Other Malaysian public companies in which he is a Director are Scomi Group Bhd, GuocoLand (Malaysia) Berhad and Bolton Berhad.

Tan Sri Nik Mohamed bin Nik Yaacob has served as the Chairman of the Advisory Council of National Science Centre and Chairman of the Board of Universiti Teknologi MARA. He represented Malaysia in APEC Business Advisory Council and Asia-Europe Business Forum. He is currently the Executive Director of Yayasan Kepimpinan Perdana (Perdana Leadership Foundation).

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

### (v) **Tan Sri Datuk Amar (Dr.) Hamid bin Bugo**

Tan Sri Datuk Amar (Dr.) Hamid bin Bugo, aged 66, a Malaysian, was appointed to our Board on 27 February 2012 as our Independent Non-Executive Director.

Prior to the Merger, Tan Sri Datuk Amar (Dr.) Hamid bin Bugo was appointed to the Board of SapuraCrest on 25 July 2003 and was the Independent Non-Executive Director of SapuraCrest. He was also a member of the Audit, Remuneration and Nomination Committees of SapuraCrest.

Tan Sri Datuk Amar (Dr.) Hamid bin Bugo graduated from Canterbury University, New Zealand with a Bachelor and a Master of Arts in Economics. He also holds a Postgraduate Diploma in Teaching (NZ) and a Postgraduate Certificate in Business Studies from Harvard Institute of Development Studies, U.S. He was honoured with a Ph.D. (in commerce) by Lincoln University, New Zealand.

Tan Sri Datuk Amar (Dr.) Hamid bin Bugo's working experience includes Administration Manager, Malaysia LNG Sdn Bhd (a joint venture of PETRONAS, Shell Gas B.V. and Mitsubishi Corporation), the first General Manager of Land Custody and Development Authority, Sarawak, Permanent Secretary, Ministry of Resource Planning, Sarawak and State Secretary of Sarawak. As State Secretary, he represented the State Government of Sarawak in various companies and statutory bodies including Malaysian Airline System Berhad, Malaysia LNG Sdn Bhd, EPF, University Malaysia Sarawak and Universiti Pertanian Malaysia (now known as Universiti Putra Malaysia).

Currently Tan Sri Datuk Amar (Dr.) Hamid bin Bugo sits on the Board of SRB, Superlon Holdings Berhad, Sarawak Consolidated Industries Berhad, Permodalan Sarawak Berhad, Zecon Berhad, Sime Darby Berhad and X-Fab Silicon Foundries N.V. He is also active in charitable activities as Chairman of Yayasan Kemajuan Insan Sarawak and a Board member of Lembaga Amanah Kebajikan Masjid Sarawak and Chairman of the State Library Sarawak. He is a council member of the Institute of Integrity Malaysia and a member of the Malaysian Anti Corruption Commission Advisory Committee.

Tan Sri Datuk Amar (Dr.) Hamid bin Bugo is the Chairman of the Risk Management Committee of Sime Darby Berhad and a member of Sime Darby Berhad's Litigation, Investigative Reports, Review Governance and Audit, Nomination and Remuneration Committees.

Tan Sri Datuk Amar (Dr.) Hamid bin Bugo also sits as the Chairman of the Risk Management Committee and a member of the Audit Committee of Sarawak Consolidated Industries Berhad.

### (vi) **Tan Sri Ibrahim bin Menudin**

Tan Sri Ibrahim bin Menudin, aged 63, a Malaysian, was appointed to our Board on 9 March 2012 as our Independent Non-Executive Director.

Prior to the Merger, Tan Sri Ibrahim bin Menudin was appointed to the the Board of SapuraCrest on 22 November 2007 and was the Independent Non-Executive Director of SapuraCrest.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

Tan Sri Ibrahim bin Menudin began his career in the Sabah State Civil Service and became the Accountant General of Sabah from 1976 to 1979. In 1980, he resigned from the Sabah State Civil Service to become the Chief Executive Officer of Bumiputra Investment Fund of Sabah until 1985. During his tenure there, he had also served as the Chairman of Sabah Gas Industries Sdn Bhd, Deputy Chairman of Sabah Forest Industries Sdn Bhd and was a board member of other Sabah Government corporations involved in finance, forestry, manufacturing, plantations, hotel and property development.

Tan Sri Ibrahim bin Menudin was appointed the Group Chief Executive of Malaysia Mining Corporation Berhad from March 1986 to 31 October 2001. He was also the Chairman of Malaysia Smelting Corporation Berhad from October 1985 to October 2001. He was the Special Advisor to the Chief Minister of Sabah from February 2002 until March 2004.

Tan Sri Ibrahim bin Menudin was appointed as the Chairman of Borneo Conservation Trust since 30 November 2009.

Currently, Tan Sri Ibrahim bin Menudin is the Chairman of Suria Capital Holdings Berhad, Deputy Chairman of Sabah Forestry Development Authority and the Chairman of Borneo Conversation Trust.

### (vii) **YM Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin**

Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin, aged 54, a Malaysian, was appointed to our Board on 9 September 2011 as our Independent Non-Executive Director.

Prior to the Merger, Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin was appointed to the Board of Kencana Petroleum on 29 September 2010 and was the Senior Independent Non-Executive Director of Kencana Petroleum. He was also a member of the Audit and Risk Management Committee, Chairman of the Group Risk Management Steering Committee and also the Senior Independent Director of Kencana Petroleum.

Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin holds a Bachelor of Arts (Hons) in Business Studies from the Polytechnic of Central London, U.K. and a Master in Business Administration (MBA) from Warwick University, U.K. He is also a member of the Malaysian Institute of Management.

Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin has accumulated more than 20 years of international work experience in companies spanning various industries, from banking, information technology and investment holdings to shipping, and O&G. He joined Khazanah Nasional Berhad as a Director, Investments in May 2007 and was later appointed Executive Director, Investments until his retirement on 9 May 2010. He also sits on the Board of Telekom Malaysia Berhad, Hong Leong Assurance Berhad, Hong Leong Islamic Bank Bhd, Hong Leong MISG Takaful Berhad and VADS Berhad.

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)***(viii) Mohamed Rashdi bin Mohamed Ghazalli**

Mohamed Rashdi bin Mohamed Ghazalli, aged 55, a Malaysian, was appointed to our Board on 9 September 2011 as our Independent Non-Executive Director.

Prior to the Merger, Mohamed Rashdi bin Mohamed Ghazalli was appointed to the Board of SapuraCrest on 14 November 2003 and was the Independent Non-Executive Director of SapuraCrest. He was also a member of the Nomination Committee of SapuraCrest.

Mohamed Rashdi bin Mohamed Ghazalli graduated from the University of Manchester Institute of Science and Technology in 1979. He began his career as a Systems Analyst with Telecoms Malaysia before joining the Sapura Group in 1983 as part of the team that built and developed Sapura Group's information technology ("IT") business. From 1989 onwards, he was involved in the consulting industry initially with Coopers & Lybrand as head of its IT consultancy practice and then as country leader of the regional consultancy firm. He has held various positions during his career namely as partner for the government and services sector in PwC Consulting East Asia, head of the Public Sector division of IBM Business Consulting Services and from 2006 to 2010, as IT and Consulting Advisor for PricewaterhouseCoopers Malaysia.

As a professional, Mohamed Rashdi bin Mohamed Ghazalli has led assignments in strategy development, performance improvement, information systems planning, project management and implementation. He has a wide range of experience in the government, telecommunications, transport and utilities sectors as well as some involvement in manufacturing and financial services.

Currently, Mohamed Rashdi bin Mohamed Ghazalli is also on the Board of Mimos Berhad.

**(ix) Mohd Adzahar bin Abdul Wahid**

Mohd Adzahar bin Abdul Wahid, aged 48, a Malaysian, was appointed to our Board on 15 December 2011 as our Independent Non-Executive Director.

Prior to the Merger, Mohd Adzahar bin Abdul Wahid was appointed to the Board of Kencana Petroleum on 3 January 2006 and was the Independent Non-Executive Director of Kencana Petroleum. He was also the Chairman of the Audit and Risk Management Committee, and a member of the Remuneration and Nominating Committees of Kencana Petroleum.

Mohd Adzahar bin Abdul Wahid is a Chartered Accountant by profession and is a fellow member of the Association of Chartered Certified Accountants (United Kingdom), a member of the Malaysian Institute of Accountants and a member of Financial Planning Association of Malaysia. He has vast experience in the areas of accounting, auditing, finance and corporate services. He started his career in accounting and auditing in the U.K. before serving Bumiputra Merchant Bankers Berhad (now known as Alliance Investment Bank Berhad) for 6 years. He last served there as Corporate Banking Manager. He subsequently served Naluri Berhad as Corporate Finance Manager for 1 year.

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)*

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Mohd Adzahar bin Abdul Wahid joined PMCare Sdn Bhd in 1995 as the General Manager of Finance and was appointed as the Executive Director in April 1996. As the Executive Director, he is responsible for the overall management of the company which includes strategic planning, business development, finance and operations.

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## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

### 10.3.3 Principal business activities performed outside our Group and principal directorships

The following table sets out the principal business activities performed outside our Group by our Directors and principal directorships of our Directors as at the LPD:

Name	Business/Corporations	Principal activities	Nature of interest
Dato' Hamzah bin Bakar	Adviable Ventures Sdn Bhd	Family investment holding company	Director
	Axis Real Estate Investment Trust	To own and invest primarily in commercial, office and office/industrial real estate	Unitholder
	CIMB	Investment banking and the provision of related financial services	Director
	CIMB Group Holdings Bhd	Investment holding, management company, property management and provision of consultancy services	Director
	CIMB Group Sdn Bhd	Investment holding	Director
	Euro Oriental Industries Sdn Bhd*	Dormant	Director and shareholder
	Gas Malaysia Berhad	Supplying natural gas to industries and households in Peninsular Malaysia	Director
	Harrisons Holdings (Malaysia) Berhad	Marketing, sales, warehousing and distribution of consumer, building materials and engineering products, agricultural and industrial chemicals, and operations of shipping/logistics and travel agencies	Shareholder
	IPerintis Sdn Bhd	Providing IT services to PETRONAS	Director and shareholder
	Kian Joo Can Factory Berhad	Manufacture and distribution of tin cans and investment holding	Shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Malayan Banking Berhad	Business of banking and finance in all its aspects	Shareholder
	TH Plantations Berhad	Investment holding, cultivation of oil palm, processing of fresh fruit branches, marketing of crude palm oil, palm kernel and fresh fruit brunches	Shareholder
	Tiong Nam Logistics Holdings Berhad	Total logistics service provider	Shareholder
	Valuecap Sdn Bhd	Equity investment in Malaysian market	Director
	YTL Power International Berhad	Investment and provision of administrative and technical support services	Shareholder
	Zhulian Corporation Berhad	Investment holding company	Shareholder
Dato' Mokhzani bin Mahathir	Advance Pioneer Sdn Bhd	Investment holding	Shareholder
	Ambitious Revenue Sdn Bhd	Investment holding	Director and shareholder
	Amona International Ventures Sdn Bhd	International business ventures and contractor	Director
	Auto Eurokars Sdn Bhd	Trading in cars, spare parts, auto accessories and provision of related maintenance services	Shareholder
	Competitive Advantage Sdn Bhd	Dormant	Shareholder
	Crescent Energy Sdn Bhd	Dormant	Director and shareholder
	Everise Project Sdn Bhd	Property development	Director and shareholder
	Flora Kencana Sdn Bhd	Investment holding	Director and shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Fotrus Systems Sdn Bhd (formerly known as Loyalty Wizards Sdn Bhd)	Providing loyalty outsource servicing and campaign management to retailers, corporate organisations and financial institutions	Shareholder
	Garap Impian Sdn Bhd	Investment holding	Director and shareholder
	Jaseri Automotive Group Sdn Bhd	Trading in cars, spare parts and auto accessories	Shareholder
	Jaseri Holdings Sdn Bhd	Investment holding	Director and shareholder
	Jaseri Racing Sdn Bhd	Principally engaged in the business related to motor sports events and development	Director
	Jutaan Innovasi Sdn Bhd	Dormant	Director and shareholder
	KCA	Investment holding	Director and shareholder
	KCSB	Principally acting as a promoter and receiving commission income	Director and shareholder
	Kencana Capital Assets Holding Sdn Bhd	Investment holding	Director and shareholder
	Kencana Capital Partners Sdn Bhd	Dormant	Director and shareholder
	Kencana Capital Ventures Sdn Bhd	Investment holding	Director and shareholder
	Kencana Technologies Sdn Bhd	Designing of structural steel building and provision of related project management services	Shareholder
	Khasera	Investment holding	Director and shareholder



## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Kompakar Sdn Bhd	Dormant	Shareholder
	Kompakar eBiz Sdn Bhd	Provision of business application solutions and related services	Shareholder
	Kompakar eBiz MSC Sdn Bhd	Provision of software development services with focus on outsourcing/offshore software development and research and development ("R&D") on business application software	Shareholder
	Kompakar eInfrastructure Sdn Bhd	Provision of architecturing ICT solutions and project management services into building complexes and infrastructure related projects	Shareholder
	Mahawarga Holdings Sdn Bhd	Investment holding	Director and shareholder
	Maxis Berhad	Investment holding	Director and shareholder
	Melanet Sdn Bhd	Investment holding	Shareholder
	Motorsports Association of Malaysia ( <i>public company limited by guarantee</i> )	<ul style="list-style-type: none"> <li>Enforcing and ensuring that all motor sports events are sanctioned by the company and the events carry on the appropriate level of public liability insurance</li> <li>Enforcing compulsory affiliation of all clubs, association, companies and or individuals involved in land-based motorsports with it</li> <li>Administering the use of titles for national motorsports competition</li> </ul>	Director

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	National Academy of Motoring (public company limited by guarantee)	Organisation	Director
	Naza-Brabus Motor Sdn Bhd	Commercial trading	Director and shareholder
	Opcom Cables Sdn Bhd	Manufacturing of fibre optic cables and systems	Director
	Opcom Holdings Berhad	Renting of buildings, provision of management services to subsidiaries and investment holding	Director
	Positive Attitude Sdn Bhd	Dormant	Director and shareholder
	Pramurni Holdings Sdn Bhd	Investment holding	Director and shareholder
	Royal Automobile Club of Malaysia	Dormant	Director
	Rumpun Harapan Sdn Bhd	Investment holding	Shareholder
	Sepang International Circuit Sdn Bhd	Manage and operate the Sepang F1 Circuit and organise and promote motorsports and entertainment events	Director
	Senandung Beringin Sdn Bhd*	Dormant	Shareholder
	Sime Darby Auto Performance Sdn Bhd	Distributor and retailer of Porsche-branded motor vehicles and their related spare parts, and accessories together with the provision of related services in Malaysia	Director and shareholder
	Stamsteel Sdn Bhd	Dealing in structural steel fabrication and undertaking civil engineering construction works	Shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Stam-Strarch Sdn Bhd	Dealing in structural steel fabrication and undertaking civil engineering construction works	Shareholder
	Strateq BPO Sdn Bhd (formerly known as Computer Processing Services (Malaysia) Sdn Bhd)	Dormant	Shareholder
	Strateq Businesshub Sdn Bhd (formerly known as Kompakar eTransact Sdn Bhd)	Provision of e-procurement and business e-commerce solutions and services	Shareholder
	Strateq Data Centre Sdn Bhd (formerly known as Kompakar CRC Sdn Bhd)	Provision of managed data centre services, disaster recovery and business continuity services	Shareholder
	Strateq Global Services Sdn Bhd (formerly known as Kompakar Managed Services Sdn Bhd)	Dormant	Shareholder
	Strateq Health Sdn Bhd (formerly known as Kompakar eHealth Tech Sdn Bhd)	Provision of ICT Hospital Information Systems for the healthcare industry	Shareholder
	Strateq MSC Sdn Bhd (formerly known as Kompakar eHealth MSC Sdn Bhd)	Undertakes R&D activities for Strateq Health Sdn Bhd (formerly known as Kompakar eHealth Tech Sdn Bhd)	Shareholder
	Strateq Sdn Bhd (formerly known as Kompakar Inc Sdn Bhd)	Investment holding and undertaking ICT projects	Shareholder
	Strateq Networks Sdn Bhd (formerly known as Kompakar eNet Sdn Bhd)	Designing, providing, implementing, maintaining IT hardware and network solutions (including PowerLine Communications)	Shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Strateq Oil & Gas Sdn Bhd (formerly known as <i>Kompakar eRetail Sdn Bhd</i> )	Provision of ICT solutions and services for the automation of petrol service stations and other retail businesses	Shareholder
	Strateq Systems Sdn Bhd (formerly known as <i>Kompakar eSystems Sdn Bhd</i> )	Provision of ICT products and systems integration services	Shareholder
	Ten Tenths Racing Sdn Bhd	Dormant	Director and shareholder
	Titi Gajah Holdings Sdn Bhd	Investment holding	Director and shareholder
	Transceiver Technology Sdn Bhd	Trading in telecommunication equipments	Director and shareholder
	Visual Solutions (M) Sdn Bhd	Provision of human resource management system and other related hardware and services	Shareholder
	Yayasan Pendidikan Tun Siti Hasmah ( <i>public company limited by guarantee</i> )	<ul style="list-style-type: none"> <li>• To raise, receive, manage and administrate funds for education, scientific, multimedia, research and development and for charitable purposes</li> <li>• To foster, develop and improve education of all kinds</li> </ul>	Director
Dato' Seri Shahril bin Shamsuddin	Air Alsie Asia Pacific Sdn Bhd	Maintenance and operation of flight charter services, fixed base operation including aircraft maintenance/maintenance, repair and overhaul ("MRO"), business of letting and sub-letting movable or immovable properties and any other associated business aviation related activities	Shareholder
	Anther Heights Sdn Bhd	Property investment holding	Director and shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	APIIT Sdn Bhd	Provision of information technology related educational courses	Shareholder
	Asia Pacific Information Management Services (Private) Limited	Dormant	Shareholder
	Asia Pacific Institute of Information Technology Lanka (Private) Limited	Provision of information technology related educational courses	Director and shareholder
	Asia Pacific UCTI Sdn Bhd	Provision of higher educational courses	Shareholder
	Asian Automotive Steels Sdn Bhd	Manufacture and sale of stabiliser bar and cold drawn high grade structured steel bars used in automotive, electronics and electrical industries	Shareholder
	Automotive Specialist Centre Sdn Bhd	Dormant	Shareholder
	Awaltek Sdn Bhd	Dormant	Shareholder
	BCSB	Investment holding	Director and shareholder
	Ciri Tegap Sdn Bhd	Dormant	Shareholder
	City Asia Pacific Institute of Information Technology Pakistan (Private) Limited	Dormant	Shareholder
	Cyber Technology (WA) Pty Ltd	Research, development and sales of unmanned aerial vehicle	Director and shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	DNest Aviation Sdn Bhd (formerly known as Nova Embun Sdn Bhd)	<ul style="list-style-type: none"> <li>Provision of fixed base operation for aviation including aircraft maintenance/MRO, business of letting and sub-letting movable or immovable properties, flight charter services and any other associated business aviation related activities; and</li> </ul>	Shareholder
	Hermes Retail (Malaysia) Sdn Bhd	<ul style="list-style-type: none"> <li>Provision of education related to aviation field, aeronautical engineering and technology and/or aircraft maintenance programmes.</li> </ul>	Director
	Inter-Flex Assets Sdn Bhd	Develop and market technology products	Shareholder
	International Autoparts Sdn Bhd	Trading of auto parts in retail/after sales market	Shareholder
	Isencorp Sdn Bhd	Dormant	Shareholder
	Kudos Asia Pacific Sdn Bhd	Provision of consultancy services and development and marketing of interactive/multimedia solutions	Shareholder
	Pejuta (Malaysia) Sdn Bhd	Special purpose vehicle for financing facility in respect of Government Integrated Radio Network ("GIRN") project	Director and shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Sapura Aero Sdn Bhd (formerly known as Teratai Pinang Sdn Bhd)	Maintenance & operation of flight charter services; fixed base operation including aircraft maintenance/MRO, business of letting and sub-letting movable or immovable properties and any other associated business aviation related activities	Shareholder
	Sapura Auto Sdn Bhd	Ceased operations	Shareholder
	Sapura Automotive Industries Sdn Bhd	Manufacture and sale of coil springs, shock absorbers and strut assemblies, constant velocity joint, axle module and front corner module assemblies for the automotive industry	Shareholder
	Sapura Brake Technologies Sdn Bhd	Manufacture, supply and sale of brake systems for the automotive industry	Shareholder
	Sapura Industrial Berhad	Investment holding and provision of management services to its subsidiaries	Director and shareholder
	Sapura-LTAT Communications Technologies Sdn Bhd	Supply of communications equipment and provision of training and other related services	Director and shareholder
	Sapura-Machining Corporation Sdn Bhd	Manufacture and sale of high value added machined products for the automotive industry	Shareholder
	Sapura Research Sdn Bhd	Design, build, install, test and commission, manage and maintain the GERN, a telecommunication network for the Government of Malaysia	Director and shareholder
	Sapura-Schulz Hydroforming Sdn Bhd	Manufacture and sales of butt-weld fittings for oil and gas industries	Shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Sapura Secured Technologies Sdn Bhd	Provision of full corporate administrative and professional services to the related companies	Director and shareholder
	Sapura Smart School Sdn Bhd	Provision of smart teaching and learning curriculum	Shareholder
	Sapura Technical Centre Sdn Bhd	Computer aided design and computer aided manufacture of tools, jigs and dies and engineering services in design, modifications and fabrications of sub-system/system for the application in production and testing	Shareholder
	Sapura Teletech Solutions Sdn Bhd	Dormant	Director and shareholder
	SCSB	Investment holding	Director and shareholder
	SHSB	Investment holding and the provision of full corporate, administrative and professional services to the subsidiaries within the Sapura Group	Director and shareholder
	SRB	Investment holding and property investment	Director and shareholder
	SRB Ventures Sdn Bhd	Sale of food and beverage	Shareholder
	STSB	Investment holding, the provision of corporate, administrative, professional and financial support services to its subsidiaries	Director and shareholder
	Subang Properties Sdn Bhd	Dormant	Shareholder
	Sublime Power Sdn Bhd	Holding company	Director and shareholder



## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Tenaga Cable Industries Sdn Bhd	Manufacture and distribution of telephone, power and general cables, aluminium wires, aluminium rods and related activities	Shareholder
	The Old Clubhouse Sdn Bhd	Trading in sport equipment, sport accessories and all types of related sports products, golf event management, offering custom club making lessons, offering golf lessons, golf holidays, consulting services on gold related business	Director and shareholder
	Uniphone Properties Sdn Bhd	Dormant	Shareholder
Shahrman bin Shamsuddin	Air Alsie Asia Pacific Sdn Bhd	Maintenance and operation of flight charter services, fixed base operation including aircraft maintenance/MRO, business of letting and sub-letting movable or immovable properties and any other associated business aviation related activities	Shareholder
	Anther Heights Sdn Bhd	Property investment holding	Director and shareholder
	APIIT Sdn Bhd	Provision of information technology related educational courses	Director and shareholder
	Asia Pacific Information Management Services (Private) Limited	Dormant	Shareholder
	Asia Pacific Institute of Information Technology Lanka (Private) Limited	Provision of information technology related educational courses	Shareholder
	Asia Pacific UCTI Sdn Bhd	Provision of higher educational courses	Director and shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Asian Automotive Steels Sdn Bhd	Manufacture and sale of stabiliser bar and cold drawn high grade structured steel bars used in automotive, electronics and electrical industries	Shareholder
	Automotive Specialist Centre Sdn Bhd	Dormant	Shareholder
	Awaltek Sdn Bhd	Dormant	Shareholder
	BCSB	Investment holding	Director and shareholder
	Calibre Group Sdn Bhd	Dormant	Director and shareholder
	Calibre Watch Sdn Bhd	Trading in watches and accessories	Director and shareholder
	Calibre Lifestyle Sdn Bhd	Dormant	Director and shareholder
	Ciri Tegap Sdn Bhd	Dormant	Shareholder
	City Asia Pacific Institute of Information Technology Pakistan (Private) Limited	Dormant	Shareholder
	DNest Aviation Sdn Bhd (formerly known as Nova Embun Sdn Bhd)	<ul style="list-style-type: none"> <li>Provision of fixed base operation for aviation including aircraft maintenance/MRO, business of letting and sub-letting movable or immovable properties, flight charter services and any other associated business aviation related activities; and</li> </ul>	Shareholder
		<ul style="list-style-type: none"> <li>Provision of education related to aviation field, aeronautical engineering and technology and/or aircraft maintenance programmes.</li> </ul>	

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Inter-Flex Assets Sdn Bhd	Develop and market technology products	Director and shareholder
	International Autoparts Sdn Bhd	Trading of auto parts in retail/after sales market	Shareholder
	IPSB	Investment holding	Director and shareholder
	Isencorp Sdn Bhd	Dormant	Shareholder
	Kudos Asia Pacific Sdn Bhd	Provision of consultancy services and development and marketing of interactive/multimedia solutions	Director and shareholder
	LLQ Sdn Bhd	Investment holding	Director and shareholder
	Pejuta (Malaysia) Sdn Bhd	Special purpose vehicle for financing facility in respect of the GIRN project	Director and shareholder
	Rilman Communications Sdn Bhd	Dormant	Director and shareholder
	Sapura Aero Sdn Bhd (formerly known as Teratai Pinang Sdn Bhd)	Maintenance & operation of flight charter services; fixed base operation including aircraft maintenance/MRO, business of letting and sub-letting movable or immovable properties and any other associated business aviation related activities	Shareholder
	Sapura Auto Sdn Bhd	Ceased operations	Director and shareholder
	Sapura Automotive Industries Sdn Bhd	Manufacture and sale of coil springs, shock absorbers and strut assemblies, constant velocity joint, axle module and front corner module assemblies for the automotive industry	Shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
Sapura Brake Technologies Sdn Bhd	Sapura Brake Technologies Sdn Bhd	Manufacture, supply and sale of brake systems for the automotive industry	Shareholder
Sapura Engineers Sdn Bhd	Sapura Engineers Sdn Bhd	Investment holding	Director and shareholder
Sapura Industrial Berhad	Sapura Industrial Berhad	Investment holding and provision of management services to its subsidiaries	Director and shareholder
Sapura-LTAT Communications Technologies Sdn Bhd	Sapura-LTAT Communications Technologies Sdn Bhd	Supply of communications equipment and provision of training and other related services	Director and shareholder
Sapura Machining Corporation Sdn Bhd	Sapura Machining Corporation Sdn Bhd	Manufacture and sale of high value added machined products for the automotive industry	Shareholder
Sapura Research Sdn Bhd	Sapura Research Sdn Bhd	Design, build, install, test and commission, manage and maintain the GERN, a telecommunication network for the Government of Malaysia	Director and shareholder
Sapura-Schulz Hydroforming Sdn Bhd	Sapura-Schulz Hydroforming Sdn Bhd	Manufacture and sale of butt-weld fittings for oil and gas industries	Shareholder
Sapura Smart School Sdn Bhd	Sapura Smart School Sdn Bhd	Provision of smart teaching and learning curriculum	Director and shareholder
Sapura Technical Centre Sdn Bhd	Sapura Technical Centre Sdn Bhd	Computer aided design and computer aided manufacture of tools, jigs and dies and engineering services in design, modifications and fabrications of sub-system/system for the application in production and testing	Shareholder
SCSB	SCSB	Investment holding	Director and shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	SHSB	Investment holding and the provision of full corporate, administrative and professional services to the subsidiaries within the Sapura Group	Director and shareholder
	SRB	Investment holding and property investment	Director and shareholder
	SRB Ventures Sdn Bhd	Sale of food and beverage	Director and shareholder
	STSB	Investment holding and provision of corporate, administrative, professional and financial support services to its subsidiaries	Director and shareholder
	Subang Properties Sdn Bhd	Dormant	Shareholder
	Sublime Power Sdn Bhd	Holding company	Director and shareholder
	Swiss Union Fine Watch Sdn Bhd <sup>^</sup>	Trading in watches and accessories	Shareholder
	Swiss Union Jewellery Sdn Bhd	Selling of jewelleryes and watches. The company has ceased business operation	Director and shareholder
	Tenaga Cable Industries Sdn Bhd	Manufacture and distribution of telephone, power and general cables, aluminium wires, aluminium rods and related activities	Shareholder
	Uniphone Properties Sdn Bhd	Dormant	Shareholder
Chong Hin Loon	Makna Daya Sdn Bhd	Investment holding	Director and shareholder
	Solar Niaga Sdn Bhd	Investment holding	Director and shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
Yeow Kheng Chew	Cash Boulevard (M) Sdn Bhd	Investment holding	Director and shareholder
	Design Technology Alliance (M) Sdn Bhd	Trading in computer software, hardware and related activities	Director
	Everise Project Sdn Bhd	Property development	Director and shareholder
	Fotrus Systems Sdn Bhd (formerly known as Loyalty Wizards Sdn Bhd)	Providing loyalty outsource servicing and campaign management to retailers, corporate organisations and financial institutions	Shareholder
	Garap Impian Sdn Bhd	Investment holding	Director and shareholder
	Kaginic Corporation Sdn Bhd	Investment holding	Director and shareholder
	KCA	Investment holding	Director and shareholder
	KCSB	Principally acting as a promoter and receiving commission income	Director and shareholder
	Kencana Capital Assets Holding Sdn Bhd	Investment holding	Director and shareholder
	Kencana Capital Partners Sdn Bhd	Dormant	Director and shareholder
	Kencana Capital Ventures Sdn Bhd	Investment holding	Director and shareholder
	Kencana Technologies Sdn Bhd	Designing of structural steel building and provision of related project management services	Shareholder
	Ocean Villa Sdn Bhd	Investment holding	Director and shareholder
	Positive Attitude Sdn Bhd	Dormant	Shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Precision Design Solution (M) Sdn Bhd	Information technology distribution and value added services	Shareholder
	Prominent Horizon Sdn Bhd	Investment holding	Director and shareholder
	Senandung Beringin Sdn Bhd*	Dormant	Shareholder
	Stamsteel Sdn Bhd	Dealing in structural steel fabrication and undertaking civil engineering construction works	Shareholder
	Stam-Strarch Sdn Bhd	Dealing in structural steel fabrication and undertaking civil engineering construction works	Shareholder
	Strateq Sdn Bhd (formerly known as <i>Kompakar Inc Sdn Bhd</i> )	Investment holding and undertaking ICT projects	Shareholder
Tan Sri Nik Mohamed bin Nik Yaacob	Bolton Berhad	Property development, property investment and investment holding	Director
	Commerce-KNB Agro Teroka Sdn Bhd	Fund manager	Director
	GuocoLand (Malaysia) Berhad	Investment holding and provision of management services	Director
	Hasrat Eramas Sdn Bhd	Investment holding	Director
	MyLink Sdn Bhd	Property Development	Director
	Perdana Leadership Foundation	Preserving, developing and disseminating materials by and on Malaysia's past Prime Ministers	Director

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Scomi Group Bhd	Investment holding and provision of management services	Director
	Scomi Oilfield Limited	Investment holding	Director
Tan Sri Datuk Amar (Dr.) Hamid bin Bugo	Blessed Realty Sdn Bhd	Property development and construction	Director
	Custodev Sdn Bhd	Property development and construction	Director
	Damai Rainforest Resort Sdn Bhd	Conduct of outdoor activities, adventure activities, training and participation in all aspects of resort activities	Shareholder
	Dataran Kenari Sdn Bhd	Trading of fertiliser	Shareholder
	Empire Plantation Sdn Bhd	Forest and oil palm plantation	Director and shareholder
	Equinity Services Sdn Bhd	Secretarial and consultancy	Director
	Influx Meridian Sdn Bhd	Investment holding	Director
	Investment Research Group Limited	Investment research and financial advisory services	Director
	Juta Intelek Sdn Bhd	Logging operations	Director
	Mesti Perkasa Sdn Bhd	Investment holding	Shareholder
	Pacific Unit Sdn Bhd	Investment holding and asset management	Shareholder



## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
Permodalan Sarawak Berhad		Investment holding, provision of management services, commercial property investment and hotel operations	Director
Petra Jaya Properties Sdn Bhd		Property investment and development	Shareholder
Pusaka KTS Forests Plantation Sdn Bhd		Forest and oil palm plantation	Director
Santubong Suites Sdn Bhd		Property management and development	Shareholder
Sarawak Consolidated Industries Berhad		Manufacturing of concrete products in the construction and infrastructure sectors	Director and shareholder
Sego Holdings Berhad		Investment holding	Director and shareholder
Sime Darby Berhad		Diversified multinational involved in key growth sectors such as plantations, property, motors, industrial equipment, energy and utilities and healthcare	Director
Sime Darby Healthcare Sdn Bhd		Healthcare provider and services	Director
Sime Darby Property Berhad		Property development, asset management, hospitality and leisure	Director
Space Craft Sdn Bhd		Investment holding and property development	Shareholder
SRB		Investment holding and property investment	Director
Super Glory Industries Sdn Bhd		Core business in roll forming of pre-painted galvanised steel roofing sheet, galvanised lip channel, roof trusses and accessories. It is closely related to the construction industry	Shareholder

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Superton Holdings Berhad	Manufacturing of thermal insulators	Director and shareholder
	Sujico Jaya Sdn Bhd	Investment holding	Shareholder
	TanahMas (Sarawak) Sdn Bhd	Hotel management	Director
	Telaga Air Resources Sdn Bhd (formerly known as Telaga Air Leisure Sdn Bhd)	Tourist accommodation, teamwork training, leisure activities and hospitality industry in general	Shareholder
	THR Hotel (Sarawak) Sdn Bhd	Hotel owners and management, property and land development	Director
	Transnational Insurance Brokers (M) Sdn Bhd	Insurance broker	Director
	Trombol Resort Sdn Bhd	Hospitality	Shareholder
	Warble Resources Sdn Bhd	Investment holding	Director and shareholder
	X-Fab Silicon Foundries N.V.	Semi-conductors foundaries	Director
	Zecon Berhad	Construction, infrastructure, property development, water infrastructure and toll concession	Director and shareholder
Tan Sri Ibrahim bin Menudin	Suria Capital Holdings Berhad	Port operation services	Director
YM Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin	Executive Solutions and Outcomes Sdn Bhd	Multipurpose consulting services company	Director and shareholder
	Hong Leong Assurance Berhad	Underwriting of life insurance business	Director
	Hong Leong Islamic Bank Berhad	Islamic Banking Business	Director

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
Mohamed Rashdi bin Mohamed Ghazali	Hong Leong MISG Takaful Berhad	Provision of Shariah-compliant financial solutions of the Takaful industry	Director
	Telekom Malaysia Berhad	Establishment, maintenance and provision of telecommunications and related services	Director
	VADS Berhad	Provision of managed network services	Director
	Emarke Sdn Bhd	Management consulting	Director and shareholder
MIMOS Berhad	Research and development of cyber space security, encryption systems, grid computing, wireless broadband, micro systems (MEMS/NEMS), advanced informatics, knowledge technology and micro energy systems	Director	
Starhill Real Estate Investment Trust	Management of real estate investment trust	Unitholder	
MOA Development Berhad	Property development	Shareholder	
Mohd Adzahar bin Abdul Wahid	Fatiza Sdn Bhd	General Practitioner Clinic	Director
	HMO Marketing Sdn Bhd	Investment holding	Director
	HMO Pacific Sdn Bhd	Dormant	Director
	Navina Sdn Bhd	General practitioner clinic	Director
	Nusantara Indah Sdn Bhd	General practitioner clinic	Director
	PMCare Sdn Bhd	Business process outsourcing	Director

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities	Nature of interest
	Prima Medicare Sdn Bhd	Investment holding	Director
	Sutra Budi Sdn Bhd	General practitioner clinic	Director
	Swiss Capital Sdn Bhd	General practitioner clinic	Director

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## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

The following table sets out the past principal directorships of our Directors held within the past 5 years up to the LPD:

Name	Business/Corporations	Principal activities
Dato' Hamzah bin Bakar	Scomi Group Bhd	Investment holding and provision of management services
	Scomi Oiltools Sdn Bhd	Supplies drilling fluids and associated engineering services for O&G services
Dato' Mokhzani bin Mahathir	Auto Eurokars Sdn Bhd	Trading in cars, spare parts, auto accessories and provision of related maintenance services
	Fotrus Systems Sdn Bhd (formerly known as Loyalty Wizards Sdn Bhd)	Providing loyalty outsource servicing and campaign management to retailers, corporate organisations and financial institutions
	IPS Sdn Bhd	Building and operating of payment system network to serve the electronic banking and financial services both domestic and global banks and financial institutions
	Jaseri Automotive Group Sdn Bhd	Trading in cars, spare parts and auto accessories
	Kulim Technology Park Corporation Sdn Bhd	Development and management of the Kulim Hi-Tech Park
	Logisys Sdn Bhd	Provision of information and communications technology related products and services
	My Cash Sdn Bhd	Dormant
	Prestariang Systems Sdn Bhd	Provision of information and communications technology related products and services
	Sang Kee Feedmills Sdn Bhd	Dormant
	Senandung Beringin Sdn Bhd*	Dormant

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities
	Simfoni Bayu Sdn Bhd	Dormant
	Way 2 Pay Sdn Bhd*	Dormant
Dato' Seri Shahril bin Shamsuddin	Sincere Watch Sdn Bhd	Retailing of fine watches, clocks, pens and related accessories and the servicing of watches
	Positive Attitude Sdn Bhd	Dormant
	Setara Kemuncak Sdn Bhd	Dormant
	Multimedia Development Corporation Sdn Bhd	Co-ordinating the implementation of the multimedia super corridor and investment holding
Shahriman Shamsuddin	Swiss Union Fine Watch Sdn Bhd^	Trading in watches and accessories
Yeow Kheng Chew	Asia Pacific Freight System Sdn Bhd	Airfare services
	Desa Bukit Pantai Sdn Bhd	Property investment
	Fotrus Systems Sdn Bhd (formerly known as Loyalty Wizards Sdn Bhd)	Providing loyalty outsource servicing and campaign management to retailers, corporate organisations and financial Institutions
	Kencana Technologies Sdn Bhd	Designing of structural steel building and provision of related project management services
	Kencana Technical Services Sdn Bhd	Dormant
	Logisys Sdn Bhd	Provision of information and communications technology related products and services
	Orbitacorp Sdn Bhd	Dormant

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities
	Pengasus Wings Sdn Bhd	Dormant
	Peninsular Home Sdn Bhd	Property development
	Precision Design Solution (M) Sdn Bhd	Information technology distribution and value added services
	Prestariang Systems Sdn Bhd	Provision of information and communications technology related products and services
	Sang Kee Feedmills Sdn Bhd	Dormant
	Senandung Beringin Sdn Bhd*	Dormant
Tan Sri Nik Mohamed bin Nik Yaacob	Perbadanan Nasional Berhad	Development of Malaysia's franchise industry
	Scomi Marine Bhd	Investment holding and provision of management services
	Supercomal Technologies Berhad	Manufacture of polyvinyl chloride compound and cables/wires for electronic devices and data control switches
Tan Sri Datuk Amar (Dr.) Hamid bin Bugo	Mesti Perkasa Sdn Bhd	Investment holding
	Sujico Jaya Sdn Bhd	Investment holding
	Super Glory Industries Sdn Bhd	Core business in roll forming of pre-painted galvanised steel roofing sheet, galvanised lip channel, roof trusses and accessories. It is closely related to the construction industry
Tan Sri Ibrahim bin Menudin	Sabah Ports Sdn Bhd	Port management

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Name	Business/Corporations	Principal activities
YM Tunku Dato' Mahmood Fawzy bin Tunku Muhiyiddin	Ethos Capital One Sdn Bhd	Private equity fund
Mohamed Rashdi bin Mohamed Ghazali	Pos Malaysia Berhad Gemilang Saga Sdn Bhd	Provision of mail services in Malaysia Trading

**Notes:**\* *In the midst of striking-off.*^ *In receivership and has ceased business operations.*

The involvement of our Executive Vice-Chairman and our Executive Directors in other businesses set out above does not preclude them from allocating most of their time to our Group because the daily operations in those businesses are managed by the respective companies' personnel. They mostly attend meetings of other Boards on which they serve and accordingly discharge their principal areas of responsibility in those companies. They have been and have ensured that they would be able to fulfil and discharge their duties and responsibilities effectively as our Directors. As such, our Executive Chairman and our Executive Directors' involvements in other businesses and operations outside of our Group are not expected to have any material effect on their contribution to our Group.



## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

### 10.3.4 Involvement in other businesses or corporations (other than our associate companies and jointly-controlled entities) which carry on a similar trade as our Group, associate companies and jointly-controlled entities or which are our customers and/or suppliers

Save as disclosed in Section 10.1.4 and below, as at the LPD, none of our Directors has any interest, direct or indirect, in other businesses or corporations (other than our associate companies and jointly-controlled entities) which are (i) carrying on a similar trade as that of our Group, associate companies and jointly-controlled entities; or (ii) our customers and/or suppliers.

Name	Business/corporations	Nature of interest	Direct interest	Indirect interest
			%	%
Yeow Kheng Chew	<i>Similar trade as that of our Group:</i>			
	• Strateq	• Indirect	-	54.75
	• Strateq O&G	• Indirect	-	70.00

Yeow Kheng Chew has interests in Strateq and Strateq O&G, which are involved in the provision of ICT solutions and services, including the business of providing points of sales at petrol kiosks, similar to the business of our subsidiary, SRSSB. Accordingly, a potential conflict of interest situation may arise. Nevertheless, such potential conflict of interest is minimised by the fact that Yeow Kheng Chew is an indirect shareholder and passive investor in Strateq and Strateq O&G. In addition, Yeow Kheng Chew is not a member of the Board or key management of Strateq and Strateq O&G and is not actively involved in the management and day-to-day operations of those companies, and thus we do not anticipate that Yeow Kheng Chew's contribution to our Group will be affected.

### 10.3.5 Audit Committee

Our Audit Committee was established on 14 December 2011 and shall comprise at least 3 members. All members of our Audit Committee must be non-executive Directors, a majority of whom shall be independent non-executive Directors. At least 1 of our Audit Committee member must be a member of the Malaysian Institute of Accountants ("MIA"), or if he/she is not a member of the MIA, he/she must have at least 3 years of working experience and must have passed certain examinations under the Accountants Act, 1967 or he/she must be a member of one of the associations of accountants specified under the Accountants Act, 1967, or fulfils such other requirements as prescribed or approved by Bursa Securities. In the event of any vacancy resulting in non-compliance with the minimum required number of members of our Audit Committee, our Board shall, upon the recommendation of our Nomination Committee, appoint such members to fill the vacancy within 3 months of the event. The terms of office and performance of our Audit Committee and each of its members must be reviewed by our Board at least once every 3 years. The chairman of our Audit Committee shall be approved by our Board and shall be an independent non-executive Director.

The duties and responsibilities of our Audit Committee are as follows:

- (i) Assessing the control environment
  - (a) Determine whether our management has implemented policies ensuring that controls in place are adequate, and functioning properly to address the risks;

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)*

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- (b) Determine the adequacy and effectiveness of risk management framework and its implementation; and
- (c) Review the adequacy and integrity of our Group's internal control systems and management information systems, including systems for compliance with the applicable laws, rules, directives and guidelines.

(ii) Overseeing financial reporting

Our Audit Committee shall review the quarterly results and year end financial statements, before approval by our Board, focusing particularly on:

- (a) Changes in or implementation of accounting policies and practices;
- (b) Significant and unusual events;
- (c) Significant adjustments arising from audit;
- (d) The going concern assumption; and
- (e) Compliance with accounting standards and other legal requirements.

(iii) Discussing the following with the external auditors:

- (a) their audit plan and scope of audit;
- (b) their evaluation of the system of internal controls and management information system;
- (c) their audit report and our management's response including problems and reservations arising from our interim or final audits and any other matter the auditors may wish to discuss without presence of the management, where necessary;
- (d) the assistance given by the employees to the external auditors; and
- (e) the coordination where more than one audit firm is involved.

Our Audit Committee shall monitor the extent of non-audit work to be performed by the external auditors to ensure that the provision of non-audit services does not impair their independence and objectivity.

Our Audit Committee shall consider if there is reason (supported by grounds) to believe that the external auditors are not suitable for appointment or re-appointment before recommending the appointment or re-appointment of the external auditors and their audit fees.

Our Audit Committee shall review any letter of resignation from the external auditors of our Group.

(iv) Group Internal Audit ("GIA")

- (a) Review and approve the GIA Charter, which defines the independent purpose, authority, scope and responsibility of the internal audit function in our Group;

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)*

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- (b) Review the adequacy of the scope, functions, competency and resources of the internal audit function, and ensure it has the necessary authority to carry out its work;
  - (c) Review GIA's plan;
  - (d) Review the internal audit programme, processes and results of the internal audit work or investigation undertaken and where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
  - (e) The reports of GIA should include our management's commentary prior to submission to our Audit Committee;
  - (f) The annual performance review of the Chief Internal Auditor ("CIA") should be decided by our Audit Committee;
  - (g) Be informed, referred to and agree on the initiation, commencement and mechanism of any disciplinary proceedings or investigations, including the nature and reasons for the said disciplinary proceedings or investigations, as well as the subsequent findings and proposed disciplinary actions against the CIA and senior staff members of GIA. As employees of our Company, CIA and senior staff members of GIA are subject to our Company's human resource policies and procedures, including disciplinary proceedings or investigations and actions;
  - (h) Review the assistance and co-operation given by the employees of our Group to the internal auditors. The GIA function should be independent of the activities they audit and should be performed with impartiality, proficiency and due professional care. Our Board or the Audit Committee should determine the merit of the internal audit function; and
  - (i) Take cognisance of resignations of GIA members and provide the resigning staff member an opportunity to submit his reasons for resigning.
- (v) Reviewing conflict of interest situations and related party transactions ("RPTs")
- (a) Ensure that management establishes adequate processes and procedures to monitor, track and identify RPTs. Such a framework should be able to provide sufficient assurance that RPTs and conflict of interest situations, including recurrent RPTs, are identified, evaluated, presented for review and approval and reported, where required;
  - (b) Review conflict of interest situations or RPTs and determine the following:
    - (i) Whether the transaction is in our best interest;
    - (ii) Whether the transaction is fair, reasonable and on normal commercial terms; and

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

- (iii) That the transaction is not detrimental to the interest of minority shareholders.
- (vi) Whistle blowing and fraud
  - (a) Review our Group's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. Our Audit Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up actions;
  - (b) Ensure the confidential, anonymous submission of concerns regarding malpractice, illegal acts, questionable accounting or auditing matters; and
  - (c) Review our Group's procedures for detecting fraud.
- (vii) Other matters
  - (a) To assess the adequacy and effectiveness of the system of internal control of our Group;
  - (b) To discuss and review the major findings of internal investigations and management's response;
  - (c) To report to our Board its activities, significant results and findings;
  - (d) To seek continuing professional education to keep abreast of developments not only in the area of financial reporting but also in regulatory compliance, technology, business risks and the implications of significant changes that may affect our Group;
  - (e) To keep abreast of the latest corporate governance guidelines in relation to our Audit Committee and our Board as the whole; and
  - (f) To consider other subject matter as defined appropriate or as defined by our Board.

Our Audit Committee currently comprises the following members:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>
Mohd Adzahar bin Abdul Wahid	Chairman	Independent Non-Executive Director
Tan Sri Nik Mohamed bin Nik Yaacob	Member	Independent Non-Executive Director
Tan Sri Datuk Amar (Dr.) Hamid bin Bugo	Member	Independent Non-Executive Director
Mohamed Rashdi bin Mohamed Ghazali	Member	Independent Non-Executive Director

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)*

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**10.3.6 Nomination Committee**

Our Nomination Committee was established on 14 December 2011 and shall comprise at least 3 members. All members of our Nomination Committee must be non-executive Directors, a majority of whom shall be independent non-executive Directors. The chairman of our Nomination Committee shall be elected from among our Nomination Committee members.

The duties and responsibilities of our Nomination Committee are as follows:

- (i) Identify and recommend to our Board, candidates for directorships of our Company. In making its recommendations, our Nomination Committee will also consider candidates for directorships proposed by the CEO and, within the bounds of practicality, by any other senior executive or any Director or shareholder. In making its recommendations, our Nomination Committee shall consider the candidates:
  - (a) Skills, knowledge, expertise and experience;
  - (b) Professionalism;
  - (c) Integrity; and
  - (d) In the case of candidates for the position of independent non-executive Directors, our Nomination Committee shall also evaluate the candidates' ability to discharge such responsibilities/function as expected from an independent non-executive Director;
- (ii) Recommend to our Board, Directors to fill the seats on our Board committees;
- (iii) Review annually the required mix of skills and experience and other qualities of our Board, CEO and/or chief financial officer, including the core competencies which directors should bring to our Board, CEO and/or chief financial officer in discharging their roles;
- (iv) Evaluate annually the effectiveness of our Board and our Board's committees (including its size and composition) and the contribution of each individual director including independent non-executive Directors as well as the CEO and/or chief financial officer. All assessments and evaluations carried out by our Nomination Committee in the discharge of all its functions shall be properly documented and conducted at least once a year;
- (v) Determine appropriate training for Directors, review the fulfillment of such training, and disclose details in the annual report as appropriate, in accordance with Bursa Securities' requirement on Continuing Education;
- (vi) Consider and recommend the Directors for re-election/re-appointment at each of our AGM;
- (vii) Ensure an appropriate framework and plan our Board succession;
- (viii) Consider and examine such other matters as our Nomination Committee considers appropriate; and
- (ix) Consider other matters as referred to our Nomination Committee by our Board.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

Our Nomination Committee currently comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Dato' Hamzah Bakar	Chairman	Chairman and Independent Non-Executive Director
Tan Sri Nik Mohamed bin Nik Yaacob	Member	Independent Non-Executive Director
Tan Sri Datuk Amar (Dr.) Hamid bin Bugo	Member	Independent Non-Executive Director
Mohd Adzahar bin Abdul Wahid	Member	Independent Non-Executive Director

### 10.3.7 Remuneration Committee

Our Remuneration Committee was established on 14 December 2011 and shall comprise at least 3 members. The members of our Remuneration Committee shall consist not less than 2 non-executive Directors. The Chairman of our Remuneration Committee shall be elected from among our Remuneration Committee members.

The duties and responsibilities of our Remuneration Committee are as follows:

- (i) Establish and recommend the remuneration structure and policy for our Executive Vice Chairman, President and Group CEO and Executive Directors; the terms of employment or contract of employment/service, any benefit, pension or incentive scheme entitlement; other bonuses, fees and expenses; any compensation payable on the termination of the service contract by our Company and to review for changes to the policy, as necessary. Our Executive Vice Chairman, President and Group CEO and Executive Directors should play no part in decisions involving their own remuneration;
- (ii) Ensure that a strong link is maintained between the level of remuneration and individual performance against agreed targets, the performance-related elements of remuneration forming a significant proportion of the total remuneration package of our Executive Vice Chairman, President and Group CEO and Executive Directors;
- (iii) Review and recommend the entire individual remuneration packages for each of our Executive Vice Chairman, President and Group CEO and Executive Directors to ensure the levels of remuneration be sufficiently attractive and be able to retain our Executive Vice Chairman, President and Group CEO and Executive Directors needed to run our Company successfully. Remuneration of our non-executive Directors is for our Board to determine;
- (iv) Review with our Executive Vice Chairman, President and Group CEO and Executive Directors, their performance against these objectives as well as contribution to the corporate strategy;
- (v) Review and recommend to our Board regarding any proposed new employees' share option scheme to be given to our Directors and/or amendments to the existing scheme;
- (vi) Assist our Board in discharging their responsibilities relating to, amongst others, compensation strategy, succession planning, management development and other compensation arrangement;

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

- (vii) Ensure corporate accountability and governance in respect of our Board remuneration and compensation function;
- (viii) Consider and examine such other matters as our Remuneration Committee considers appropriate; and
- (ix) Consider other matters as referred to our Remuneration Committee by our Board.

Our Remuneration Committee currently comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Dato' Hamzah bin Bakar	Chairman	Chairman and Independent Non-Executive Director
Dato' Mokhzani bin Mahathir	Member	Non-Independent Executive Director and Executive Vice-Chairman
Dato' Seri Shahril bin Shamsuddin	Member	Non-Independent Executive Director and President and Group CEO
Tan Sri Nik Mohamed bin Nik Yaacob	Member	Independent Non-Executive Director

### 10.3.8 Remuneration and material benefits-in-kind of our Directors

The aggregate remuneration and benefits-in-kind paid or proposed to be paid to the Directors of our Company are as follows:

#### (i) SapuraCrest

The aggregate remuneration and benefits-in-kind paid to the Directors of our Company who are also Directors of SapuraCrest for services rendered to SapuraCrest in all capacities was approximately RM4.66 million and RM5.53 million for the years ended 31 January 2011 and 2012 respectively. The remaining aggregate remuneration and benefits-in-kind to be paid to the said Directors is approximately RM0.73 million for the year ended 31 January 2012.

The remuneration of the Directors of SapuraCrest, which includes Directors' salaries, bonuses, fees and allowances as well as other benefits, must be considered and recommended by the Remuneration Committee of SapuraCrest and subsequently approved by the Board of SapuraCrest. The payment of SapuraCrest's Directors' fees must be further approved and endorsed by the shareholders of SapuraCrest at a general meeting.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

The remuneration and benefits-in-kind paid or to be paid to the Directors of our Company who are also Directors of SapuraCrest for the years ended 31 January 2011 and 2012 are as follows:

	<u>Executive Directors</u>	<u>Non-Executive Directors</u>
	RM'000	RM'000
<b>Year ended 31 January 2011:</b>		
Salaries	1,734	-
Fees	-	779
Benefits-in-kind	105	24
Bonus	1,870	-
Other emoluments	41	108
<b>Year ended 31 January 2012:</b>		
Salaries	2,468	-
Fees	-	778
Benefits-in-kind	150	25
Bonus	2,625	-
Other emoluments	41	171
<u>Remuneration band (RM)</u>	<u>Executive Directors</u>	<u>Non-Executive Directors</u>
<b>Year ended 31 January 2011:</b>		
100,001 to 150,000	-	3
200,001 to 250,000	-	1
350,001 to 400,000	-	1
3,750,001 to 3,850,000	1	-
<b>Year ended 31 January 2012:</b>		
100,001 to 150,000	-	3
200,001 to 250,000	-	1
350,001 to 400,000	-	1
5,250,001 to 5,300,000	1	-



## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

### (ii) Kencana Petroleum

The aggregate remuneration and benefits-in-kind paid to the Directors of our Company who are also Directors of Kencana Petroleum for services rendered to Kencana Petroleum Group in all capacities was approximately RM7.7 million and RM8.1 million for the year ended 31 July 2011 and for the 6 months period ended 31 January 2012 respectively.

The remuneration of the Directors of Kencana Petroleum, which includes Directors' salaries, bonuses, fees and allowances as well as other benefits, must be considered and recommended by the Remuneration Committee of Kencana Petroleum and subsequently approved by the Board of Kencana Petroleum. The payment of Kencana Petroleum's Directors' fees must be further approved and endorsed by the shareholders of Kencana Petroleum at a general meeting.

The remuneration and benefits-in-kind paid to the Directors of our Company who are also Directors of Kencana Petroleum for the year ended 31 July 2011 and for the 6 months period ended 31 January 2012 are as follows:

	<u>Executive Directors</u>	<u>Non-Executive Directors</u>
	RM'000	RM'000
<b>Year ended 31 July 2011:</b>		
Salaries	4,160	-
Fees	-	200
Allowances	1,696	86
Other emoluments*	1,589	-
<b>6 months period ended 31 January 2012:</b>		
Salaries	2,100	-
Fees	-	890
Allowances	900	86
Other emoluments*	4,136	-

**Note:**

\* Includes bonuses and statutory contributions.

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)**

<u>Remuneration band (RM)</u>	<u>Executive Directors</u>	<u>Non-Executive Directors</u>
<b>Year ended 31 July 2011:</b>		
100,001 to 150,000	-	3
2,200,001 to 2,250,000	2	-
2,900,001 to 2,950,000	1	-
<b>6 months period ended 31 January 2012:</b>		
50,001 to 100,000	-	2
850,001 to 900,000	-	1
2,000,001 to 2,050,000	2	-
3,050,001 to 3,100,000	1	-

**(iii) Our Company**

The aggregate remuneration and benefits-in-kind proposed to be paid to our Directors for services to be rendered to us in all capacities is forecasted to be RM28.5 million for the year ending 31 January 2013.

The remuneration of our Directors, which includes Directors' salaries, bonuses, fees and allowances as well as other benefits, must be considered and recommended by our Remuneration Committee and subsequently approved by our Board. The payment of our Directors' fees must be further approved and endorsed by our shareholders at a general meeting.

The remuneration and benefits-in-kind forecasted to be paid to our Directors for the year ending 31 January 2013 are as follows:

	<u>Executive Directors</u>	<u>Non-Executive Directors</u>
	RM'000	RM'000
Salaries	14,900	-
Fees	-	2,340
Allowances	-	69
Benefits-in-kind	100	22
Other emoluments	11,062	-

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

<u>Remuneration Band (RM)</u>	<u>Executive Directors</u>	<u>Non-Executive Directors</u>
<b>Year ending 31 January 2013</b>		
200,001 to 250,000	-	4
250,001 to 300,000	-	2
300,001 to 350,000	-	1
550,001 to 600,000	-	1
3,700,001 to 3,750,000	1	-
4,600,001 to 4,650,000	1	-
8,400,001 to 8,450,000	1	-
9,250,001 to 9,300,000	1	-

### 10.4 Key management

Our key management consists of experienced personnel and is responsible for our day-to-day management and operations.

Our key management, as at the LPD, are set out below:

<u>Name</u>	<u>Nationality</u>	<u>Age</u>	<u>Designation</u>
Dato' Mokhzani bin Mahathir	Malaysian	51	Executive Vice-Chairman
Dato' Seri Shahril bin Shamsuddin	Malaysian	51	President and Group CEO
Yeow Kheng Chew	Malaysian	60	Executive Vice President, Treasury and Corporate Finance
Chong Hin Loon	Malaysian	64	Executive Vice President, Fabrication and HUC
Datuk Kris Azman bin Abdullah	Malaysian	48	Senior Vice President, Energy and Joint Ventures
Azmi bin Ismail	Malaysian	51	Senior Vice President, Drilling, Geotech and Maintenance Services
Reza bin Abdul Rahim	Malaysian	36	Senior Vice President, Offshore Construction and Subsea Services
Chow Mei Mei	Malaysian	46	Senior Vice President, Corporate Strategy and Business Planning

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

## 10.4.1 Our key management's shareholding

The shareholdings of our key management as at the LPD upon completion of the Merger (on a proforma basis) are as follows:

Key management	As at the LPD			<sup>(1)</sup> After the Merger		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%	No. of Shares	%	No. of Shares	%
	('000)		('000)		('000)	
Dato' Mokhzani bin Mahathir	-	-	-	-	9,494	0.2
Dato' Seri Shahril bin Shamsuddin	-	-	-	-	7,876	0.2
Yeow Kheng Chew	-	-	-	-	21,181	0.4
Chong Hin Loon	-	-	-	-	154,536	3.1
Datuk Kris Azman bin Abdullah	-	-	-	-	-	-
Azmi bin Ismail	-	-	-	-	572	*
Reza bin Abdul Rahim	-	-	-	-	*	*
Chow Mei Mei	-	-	-	-	39	*

**Notes:**

\* Negligible.

<sup>(1)</sup> Based on shareholdings in the ROD of SapuraCrest or Kencana Petroleum as at the LPD.<sup>(2)</sup> Deemed interest by virtue of his direct interest in Khasera pursuant to Section 6A of the Act.<sup>(3)</sup> Deemed interest by virtue of his direct and indirect interest in STSB, SHSB, IPSE, SCSB and SRB pursuant to Section 6A of the Act.

## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT *(cont'd)*

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### 10.4.2 Profiles of our key management

The profiles of Dato' Mokhzani bin Mahathir and Dato' Seri Shahril bin Shamsuddin who are also the Directors and substantial shareholders of SKPB, and Yeow Kheng Chew and Chong Hin Loon who are also the Directors of SKPB, are set out in Sections 10.1.3 and 10.3.2 above respectively. The profiles of our other key management, namely Datuk Kris Azman bin Abdullah, Azmi bin Ismail, Reza bin Abdul Rahim and Chow Mei Mei are as follows:

#### (i) **Datuk Kris Azman bin Abdullah**

Datuk Kris Azman bin Abdullah, aged 48, a Malaysian, is our Senior Vice President for the Energy and Joint Ventures division.

Prior to the Merger, Datuk Kris Azman bin Abdullah was appointed to the Board of SapuraCrest on 29 September 2010 and was the Non-Independent Non-Executive Director.

Datuk Kris Azman bin Abdullah holds a Bachelor of Arts in Accounting (Hons) from Michigan State University and also holds a Corporate Finance designation awarded by the Institute of Chartered Accountants in England and Wales.

Prior to joining Sapura Group, Datuk Kris Azman bin Abdullah was the Executive Director, Issues and Investment Division at the SC. At the SC, he was involved in evaluating various corporate proposals/exercises of public companies. He was also a part of the team responsible for introducing numerous policy changes that saw improved and transparent decision making processes, increased mergers and acquisitions activities in the market as well as the listing of several foreign companies.

Prior to Datuk Kris Azman bin Abdullah's tenure with the SC, he was the General Manager of Pengurusan Danaharta Nasional Berhad where he was responsible for overseeing the division that was involved in formulating debt restructuring schemes of non-performing loans.

Currently, Datuk Kris Azman bin Abdullah does not hold any directorship in other public companies.

#### (ii) **Azmi bin Ismail**

Azmi bin Ismail, aged 51, a Malaysian, is our Senior Vice President for the Drilling, Geotech and Maintenance Services division.

Prior to the Merger, Azmi bin Ismail was first appointed to the Board of Kencana Petroleum on 3 January 2006 as Independent Non-Executive Director. Since July 2008, he was appointed as the Non-Independent Executive Director of Kencana Petroleum where he was entrusted with the leadership role to expand the business of marine transportation and support services, drilling services and development and production of petroleum resources.

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** (cont'd)

Azmi bin Ismail graduated with a Bachelor of Science in Physics from Indiana University, Bloomington, Indiana and Master of Science in Geophysics, University of Nevada-Reno, Nevada. He has 25 years of vast professional experience in geophysics, particularly in the field of seismic data processing and project management, mostly related to O&G projects. He started his career in the O&G industry as a Wellsite Operations Engineer in Sarawak Shell Berhad in September 1986. He was later promoted to Operations Engineer, where he supervised rig operations as well as designed well programmes.

In 1990, Azmi bin Ismail moved to CGGAP Sdn Bhd ("**CGGAP**") as a Deputy Center Manager. CGGAP is a service contractor, providing geophysical services to the exploration and production companies in the O&G industry in the Asia Pacific region. In September 1995, he was promoted to the position of Managing Director of CGGAP and was responsible for the overall management of the company which includes business development, operations, finance and administration.

**(iii) Reza bin Abdul Rahim**

Reza bin Abdul Rahim, aged 36, a Malaysian, is our Senior Vice President for the Offshore Construction and Subsea Services division.

Prior to the Merger, Reza bin Abdul Rahim was the Acting CEO, Oil and Gas Construction Services Division and CEO, Energy Ventures and Operations Division of SapuraCrest, and also the Group Chief Operating Officer of Sapura Group.

Reza bin Abdul Rahim holds a Bachelor of Science in Accounting and Finance (First Class Honours) from London School of Economics and Political Science and a Master of Philosophy in Finance from University of Cambridge. He is also a member of the Institute of Chartered Accountants in England and Wales and the Malaysian Institute of Accountants.

Reza bin Abdul Rahim has 12 years experience in audit, financial management and corporate finance. Previously, he was the Senior Vice President and Head, Group Corporate Finance at Axiata Group Berhad and prior to that he was the Chief Financial Officer of SHSB.

Currently, Reza bin Abdul Rahim does not hold any directorship in other public companies.

**(iv) Chow Mei Mei**

Chow Mei Mei, aged 46, a Malaysian, is our Senior Vice President for the Corporate Strategy and Business Planning division.

Prior to the Merger, Chow Mei Mei was the Executive Director, Group Treasury and Corporate Finance of STSB since January 2011 as well as the Director, Treasury and Corporate Finance of SapuraCrest.

Chow Mei Mei holds a Bachelor of Arts (Honours) in Business Studies from the University of Glamorgan. She is also a member of the Institute of Chartered Accountants in England and Wales and Chartered Institute of Marketing, U.K.

**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)*

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Prior to joining Sapura Group, Chow Mei Mei has held several senior positions in Sime Darby Berhad group of companies including Chief Financial Officer, Energy and Utilities Division, Chief Financial Officer and Head of Strategy and Business Development, Motors Division and Senior Manager/Head of Group Corporate Finance.

At the Motors Division of Sime Darby Berhad group of companies, Chow Mei Mei was responsible for divisional Finance, Strategy, Business Development, Legal, Information Technology and Procurement.

Currently, Chow Mei Mei does not hold any directorship in other public companies.

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## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

### 10.4.3 Involvement of our key management in other businesses/corporations

Save as disclosed in Sections 10.1.4, 10.3.3, 10.3.4 and as disclosed below, none of our key management is involved in an executive position in other businesses or corporations as at the LPD.

<u>Key management</u>	<u>Name of company</u>	<u>Principal activities</u>	<u>Nature of interest</u>
Datuk Kris Azman bin Abdullah	Energy Quest Sdn Bhd	Engage in O&G technical consultancy services providing petroleum exploration and production consultancy services	Indirect shareholder
	Idaman Konsortium Sdn Bhd	General trading, land and property investment and investment holding	Director and shareholder
	Resolute Resources Sdn Bhd	Investment holding	Director
	Sapura Ventures Sdn Bhd	Management of funds allocated for the electrical and electronic components scheme of the small and medium scale industries development programme under the 6 <sup>th</sup> Malaysian Plan and the provision of training and technical assistance to the entrepreneurs under the scheme	Director
Azmi bin Ismail	Petroprojek Sdn Bhd	Supply of various engineering services to both the upstream and downstream activities of the O&G industry	Director and shareholder
Reza bin Abdul Rahim	Langkawi Oil & Gas Sdn Bhd	Dormant	Director
	MIB Petroleum and Power Sdn Bhd	Dormant	Director
	Sapura Aero Equipment Sdn Bhd	Dormant	Director
	Sapura Engineers Sdn Bhd	Investment holding	Director
	Sapura Green Sciences Sdn Bhd	Dormant	Director
	Softwatch Sdn Bhd	Dormant	Director



## 10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (cont'd)

Key management	Name of company	Principal activities	Nature of interest
Chow Mei Mei	Axiom Consultants Sdn Bhd	Providing professional and technical engineering consultancy services for the building materials and construction industry	Director and shareholder

The involvement of our key management in other businesses set out above will not affect their contributions and responsibilities to our Group because the daily operations in those businesses are managed by the respective companies' personnel. In addition, our key management allocates a substantial portion of their time to the affairs of our Group and mostly attend meetings of other Boards on which they serve and accordingly discharge their principal areas of responsibility in those companies. In this regard, they have been and have ensured that they would be able to fulfill and discharge their duties and responsibilities effectively as our key management.

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**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)***10.5 Relationships or associations between our substantial shareholders, Directors and key management**

Save as disclosed below, there are no family relationships or associations between our Directors, key management and substantial shareholders as at the LPD:

- (i) Association amongst our substantial shareholders
  - (a) Dato' Seri Shahril bin Shamsuddin and Shahriman bin Shamsuddin are Directors and shareholders of BCSB, SHSB and STSB;
  - (b) BCSB is a shareholder of SHSB with 15% interest in SHSB. SHSB in turn is the holding company of STSB;
  - (c) Dato' Mokhzani bin Mahathir is a Director and major shareholder of Khasera; and
  - (d) Dato' Seri Shahril bin Shamsuddin and Shahriman bin Shamsuddin are brothers.
- (ii) Association between our directors and substantial shareholders
  - (a) Dato' Seri Shahril bin Shamsuddin and Shahriman bin Shamsuddin are Directors and shareholders of BCSB, SHSB and STSB; and
  - (b) Dato' Mokhzani bin Mahathir is a Director and major shareholder of Khasera.
- (iii) Association between our Directors
  - (a) Dato' Seri Shahril bin Shamsuddin and Shahriman bin Shamsuddin are brothers.
- (iv) Association between our Directors and key management
  - (a) Dato' Seri Shahril bin Shamsuddin and Shahriman bin Shamsuddin are brothers.

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**10. INFORMATION ON OUR SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT** *(cont'd)***10.6 Declaration by our Directors and key management**

As at the LPD, none of our Directors or key management is or has been involved in the following events (whether in or outside Malaysia):

- (i) A petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a Director or key personnel;
- (ii) Disqualified from acting as a director of any corporation or from taking part, directly or indirectly, in the management of any corporation;
- (iii) Charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) Any judgment was entered against such person involving a breach of any law or regulatory requirement that relates to the securities or futures industry; or
- (v) The subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity.

**10.7 Service agreements**

As at the LPD, there are no existing service agreements entered into or service agreements proposed to be entered into between our Directors or any member of our key management with our Group.

**10.8 Other matters**

No amount has been paid or benefit given within the 2 years preceding the LPD, nor is it intended to be so paid or given, to our substantial shareholders and/or Directors except for the following:

- (i) The remunerations and benefits-in-kind paid and payable to our Directors as set out in Section 10.3.8 of this Prospectus; and
- (ii) The historical and future payments to our substantial shareholders in the ordinary course of business as set out in Section 13 of this Prospectus.

## 11. APPROVALS AND CONDITIONS

The shareholders of SapuraCrest had, at the EGM of SapuraCrest held on 14 December 2011 approved, among others, the disposal of the SapuraCrest Business and the SapuraCrest Capital Reduction and Repayment. The shareholders of Kencana Petroleum had, at the EGM of Kencana Petroleum held on 15 December 2011 approved, among others, the disposal of the Kencana Petroleum Business and the Kencana Petroleum Capital Reduction and Repayment.

In addition, as at the date of this Prospectus, the relevant authorities or bodies have given their approval for the Acquisitions, the Capital Reduction and Repayment, the Shares Issue, the Merger and our Listing. The approval of the relevant authorities or bodies which are subject to the conditions set out below and the status of compliance with these conditions are as follows:

### (i) SC

- (a) The SC, had vide its letter dated 13 October 2011, approved the waivers sought in relation to certain requirements of the Prospectus Guidelines and Equity Guidelines. The details of the waivers sought and accompanying conditions imposed by the SC are as follows:

Reference	Details of waivers sought	Conditions imposed	Status of compliance
<b>Equity Guidelines</b>			
Paragraphs 7.19(a) and 7.20	Waiver sought from having to comply with the requirement that a moratorium be imposed on the consideration securities received by the vendors of SapuraCrest and Kencana Petroleum	Nil	N/A
Section 2(f), Appendix 2	To be allowed to provide a modified confirmation such that the disclosures on all non-compliances with the relevant laws, regulations, rules and requirements governing SapuraCrest and Kencana Petroleum are made only with respect to breach of any relevant laws, regulations, rules and requirements which may have a material adverse impact on the business operations and/or financial position of SapuraCrest and Kencana Petroleum	Nil	N/A
Section 2(h), Appendix 2	For SKPB to be allowed to submit only information on previous proposals submitted to the SC by SapuraCrest and Kencana Petroleum where the SC has imposed conditions which have yet to be complied or fulfilled	Nil	N/A
<b>Prospectus Guidelines</b>			
Paragraph 1.10	Waiver from requirement to publish a summary advertisement of this Prospectus in a widely circulated Bahasa Malaysia newspaper	Nil	N/A

## 11. APPROVALS AND CONDITIONS (cont'd)

Reference	Details of waivers sought	Conditions imposed	Status of compliance
Paragraphs 8.01(a), 8.01(b), 8.01(c) and 8.01(d)	<p>Waiver sought from the requirement to disclose information on the background of all subsidiaries, associate companies and jointly-controlled entities of SapuraCrest and Kencana Petroleum, save for the following:</p> <ul style="list-style-type: none"> <li>(i) Date and place of incorporation;</li> <li>(ii) Registration number;</li> <li>(iii) Principal activities;</li> <li>(iv) Percentage of interest held;</li> <li>(v) Authorised, issued and paid-up capital; and</li> <li>(vi) List of subsidiaries and associate companies of the subsidiary, associate companies and jointly-controlled entities.</li> </ul>	Nil	N/A
Paragraphs 8.01(g), 8.02(k) and 8.02(l)	Waiver sought from requirement to disclose the information required by the said paragraphs, and to instead disclose only the key licences, permits, brand names, patents and franchises which are material to our Group	To disclose of all the items required under paragraphs 8.01(g), 8.02(k) and 8.02(l) which are material to our Group.	Complied as disclosed in Appendix I of this Prospectus

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## 11. APPROVALS AND CONDITIONS (cont'd)

<u>Reference</u>	<u>Details of waivers sought</u>	<u>Conditions imposed</u>	<u>Status of compliance</u>
Paragraph 11.01	Waiver sought from requirement to disclose past material related-party transactions, and to instead disclose all recurrent related party transaction ("RRPT") for the 3 most recent financial years, assuming our Group was already in existence during the said period.	Nil	Complied in respect of the RRPTs of SapuraCrest Group for the past 3 years ended 31 January 2012 and Kencana Petroleum Group for the past 3 years ended 31 July 2011 and 6 months period ended 31 January 2012. Please refer to Section 11(i)(d) of this Prospectus for details of the waiver sought from and approved by the SC, vide its letter dated 29 March 2012, from having to disclose past RRPTs on the assumption that SKPB group has been in existence during the 3 most recent financial years
Paragraph 11.03(a)	Waiver sought from requirement to disclose the direct and indirect interests of the EPF in other businesses and corporations carrying on a similar trade and other businesses and corporations which are the customers or suppliers of both SapuraCrest Group and Kencana Petroleum Group	Nil	N/A
Paragraphs 12.10, 12.11 and 12.12	Waiver sought from requirement to disclose the interim audited financial statements of SapuraCrest and Kencana Petroleum and if interim financial statements are included in this Prospectus, these would be unaudited and based on the same format as those announced to Bursa Securities	Approved, subject to the auditors conducting a review on the unaudited interim financial statements of SapuraCrest and Kencana Petroleum in accordance with the International Standard of Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".	Complied

## 11. APPROVALS AND CONDITIONS (cont'd)

<u>Reference</u>	<u>Details of waivers sought</u>	<u>Conditions imposed</u>	<u>Status of compliance</u>
Paragraph 12.15	Proposal to exclude the audited financial results of our Company from the proforma financial information, and to instead prepare the proforma financial information based on the relevant audited consolidated financial statements of SapuraCrest and Kencana Petroleum	Nil	N/A
Paragraph 12.16	Waiver sought from requirement to prepare the proforma financial information as at a date which is not more than 6 months prior to the issue of the Prospectus	Nil	N/A
Paragraph 13.01	Waiver sought from having to include an accountants' report of our Group in the Prospectus.	Subject to the annual report (for the past 3 financial years) in respect of SapuraCrest and Kencana Petroleum being attached to this Prospectus in a CD-ROM format, or the inclusion of a statement where such information may be downloaded or obtained ("Statement").	Complied. The Statement has been included under "Presentation of financial information and other information" of this Prospectus
<b>Prospectus Guidelines – Procedures for Registration</b>			
Paragraphs 1.10(k) and 1.13(b)	Waiver from the following requirements: <ul style="list-style-type: none"> <li>(i) Submitting original or certified copies of any expert's reports disclosed in this Prospectus in Bahasa Malaysia; and</li> <li>(ii) Submitting registrable prospectus in Bahasa Malaysia for registration with the SC and lodgement with the Registrar of Companies</li> </ul>	Nil	N/A

**11. APPROVALS AND CONDITIONS (cont'd)**

Reference	Details of waivers sought	Conditions imposed	Status of compliance
Paragraphs 1.10(i) and 1.10(j)	Waiver from the requirement to submit to the SC, as part of documents for confirmation of registration, the audited financial statements of SapuraCrest and Kencana Petroleum and each of its subsidiaries for the last 3 to 5 financial years (or such shorter period that the corporation/group has been in operation), preceding the date of this Prospectus and instead, to submit the annual reports of SapuraCrest and Kencana Petroleum for the past 3 financial years	<p>Submission by Maybank IB and CIMB of the following to the SC:</p> <p>(i) unaudited interim financial statements of each of SapuraCrest and Kencana Petroleum for the latest financial period, which has been reviewed by the auditors; and</p> <p>(ii) confirmation from Maybank IB and CIMB or our Company that the audited financial statements of SapuraCrest and Kencana and their subsidiaries for the last 3 financial years preceding the date of this Prospectus will be made available for public inspection at a specified place in Malaysia.</p>	Complied

(b) The SC had vide its letter dated 17 November 2011, approved the Merger, subject to compliance with the following conditions:

Details of conditions imposed	Status of compliance
(a) Maybank IB/CIMB/SKPB to inform the SC of the completion of the Merger and our Listing immediately upon completion;	To be complied
(b) Maybank IB/CIMB/RHB Investment Bank Berhad/ AmlInvestment Bank Berhad/SKPB/SapuraCrest/ Kencana Petroleum to fully comply with the requirements of the Equity Guidelines and Prospectus Guidelines, as applicable, pertaining to the implementation of the Merger and our Listing; and	Noted



## 11. APPROVALS AND CONDITIONS (cont'd)

Details of conditions imposed	Status of compliance
(c) Maybank IB/CIMB/RHB Investment Bank Berhad/ AmlInvestment Bank Berhad/SKPB/SapuraCrest/ Kencana Petroleum to fully comply with the Listing Requirements, as applicable, pertaining to the implementation of the Merger and our Listing and the issuance of the circulars to the shareholders of SapuraCrest and Kencana Petroleum.	Noted
(c) The SC had vide its letter dated 25 November 2011, approved the equity structure of SKPB pursuant to our Listing under the equity requirement for public companies, subject to Maybank IB/SKPB informing the SC upon completion of the Merger and our Listing, which has yet to be complied.	
(d) The SC, had vide its letter dated 29 March 2012, further approved the additional waivers sought in relation to certain requirements of the Prospectus Guidelines. The details of the waivers sought and accompanying conditions imposed by the SC are as follows:	

Reference	Details of waivers sought	Conditions imposed	Status of compliance
Paragraph 8.03	Waiver sought from the requirement to disclose the NBV of each vessel in this Prospectus	Disclosure of the NBV of the vessels on a collective basis based on its respective segments	Complied as disclosed in Appendix II of this Prospectus
Paragraph 8.08	Waiver sought from the requirement to disclose information on the major suppliers of SapuraCrest Group and Kencana Petroleum Group and instead, to provide a general description of the top 10 suppliers of SapuraCrest Group and Kencana Petroleum Group respectively, including the country of their operations, years of relationship with and nature of services provided to both SapuraCrest Group and Kencana Petroleum Group	Nil	N/A
Paragraph 9.05	Waiver sought from the requirement to disclose the proposed remuneration and material benefits-in-kind of the Directors and chief executive of SKPB (on an individual basis) for the year ending 31 January 2013	SKPB to disclose the proposed remuneration and material benefits-in-kind of the Directors and chief executive for the current financial year in accordance with the requirements set out under Paragraph 11, Part A, Appendix 9C, and Chapter 9 of the Listing Requirements	Complied as disclosed in Section 10.3.8(iii) of this Prospectus

## 11. APPROVALS AND CONDITIONS (cont'd)

Reference	Details of waivers sought	Conditions imposed	Status of compliance
Paragraph 9.05	Waiver sought from the requirement to disclose the remuneration and material benefits-in-kind of the Directors and chief executive of SapuraCrest and Kencana respectively (on an individual basis) for the last financial year, and to instead present the information in a manner consistent with the disclosure in the annual reports of SapuraCrest Group and Kencana Petroleum Group	Nil	N/A
Paragraph 11.01	Approval is sought to modify the relief granted via the SC's letter dated 13 October 2011 and to allow for disclosure of material RRPTs for the period under review only at the SapuraCrest Group's and Kencana Petroleum Group's level respectively without having to disclose the past material RRPTs at SKPB level	Nil	N/A
Paragraph 12.06(a)	Waiver sought from the requirement to provide the segmental analysis by subsidiary/associated corporation of SapuraCrest and Kencana	Nil	N/A
Paragraph 12.15	Approval sought to allow the proforma financial information of SKPB to be prepared based on the actual available audited consolidated results of SapuraCrest Group and Kencana Petroleum Group during the period under review	Nil	N/A

- (e) The SC, had vide its letter dated 18 April 2012, approved-in-principle the registration of this Prospectus, subject to compliance with the following condition:

Details of condition imposed	Status of compliance
(a) SKPB providing an undertaking that the certificates of completion and compliance for buildings erected on Lots G6, G7 and G8, Lumut Port Industrial Park ("Certificates") will be obtained within 6 months from 18 April 2012	Not applicable as the Certificates was obtained on 24 April 2012

## (ii) SAC

The SAC, had vide its letter dated 26 January 2012, classified our Shares as Shariah-compliant.

**11. APPROVALS AND CONDITIONS (cont'd)****(iii) Bursa Securities**

Bursa Securities, had vide its letter dated 6 March 2012, approved our admission to the Official List and our Listing, subject to compliance with the following conditions:

<b>Details of conditions imposed</b>		<b>Status of compliance</b>
(a)	SKPB and the Joint Principal Advisers are to make the relevant announcement pursuant to Paragraph 8.2 of Practice Note 21 of the Listing Requirements	Complied
(b)	Furnish Bursa Securities a copy of the schedule of distribution showing compliance to the share spread requirements based on the entire issued and paid-up share capital of SKPB on the first day of listing	To be complied
(c)	Submission of the following documents:	Complied
(i)	an undertaking letter duly executed by Kadir, Andri & Partners in the form of Appendix 2A of the Listing Requirements;	
(ii)	a specimen copy of share certificate (with company's logo);	
(iii)	a letter of undertaking in the form of Annexure PN21-B duly executed by SKPB (with company's logo);	
(iv)	a letter of undertaking in the form of Annexure PN21-C duly executed by new Director, if relevant;	
(v)	a letter of undertaking in the form of Annexure PN21-D duly executed by new independent Director, if relevant;	
(vi)	a letter from the Joint Principal Advisers confirming all approvals of relevant authorities have been obtained; and	
(vii)	the Order of the High Court for the Capital Reduction and Repayment	

**(iv) Court**

The Court had on 18 April 2012, granted orders confirming the SapuraCrest Capital Reduction and Repayment and the Kencana Petroleum Capital Reduction and Repayment.

## 12. DIRECTORS' REPORT



**SapuraKencana**  
P E T R O L E U M

3 May 2012

**Registered Office:**

Lot 6.08, 6<sup>th</sup> Floor  
Plaza First Nationwide  
161 Jalan Tun H.S. Lee  
50000 Kuala Lumpur

**The Shareholders of SapuraKencana Petroleum Berhad (formerly known as Sapura-Kencana Petroleum Berhad) ("SKPB")**

Dear Sir/Madam,

On behalf of the Board of Directors of SKPB ("Board"), I report, after making due enquiries in relation to:

- (i) SKPB during the period between 31 January 2012 (being the date to which the last audited financial statements of SKPB has been made up); and
- (ii) SapuraCrest Petroleum Berhad ("SapuraCrest") and its subsidiaries ("SapuraCrest Group") during the period between 31 January 2011 (being the date to which the last audited financial statements of SapuraCrest Group have been made up); and
- (iii) Kencana Petroleum Berhad ("Kencana Petroleum") and its subsidiaries ("Kencana Petroleum Group") during the period between 31 July 2011 (being the date to which the last audited financial statements of Kencana Petroleum Group have been made up),

and the date herein (being a date not earlier than 14 days before the issue of this Prospectus):

- (i) the business of SKPB, SapuraCrest Group and Kencana Petroleum Group ("SKPB Group") has, in the opinion of the Board, been satisfactorily maintained;
- (ii) in the opinion of the Board, no circumstances have arisen since the last audited financial statements of SKPB, SapuraCrest Group and Kencana Petroleum Group respectively which have adversely affected the trading or the value of the assets of SKPB Group;
- (iii) the current assets of SKPB Group appear in the books at values which are believed to be realisable in the ordinary course of business;
- (iv) save as disclosed in this Prospectus, there are no contingent liabilities by reason of any guarantee or indemnity given by SKPB Group;
- (v) there have been, since the last audited financial statements of SKPB, SapuraCrest Group and Kencana Petroleum Group respectively, no default or any known event that could give rise to a default situation, in respect of payments of either interest and/or principal sums in respect of any borrowings; and
- (vi) save as disclosed in this Prospectus, there have been, since the last audited financial statements of SKPB, SapuraCrest Group and Kencana Petroleum Group respectively, no material change in the published reserves or any unusual factor affecting the profits of SKPB Group.

Yours faithfully

For and on behalf of the Board of

**SAPURAKENCANA PETROLEUM BERHAD (FORMERLY KNOWN AS SAPURA-KENCANA PETROLEUM BERHAD)**

**DATO' HAMZAH BAKAR**

Chairman and Independent Non-Executive Director

SapuraKencana Petroleum Berhad<sup>(950894-T)</sup>  
Formerly known as Sapura-Kencana Petroleum Berhad  
Level 6, Menara SapuraKencana Petroleum  
Solaris Dutamas, 1, Jalan Dutamas I  
50480 Kuala Lumpur, Malaysia  
Tel: +603 6209 8000 Fax: +603 6209 5683  
[www.sapurakencana.com](http://www.sapurakencana.com)

**13. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS**

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**13.1 Related party transactions**

Pursuant to the Listing Requirements, a **“related party transaction”** is a transaction entered into by a listed company or its subsidiaries that involves the interests, direct or indirect, of a related party. A **“related party”** of a listed company is:

- (i) a director; or
- (ii) a major shareholder who has an interest or interests in one or more voting shares in a corporation and the nominal amount of those shares or the aggregate of the nominal amounts of those shares, is:
  - (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or
  - (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation,

and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive officer or a major shareholder of the listed company or its subsidiaries or holding company.

Further, a related party includes a person connected with such director or major shareholder as defined under the Listing Requirements.

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### 13. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

#### 13.1.1 Recurrent related party transactions

Our Group has entered and proposed to enter into transactions that are of a revenue or trading nature with related parties, which are necessary for our day-to-day operations ("**Recurrent Transactions**").

The material Recurrent Transactions entered into by SapuraCrest Group for the past 3 years ended 31 January 2010 to 2012 are as follows:

Transacting parties	Nature of relationship	Nature of transaction	Actual		
			Year ended 31 January 2010	Year ended 31 January 2011	Year ended 31 January 2012
			RM 000		
Seadrill Group	Seadrill was a substantial shareholder of SapuraCrest	• Bareboat rental received/ receivable from Seadrill Group and/or its related companies	42,559	33,907	100,459
Seadrill Group	Seadrill was a substantial shareholder of SapuraCrest	• Bareboat rental paid/payable to Seadrill Group and/or its related companies	113,471	152,403	365,431
SHSB	Dato' Seri Shahril Shamsuddin and Shahrman Shamsuddin who were both Directors and major shareholders of SapuraCrest are both Directors and major shareholders of SHSB	• Management fees paid to SHSB	20,000	20,000	40,000

There are no material Recurrent Transactions entered into by Kencana Petroleum Group for the past 3 years ended 31 July 2009 to 2011 and the 6 months period ended 31 January 2012.

Our Directors are of the view that all the above Recurrent Transactions entered into have been carried out on an arm's length basis and on commercial terms which are not more favourable to the related parties than those generally available to third parties.

### 13. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

The estimated value of the material Recurrent Transactions proposed to be entered into by our Group from the date of our Listing to our next AGM (expected to be held by July 2013) are as follows:

<u>Transacting parties</u>	<u>Nature of relationship</u>	<u>Nature of transaction</u>	<u>Estimated value from the date of our Listing up to our next AGM (expected to be held by July 2013)</u>
Seadrill Group	Seadrill is our substantial shareholder	<ul style="list-style-type: none"> <li>Bareboat rental received/ receivable from Seadrill Group and/or its related companies</li> </ul>	130,942
			<b>RM 000</b>

Our Directors will ensure that the above Recurrent Transactions proposed to be entered into will be carried out on an arm's length basis and on commercial terms which are not more favourable to the related parties than those generally available to third parties based on the procedures set out in Section 13.2 of this Prospectus.

#### 13.1.2 Transactions entered into that are unusual in their nature or conditions

Our Directors have confirmed that to the best of their knowledge and belief, SapuraCrest Group and Kencana Petroleum Group have not entered into any transactions which are unusual in their nature or conditions, involving goods, services, tangible or intangible assets in respect of the past 3 financial years and latest financial period under review.

**13. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)**

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**13.1.3 Outstanding loans and guarantees**

Our Directors have confirmed that to the best of their knowledge and belief, there are no outstanding loans (including guarantees of any kind), made by us or our subsidiaries to or for the benefit of our related parties for the past 3 financial years and latest financial period under review.

**13.2 Monitoring and oversight of related party transactions and conflict of interests**

Related party transactions, by their very nature, involve a conflict of interest between the related parties and us with whom we entered into such transactions with. Any related party transaction or conflict of interest situation involving us (including any future related party transaction and conflict of interest situation) must be reviewed by our Audit Committee which will report such transaction or conflict to our Board for their further action. If any related party transaction involves any of:

- (i) our Directors and/or persons connected/related to them; and/or
- (ii) our substantial shareholders and/or persons connected/related to them,

then:

- (i) the relevant Director and persons connected/related to that Director; and/or
- (ii) the relevant substantial shareholder and persons connected/related to that substantial shareholder,

are required to abstain from deliberation and/or voting at our relevant Board meeting and general meeting in deciding on the related party transaction.

Further, our Audit Committee has responsibilities in relation to the reviewing of conflict of interest situations and related party transactions, which are set out in Section 10.3.5(v) of this Prospectus.

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**13. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)**

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**13.3 Declaration by advisers on conflict of interests****13.3.1 Declaration by Maybank IB**

Maybank IB and its related and associated companies ("**Maybank Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and fund management and credit transaction services businesses. The Maybank Group has engaged and may in the future, engage in transactions with and perform services for our Company and/or its affiliates, in addition to the role set out in this Prospectus. In addition, in the ordinary course of business, any member of the Maybank Group may at any time offer or provide its services to or engage in any transaction (on its own account or otherwise) with any member of our Group or any other entity or transactions for its own account or the account of its customers in debt or equity securities or senior loans. This is a result of the business of the Maybank Group generally acting independent of each other and accordingly, there may be situations where parts of the Maybank Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the said interest. Nonetheless, the Maybank Group is required to comply with applicable laws and regulations issued by the relevant authorities governing its advisory business, which require amongst others, segregation between dealing and advisory activities, and Chinese wall between different business divisions.

As at the LPD, our Group has credit facilities with the Maybank Group and the Maybank Group is also one of the financial institutions that have provided a senior syndicated bridging loan facility to our Company amounting up to RM2.05 billion for the purposes of financing the Cash Payments and estimated expenses in relation to the Merger. The said credit facilities have been extended by the Maybank Group in its ordinary course of business. Notwithstanding this, Maybank IB is of the opinion that the aforesaid lending relationship would not give rise to a conflict of interest situation in its capacity as the Joint Principal Advisers.

Maybank IB also confirms that as at the LPD, it is not aware of any circumstance that exists or is likely to exist to give rise to a possible conflict of interest situation in its capacity as the Joint Principal Advisers.

**13.3.2 Declaration by CIMB**

CIMB confirms that it is not aware of any circumstances which would give rise to possible conflict of interest in its capacity as the Joint Principal Adviser to SKPB.

CIMB, its related and associated companies ("**CIMB Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses. The CIMB Group has engaged and may in the future, engage in transactions with and perform services for SKPB and/or its affiliates, in addition to the roles set out in this Prospectus. In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with SKPB and/or its affiliates, hold long or short positions, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities or senior loans of our Company and/or its affiliates. This is a result of the businesses of CIMB Group generally acting independently of each other and accordingly there may be situations where any member of the CIMB Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interests of our Company.

**13. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)**

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As at the LPD, CIMB Group has, in the ordinary course of their banking business, granted credit facilities to SapuraCrest Group and Kencana Petroleum Group. CIMB Group is also one of the financial institutions that have provided a senior syndicated bridging loan facility to our Company amounting up to RM2.05 billion for the purposes of financing the Cash Payments and estimated expenses in relation to the Merger.

CIMB is of the view that the aforementioned extension of credit facilities does not result in conflict of interest situations in respect of its capacities as set out in this Prospectus as the credit facilities are not material when compared to the audited total assets of CIMB Group as at 31 December 2011 of RM300.2 billion. Furthermore, the extension of credit facilities arose in the ordinary course of business of the CIMB Group in view of CIMB Group's extensive participation in the Malaysian banking industry.

**13.3.3 Declaration by Ernst & Young**

Ernst & Young confirms that there is no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants.

**13.3.4 Declaration by Kadir Andri & Partners**

Kadir Andri & Partners confirms that there is no existing or potential conflict of interest in its capacity as the Solicitors of our Company.

**13.3.5 Declaration by Zul Rafique & Partners**

Zul Rafique & Partners confirms that there is no existing or potential conflict of interest in its capacity as the Solicitors of SapuraCrest.

**13.3.6 Declaration by Albar & Partners**

Albar & Partners confirms that there is no existing or potential conflict of interest in its capacity as the Solicitors of Kencana Petroleum.

**13.3.7 Declaration by ISL**

ISL confirms that there is no existing or potential conflict of interest in its capacity as our Independent Market Researcher.

## 14. ADDITIONAL INFORMATION

### 14.1 Share capital

- (i) No Shares will be allotted or issued on the basis of this Prospectus later than 12 months after the date of this Prospectus.
- (ii) Save as disclosed below, no person has been or is entitled to be given an option to subscribe for any of our Company or our subsidiaries' shares and we do not have and we have not agreed conditionally or unconditionally to put any of our share capital under any option:

SapuraCrest had on 26 January 2005 entered into a put and call option agreement in relation to the remaining 20 ordinary shares in TMTPL, representing 20% equity interest in TMTPL ("**Remaining Shares**"), held by John Thomas Pado, and Paul Standon and Geraldine Colley (collectively referred to as "**Remaining Shareholders**") ("**Put and Call Option Agreement**").

The Remaining Shareholders have agreed to grant SapuraCrest a call option to purchase all or any part thereof of the Remaining Shares from the Remaining Shareholders ("**Call Option**"). In turn, SapuraCrest have agreed to grant the Remaining Shareholders a put option to require SapuraCrest to purchase all of the Remaining Shares from the Remaining Shareholders ("**Put Option**").

The purchase price to be paid for the Remaining Shares to be acquired from each of the Remaining Shareholders pursuant to the exercise of the Call Option or Put Option shall be the higher of the amount determined on the following basis:

- (i) AUD120,000 x N; or
- (ii) [N divided by 100] x [10 x NPAT]

where,

"**N**" means that number of the Remaining Shares to be acquired from each of the Remaining Shareholders pursuant to an exercise of the Call Option/Put Option;

"**NPAT**" means the average annual net profit after tax of TMTPL from the completion of the TMTPL acquisition until the end of the calendar month preceding the date of exercise of the Call Option or Put Option calculated based on the formula as stipulated in the Put and Call Option Agreement;

On 14 April 2008, John Thomas Pado had completed his put option to dispose his entire shareholdings. Subsequently, on 10 June 2008, Paul and Geraldine Colley had completed the option to put 4% out of the 10% shareholding they hold in TMTPL. They continue to hold the remaining 6% while our shareholding in TMTPL increased to 94%. As at the LPD, the Call Option over the 6% has not been exercised by SapuraCrest.

**14. ADDITIONAL INFORMATION (cont'd)**

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- (iii) There is currently no scheme involving our employees and Directors in our capital.
- (iv) Save as disclosed in this Prospectus, and save as provided under our Articles and the Act, there are no other restrictions upon the holding or voting or transfer of our Shares or the interests in any of us or our subsidiaries or upon the declaration or payment of any dividend or distribution thereon.

**14.2 Extracts of our Articles**

The following provisions are extracted from our Articles in respect of the transfer of our securities and changes in share capital and variation of class rights (which are no less stringent than those required by law). The words and expressions appearing in the following provisions shall bear the same meanings used in our Articles unless the context otherwise requires.

**(i) Transfer of Shares****Article 36 - Transfer of Deposited Securities**

The transfer of any listed securities or class of listed securities of the Company which have been deposited with Bursa Depository, shall be by way of book entry by Bursa Depository in accordance with the Rules and notwithstanding sections 103 and 104 of the Act, but subject to subsection 107C(2) of the Act, and any exemption that may be made from compliance with subsection 107C(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such listed securities.

**Article 38 - Transmission on death of Members**

In the case of the death of a member, the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder shall be the only persons recognised by the Company as having any title to interest in his shares; but nothing herein contained shall release the estate of the deceased share holder (whether sole or joint holder) from any liability in respect of any share which had been held by him alone or jointly with some other person.

**Article 39 - Transmission of Deposited Securities**

In respect of Deposited Securities:

- (a) a transfer of such share by any person becoming entitled to such share in consequence of the death or bankruptcy of a member may be carried out by the person becoming so entitled in accordance with the Rules and other applicable laws; and
- (b) where the person becoming so entitled elects to have such share transferred to him, he shall comply with all other procedures prescribed by Bursa Depository and lodge all documents pertaining to transfer of securities.

**14. ADDITIONAL INFORMATION (cont'd)**

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Article 40 - Transmission of Non-Deposited Securities

In respect of shares which are Non-Deposited Securities:

- (a) any person becoming entitled to such share in consequence of the death or bankruptcy of any member or, in the case of a body corporate, the insolvency or liquidation of a members may, upon such evidence of title being produced as may from time to time be required by the Directors (but subject to the provisions hereinafter contained) elect either to be registered himself as a member in respect of such shares or to have some person nominated by him registered as transferee thereof but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy or, in the case of a body corporate, the insolvency or liquidation as the case may be. Before recognising any executor or administrator, the Directors may require him to take out probate or letters of administration as evidence;
- (b) if the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member; and
- (c) a person entitled to shares in consequence of the death or bankruptcy of a member shall be entitled upon the production of such evidence as may from time to time be properly required by the Directors in that behalf to receive and may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled to receive notice of or to attend or vote at any meeting, or, save as aforesaid, to exercise any of the rights and privileges of a member, unless and until he shall have become a member in respect of the shares. Where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of these Articles, be deemed to be the joint holders of the share.

Article 41 - Transmission of securities from Foreign Register

Where:

- (a) the securities of the Company are listed on another stock exchange; and
- (b) the Company is exempted from compliance with section 14 of the Depositories Act or section 29 of the Securities Industry (Central Depositories) (Amendment) Act 1998, as the case may be, under the Rules in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the Registrar of the Company in the jurisdiction of the other stock exchange, to the register of holders maintained by the Registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such securities.

**14. ADDITIONAL INFORMATION (cont'd)**

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**(ii) Remuneration of the Directors****Article 95 - Directors' fee**

The fees payable to the Directors shall from time to time be determined by the Company in general meeting, and such fees shall be divided among the Directors in such proportions and manner as that Directors may determine provided always that:

- (a) fees payable to Directors who hold non-executive office in the Company shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or percentage of turnover;
- (b) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and
- (c) any fee paid to an Alternate Director shall be such amount as shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

**(iii) Voting and borrowing powers of the Directors****Article 102 - Powers of Directors**

The Directors shall not without the prior approval of the Company in general meeting:

- (a) carry into effect any proposal or execute any transaction for the acquisition of an undertaking or property of a substantial value, or the disposal of a substantial portion of or a controlling interest in the Company's undertaking or property;
- (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act;
- (c) subject to section 132E of the Act, enter into any arrangement or transaction with a Director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such Director or person any non-cash assets of the requisite value as stated in the Act; and
- (d) issue warrants as call options on such terms and subject to such conditions which may be recommended by the Directors which confers a right to subscribe for new shares of the Company.

**Article 103 - Director's borrowing powers**

The Directors may exercise all the powers of the Company to borrow or raise money for the purpose of the Company's or any of its related corporations' businesses on such terms as they think fit and may secure the repayment of the same by mortgage or charge upon the whole or any part of the Company's undertaking and property (both present and future) including its uncalled or unissued capital and may issue bonds, debentures and other securities whether charged upon the whole or part of the assets of the Company or otherwise and whether outright or as security for any debt, liability or obligation of any subsidiary, associated or other corporation or person.

**14. ADDITIONAL INFORMATION (cont'd)**

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Article 118 - Directors' power to vote

Subject to these Articles, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes and subject to Article 116, the Chairman of the meeting shall have a second or casting vote. Where two (2) Directors form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote.

Article 119 - Restriction on voting

A Director shall not vote in respect of any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted.

**(iv) Changes in capital and variation of class rights**Article 11 - Modification of class rights

Subject to the provisions of section 65 of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths (3/4) of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the Members of that class. To every such separate meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be Members or any Member holding or representing by proxy or by attorney one-tenth (1/10) of the capital paid or credited as paid on the issued shares of that class, and every holder of shares of the class in question shall be entitled on a poll to one (1) vote for every such share held by him. To every such special resolution the provisions of section 152 of the Act shall with such adaptation as are necessary apply.

Article 54 - Power to increase capital

The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

Article 55 - Offer of unissued shares

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities from time to time to be created shall, before they are issued be offered to such persons, as at the date of the offer, are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

**14. ADDITIONAL INFORMATION (cont'd)**

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**Article 56 - Issue of securities**

Notwithstanding the foregoing and subject to the Act and the Listing Requirements, the Company shall not issue any shares or convertible securities if the nominal value of the those shares or convertible securities, when aggregated with the nominal value of any such shares or convertible securities issued during the preceding twelve (12) months, exceeds ten per cent (10%) of the nominal value of the issued and paid-up capital of the Company, except where the shares or convertible securities are issued with the prior approval of the shareholders in general meeting of the precise terms and conditions of the issue.

**Article 57 - Company may alter its capital in certain ways**

The Company may by ordinary resolution:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- (b) sub-divide its share capital or any part thereof into shares of smaller amount than is fixed by the Memorandum and Articles and the Act; provided that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and so that as between the resulting shares one or more of such share may, by the resolution by which such sub-division is effected, be given any preference or advantage as regards dividend, return of capital, voting or otherwise over the others or any other of such shares, or
- (c) cancel any shares not taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; or
- (d) subject to these Articles and the Act, convert any class of shares into any other class of shares.

**14.3 Limitation on the right to hold our Shares and/or exercise voting rights**

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as prescribed securities and we had deposited our Shares directly with Bursa Depository.

Dealing in securities deposited with Bursa Depository may only be effected by a person having a securities account with Bursa Depository ("**Depositor**") by means of entries in the securities account of that Depositor.

A Depositor whose name appears in the ROD maintained by Bursa Depository in respect of our Shares shall be deemed to be our shareholder and shall be entitled to all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such Shares.



## 14. ADDITIONAL INFORMATION (cont'd)

### 14.4 Material litigation

Save as disclosed below, as at the LPD, we are not engaged in any material litigation, whether as plaintiff or defendant, and our Directors do not know of any legal proceedings, pending or threatened, or of any fact likely to give rise to any legal proceedings which might materially and adversely affect our financial or business position:

- (i) SESSB and PT Tripatra Engineers and Constructors ("**Tripatra**") entered into a consortium agreement on 29 March 2006 ("**Consortium**") to perform works ("**Works**") awarded to the Consortium by Star Energy (Kakap) Ltd. ("**Star Energy**") in relation to a project known as the KRA South Gas Development Subsea Tie-In No. ENG0137(R-1) ("**Project**"). The Consortium entered into an agreement with Star Energy on 5 January 2006 ("**Main Agreement**").

A demand was made by Star Energy on 13 June 2011 against the Consortium in connection with the Works performed under the Main Agreement. Star Energy holds the Consortium liable for remedial and replacement works in the sum of USD3,074,575 arising from an incident whereby a flexible line which was being laid on board of the vessel "Sarku Clementine" that fell overboard during the performance of the work.

In the demand letter to the Consortium, Star Energy *inter alia* alleged that the Consortium had failed to fulfil its obligations under the Main Agreement and demanded payment of USD3,074,575.00 for the excess costs and expenses incurred to complete the Works and to pay to Star Energy a performance bond value of USD614,950.00.

SESSB as the leader of the Consortium replied to Star Energy's demands on 29 June 2011 denying the said claims. SESSB has been advised by its lawyers that the Consortium has a good defence against the claim made by Star Energy;

- (ii) Sarku ("**Respondent**") and Japaul Oil Maritime Services Plc ("**Claimant**") entered into a Charterparty Agreement dated 19 January 2009 for the charter of a barge called the "Morayo" ("**Vessel**"). The Vessel was deployed for work in India. When the Vessel was redelivered to the Claimant, the Vessel was impounded by Indian customs ("**Customs**") who alleged that customs duty was payable on the Vessel. Without going into the merits of the matter, the High Court of India held that the Claimant were to furnish a bank guarantee in the sum of INR55,00,00/ (approximately RM327,800 converted at an exchange rate of INR1:RM0.0596) and a bond to the Customs in order to secure the release of the Vessel.

The Claimant holds the Respondent liable for the alleged losses and expenses incurred during the detention period totaling approximately USD2,302,622.00 (approximately RM7.057 million converted at an exchange rate of USD1:RM3.065), interest at 8% per annum and costs. The Claimant is also seeking to be paid and/or to be indemnified for the amount of the bank guarantee and bond amount in the sum of INR3,00,00,000 (approximately RM1.788 million converted at an exchange rate of INR1:RM0.0596) which were furnished by the Claimant to secure the release of the Vessel. The matter is being tried by way of arbitration in Singapore. The Claimant filed their Points of Claim on 14 February 2012 and the Respondent filed their Points of Defence on 23 March 2012. The Claimant has until 27 April 2012 to file their reply to the Respondent's defence.

The Respondent is denying all claims and liabilities. The Respondent has been advised by its solicitors, that the Respondent has a good defence under the claims; and

## 14. ADDITIONAL INFORMATION (cont'd)

- (iii) A demand was made by SESSB on 4 April 2012 against Oil & Natural Gas Corporation Ltd (“**ONGC**”) in connection with the claims for the performance of works by SESSB to revamp 26 well platforms located in Mumbai High South field offshore pursuant to a contract entered between SESSB and ONGC on 20 February 2006 (“**Contract**”) for a sum of INR977,569,460.70 (approximately RM58.26 million converted at an exchange rate of INR1:RM0.0596) and USD123,855,262.86 (approximately RM379.61 Million converted at an exchange rate of USD1:RM3.065) including interest, costs, losses and damages.

ONGC has not replied to the demand letter as at the LPD. Under the Contract, SESSB can elect to refer the disputes and seek to recover its claims by way of arbitration. SESSB has been advised by its solicitors, that SESSB has a reasonable basis for its claims.

### 14.5 Material contracts

Save for the Offer Letters and as disclosed below, we have not entered into any material contracts, not being contracts entered into in the ordinary course of business, which have been entered into by our Group during the 2 years preceding the LPD:

- (i) Cooperation agreement dated 12 May 2010 entered into by Petcon, Tioman and SapuraCrest in consideration of the mutual covenants contained therein the agreement, the parties agreed to cooperate and work together to tender for bids to clients for contracts;
- (ii) Joint venture agreement dated 1 June 2010 between SCVSB and Al Rayan Investment LLC (“**Al Rayan**”) to form a joint venture company. The joint venture company, SapuraCrest Qatar, has been incorporated in Qatar in consideration of the business opportunities which the parties may jointly pursue in the State of Qatar. Pursuant to the agreement, Al Rayan and SCVSB shall subscribe for 51% and 49% of the shares in SapuraCrest Qatar (“**SapuraCrest Qatar Shares**”) respectively. The SapuraCrest Qatar Shares have been fully paid for Qatari Riyal 343,000 on 1 September 2010 and 34,300 SapuraCrest Qatar Shares have been issued to SCVSB;
- (iii) Sale and purchase of shares agreements dated 21 June 2010 entered into between KPV as purchaser and Mermaid Drilling (Singapore) Pte Ltd (“**Mermaid Drilling**”) as vendor for the purpose of the acquisition from Mermaid Drilling of the following:
- (a) 51,000,000 ordinary shares of USD1 each in KMR1;
  - (b) 40,000 ordinary shares of RM1.00 each in KMD; and
  - (c) 3 ordinary shares of USD1 in KMR Labuan,

for an aggregate purchase consideration of USD43.65 million, satisfied in cash and settlement of intercompany loans and other debt of an aggregate of USD22.95 million. The sale and purchase agreements were completed on 5 August 2010 in accordance with their terms;

- (iv) Co-operation agreement dated 30 October 2010 entered into between PetroVietnam Technical Services Company and SapuraCrest in consideration of the mutual benefits which the parties may enjoy, the parties agreed to collaborate and work together in providing geohydrographic and geotechnical services; offshore construction of structure and facilities; and design, development, construction and maintenance of ROVs. This agreement is subsisting;

**14. ADDITIONAL INFORMATION (cont'd)**

- (v) Conditional sale and purchase agreement dated 13 May 2011 entered into between Kencana Petroleum and the shareholders of AME namely Worldclass Inspiration Sdn Bhd and Allied Assets Holdings Sdn Bhd, to acquire 100% equity interest in AME for a purchase consideration of RM400.0 million which was satisfied by the issuance of 149,253,731 new Kencana Petroleum Shares at an issue price of RM2.68 per Kencana Petroleum Share upon the terms and subject to the conditions contained therein. The acquisition was completed on 13 July 2011 with a profit guarantee subsisting for up to 30 September 2012, and a warranty in respect of specified events continuing up to 13 July 2016, upon the terms and subject to the conditions of the agreement;
- (vi) Subscription and shareholders agreement dated 1 June 2011 entered into between SCVSB, Realmild (M) Sdn Bhd ("**Realmild**") and LSE for the subscription of ordinary shares of RM1.00 each in LSE ("**LSE Shares**"). Pursuant to the agreement, Realmild subscribed for 3,000,000 LSE Shares at a premium of RM5.64 by capitalising an inter-company debt and SCVSB subscribed for 25,000,000 LSE Shares. The transaction has been completed on 14 June 2011 with the issuance of 25,000,000 LSE Shares;
- (vii) Master sale and purchase agreement dated 8 August 2011 entered into between SPAPL with Clough and certain of its subsidiaries in relation to the Clough Business Acquisition ("**SPA**") for AUD127.0 million. On 22 December 2011, SapuraCrest and Clough and certain of its subsidiaries had entered into an amended and restated master sale and purchase agreement to amend, amongst others, matters relating to the completion mechanism under the SPA. The consideration was fully satisfied in cash and the Clough Business Acquisition was completed on 22 December 2011;
- (viii) Joint-venture agreement and its supplemental dated 17 February 2012 and 19 March 2012 respectively, entered into between SapuraCrest and Seadrill to jointly participate in the contracts which is awarded to TLOS by Petr leo Brasileiro S.A. and in relation to the building, construction and operations of 3 units of pipe laying support vessels; and
- (ix) Share sale deed of agreement dated 21 March 2012 entered into between SapuraClough Offshore Pty Ltd (*formerly known as SC Offshore Pty Ltd*) ("**SOPL**") or its nominated entities and Helix Energy Services Pty Ltd ("**Helix**") in relation to the transfer of 50 fully paid ordinary shares in SapuraHelix from Helix to SOPL in consideration of an agreed value of AUD1. Effectively, upon the completion of the share transfer, SapuraHelix will become a wholly-owned subsidiary of SOPL.

**14.6 Public take-overs**

Since the incorporation of our Company on 30 June 2011 up to the LPD, there were no:

- (i) public take-over offers by third parties in respect of our securities; and
- (ii) public take-over offers by our Company in respect of other corporations' securities.

**14.7 Consents**

Our Joint Principal Advisers, the Solicitors for our Company, the Solicitors for SapuraCrest, the Solicitors for Kencana Petroleum, the Company Secretaries, the Share Registrar and the Principal Bankers have, before the issue of this Prospectus, given and have not subsequently withdrawn their written consents for the inclusion in this Prospectus of their names in the manner and form in which such names appear in this Prospectus.

**14. ADDITIONAL INFORMATION (cont'd)**

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Our Auditors and Reporting Accountants have, before the issue of this Prospectus, given and not subsequently withdrawn their written consents for the inclusion in this Prospectus of their names and Reporting Accountants' Letter on our unaudited proforma consolidated financial information in the manner and form in which they are contained in this Prospectus.

The Independent Market Researcher has given and has not subsequently withdrawn its written consent to the inclusion in this Prospectus of its name, the Independent Market Researcher Report and all references thereto, as the case may be, in the form and manner in which they so appear in this Prospectus.

Bain & Company Malaysia, Inc being our external consultant on strategic and integration matters, has given and has not subsequently withdrawn its written consent to the inclusion in this Prospectus of its name and all references thereto, as the case may be, in the form and manner in which they so appear in this Prospectus.

**14.8 Documents available for inspection**

Copies of the following documents may be inspected at our registered office during normal business hours for a period of 12 months from the date of this Prospectus:

- (i) Our Memorandum and Articles of Association;
- (ii) Material contracts referred to in Section 14.5 of this Prospectus;
- (iii) Reporting Accountants' letter on our unaudited proforma consolidated financial information as included in Section 9.6 of this Prospectus;
- (iv) Directors' Report as included in Section 12 of this Prospectus;
- (v) Independent Market Research report titled "SapuraKencana Petroleum Berhad (formerly known as Sapura-Kencana Petroleum Berhad) Independent Market Research" as included in Section 8 of this Prospectus;
- (vi) Letter of demand for the material litigation referred to in Section 14.4 of this Prospectus;
- (vii) Letters of consent referred to in Section 14.7 of this Prospectus;
- (viii) Audited financial statements of SapuraCrest and each of its subsidiaries for the years ended 31 January 2009 to 2011;
- (ix) Audited financial statements of Kencana Petroleum and each of its subsidiaries for the years ended 31 July 2009 to 2011;
- (x) Put and Call Option Agreement referred to in Section 14.1(ii) of this Prospectus;
- (xi) Unaudited quarterly report of SapuraCrest for the year ended 31 January 2012 as included in Appendix III of this Prospectus; and
- (xii) Unaudited quarterly report of Kencana Petroleum for the 6 months period ended 31 January 2012 as included in Appendix IV of this Prospectus.

**14. ADDITIONAL INFORMATION** *(cont'd)*

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**14.9 Responsibility statements**

Our Directors have seen and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

Maybank IB and CIMB, being the Joint Principal Advisers, acknowledge that, based on all available information, and to the best of their knowledge and belief, this Prospectus constitute a full and true disclosure of all material facts concerning our Listing.

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## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP

The key licences, permits, intellectual properties and franchises of our Group are as follows:

### (i) Key licences and permits

Licence/ Contractor No.	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
1. SESB	PETRONAS	Licence No. L-234834-M	Licence to supply equipment/ provide services to exploration companies and O&G companies in Malaysia  <u>Approved licence categories</u> (1) PM1 Mechanical – 19 Water Treating Equipment – 01 Hypochlorinator Package (2) PM1 Mechanical – 19 Water Treating Equipment – 06 Sewage Treatment Unit (3) PM1 Mechanical – 26 Water Maker/Desalination – 01 Reverse Osmosis	03.05.2011	01.06.2011 – 31.05.2014	Refer to Notes (1) and (2)
2. SESB	Contractor Services Centre, Ministry of Works (“CSC”)	Certificate No. 1006 A 2004 0370	<u>Disapproved licence categories</u> (1) PV1 Valves – 07 Choke Valves  <u>Civil Work</u> Class B (Project Value of RM5,000,001 until RM10,000,000) – Heading III (Mechanical, Sanitary and Water Engineering Works) – Sub-Heading 17g (Installation of an automatic system for a building), 171 (Installation and maintenance of plant machinery and accessories)	05.08.2010	06.07.2010 – 05.07.2012 <sup>(7)</sup>	Refer to Note (3)

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

Licencee/ No.	Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
3.	SESB	CSC	Certificate No. 1006 A 2010 E381	Certificate of Registration with CSC  Electrical Class I (Financial Value of above RM200,000) – Heading VII – 3 (Installation of overhead low voltage lines and underground cables), 4 (Installation of underground cables above 1 KV up to and including 11 KV), 7 (Installation of overhead line including transmission towers 11 KV and above 8 (Installation of overhead line including transmission towers for 6.6KV and above), 9 (Cleaning the cross for 6.6 KV and above), 10a & 10b (Installation of high voltage equipment: (a) up to and including 11 KV (b) exceeding 11 KV), 11 (Installation of public street lighting), 12 (Installation of airport lighting), 13 (Installation of special lighting, such as stadium lights and the floodlights, spotlights, etc.), 14 (Installation of uninterruptible power supply systems), 15 (Installation of electrical engineering / electronics, such as extra low voltage installation system and actuators, security systems, etc.), 16 (Sound system)	14.12.2010	10.12.2010 – 09.12.2012	Refer to Note (3)
4.	SESB	Construction Industry Development Board Malaysia ("CIDB")	Registration No. 0120010808-SL064951	Registration with CIDB as required according to Part VI of Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994.  Grade G7 – No Limit – CE Civil Engineering Construction – CE21 – General Civil Engineering Works  Grade G7 – No Limit – ME Mechanical and Electrical – M15 Various Mechanical Work	21.10.2011	21.10.2011- 20.10.2014	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
5.	TLGSB	PETRONAS	Licence No. L-170424-M	Licence to supply equipment / provide services to exploration companies and O&G companies in Malaysia  Approved licence categories (i) SE3 Environmental & Positional Survey – 01 Oceanographic Survey (ii) SE3 Environmental & Positional Survey – 02 Hydrographic Survey (iii) SE3 Environmental & Positional Survey – 03 Topographical Survey (iv) SG2 Geophysical Services – 04 Geometric Services – 01 Positioning – 01 Positioning - Offshore (v) SG2 Geophysical Services – 04 Geometric Services – 02 Site Investigation – 01. Site Investigation - Offshore (vi) SH2 Health, Safety, Environment (HSE) & Security – 06 Pollution Control & Investigation Services – 04 Soil & Groundwater Investigation	26.09.2011	01.10.2011 – 30.09.2014	Refer to Notes (1) and (2)
6.	TLGSB	CIDB	Registration No. 1970908-SL042909	Registration with CIDB as required according to Part VI of Lembaga Pembangunan Industri Pembinaan Malaysia Act 1994.  Grade G7 – No Limit – B Building Construction – B04 General Buildings and Maintenance  Grade G7 – No Limit – CE Civil Engineering Construction – CE21 – General Civil Engineering Works  Grade G7 – No Limit – ME Mechanical and Electrical – M15 Various Mechanical Work	28.04.2009	28.04.2009 – 27.04.2012 <sup>(e)</sup>	None imposed
7.	TLGSB	MoF	Registration No. 357-00052726	Registration of Contractor with MoF  Registered Supplier / Services Labour Contract	02.12.2011	2.12.2011 – 1.12.2014	Refer to Note (4)
8.	PMSB	PETRONAS	Licence No. L-043911-U	Licence to supply equipment / provide services to exploration companies and O&G companies in	03.05.2011	24.06.2011 - 23.06.2014	Refer to Notes (1) and (2).



## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
9.	TLOSB	PETRONAS	Licence No. L-198612-P	<p>Malaysia</p> <p><u>Approved licence categories</u>            SP2 – Production / Drilling / Workover Associated Services 01-Drilling Rigs 01-Offshore Rig 02-Tender Assisted.</p> <p>Licence to supply equipment / provide services to exploration companies and O&amp;G companies in Malaysia</p> <p><u>Approved licence categories</u>            (1) SC2 Civil, Structural &amp; Building Maintenance Services – 19 Removal &amp; Disposal Services – 04 Removal &amp; Disposal Of Offshore Structures            (2) SO2 Offshore Facilities Construction – 01 Offshore Construction – 01 Transportation &amp; Installation of Offshore Facilities            (3) SP1 Pipeline &amp; Associated Services – 02 Pipeline Construction (Fabrication &amp; Installation) – 02 Offshore Pipeline Construction – 01 Pipelaying Construction – 01 Pipelay Barge            (4) SP1 Pipeline &amp; Associated Services – 02 Pipeline Construction (Fabrication &amp; Installation) – 02 Offshore Pipeline Construction – 01 Pipelaying Construction – 02 Tow, Reeling and/or Other Methods            (5) SP1 Pipeline &amp; Associated Services – 04 Pipeline Maintenance – 01 Pipeline Cleaning, Inspection &amp; Repair – 03 External Inspection &amp; Repair – 02 Offshore Pipeline Inspection &amp; Repair</p>	18.05.2010	19.06.2011 – 18.06.2014	Refer to Notes (1) and (2)

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

Licence/ Contractor No.	Licence/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
10.	TLOSB	CIDB	Registration No. 1970324-SL026100	Registration with the CIDB as required according to Part VI of Lembaga Pembangunan Industri Peminaan Malaysia Act 1994.  Grade G7 – No Limit – B Building Construction – B04 General Buildings and Maintenance  Grade G7 – No Limit – CE Civil Engineering Construction – CE15 (Offshore Construction Works), CE16 (Underwater Construction Works and Maintenance), CE09 (O&G Pipelines and Gas), CE21 (General Civil Engineering Works)	27.04.2009	17.05.2009 – 16.05.2012 <sup>(6)</sup>	-
11.	SPSSB	PETRONAS	Licence No. L-371591-D	Licence to supply equipment / provide services to exploration companies and O&G companies in Malaysia  <u>Approved licence categories</u> (1) PR1 Rotating Equipment – 01 Compressors – 01 Centrifugal Compressor (2) PR1 Rotating Equipment – 03 Primemover – 01 Gas Turbine (3) PR1 Rotating Equipment – 03 Primemover – 02 Steam Turbine (4) PR1 Rotating Equipment – 03 Primemover – 05 Internal Combustion Engine (5) PR1 Rotating Equipment – 03 Primemover – 06 Turbo Expander (6) PR1 Rotating Equipment – 04 Centrifugal Pump – 01 Horizontal Heavy Duty Process, API 610 (7) PR1 Rotating Equipment – 04 Centrifugal Pump – 02 Horizontal, General Purpose (8) PR1 Rotating Equipment – 04 Centrifugal Pump – 03 High Speed (9) PR1 Rotating Equipment – 04 Centrifugal Pump – 04 Vertical, In-line Process, Radial Split, API 610 (10) PR1 Rotating Equipment – 04 Centrifugal Pump – 05 Vertical Submersible (Bore Hole) (11) PR1 Rotating Equipment – 04 Centrifugal	01.12.2010	16.12.2010 – 15.12.2012	Refer to Notes (1) and (2)

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
				Pump – 06 Vertical, In-line Process, Close couple			
(12)				PR1 Rotating Equipment – 04 Centrifugal Pump – 07 Vertical Multi-Stage			
(13)				PR1 Rotating Equipment – 04 Centrifugal Pump – 08 Vertical, Submerged (Sump) Type, Radial Split			
(14)				PR1 Rotating Equipment – 04 Centrifugal Pump – 09 Submersible Clock Type (Pneumatic)			
(15)				PR1 Rotating Equipment – 04 Centrifugal Pump – 10 Submersible Clock Type (Electric)			
(16)				PR1 Rotating Equipment – 04 Centrifugal Pump – 12 Vertical General Purpose			
(17)				PR1 Rotating Equipment – 07 Special Purpose Pumps – 01 Multiphase			
(18)				PR1 Rotating Equipment – 07 Special Purpose Pumps – 02 Barrel (Hand Operated)			
(19)				PR1 Rotating Equipment – 07 Special Purpose Pumps – 03 Hydraulic			
(20)				PR1 Rotating Equipment – 07 Special Purpose Pumps – 04 Controlled Volume			
(21)				SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 01 Engines			
(22)				SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 02 Turbines – 01 Steam Turbine			
(23)				SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 02 Turbines – 02 Gas Turbine			
(24)				SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 02 Turbines – 03 Hydraulic Turbine			
(25)				SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment /			

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
				Movables Repair & Maintenance – 02 Turbines – 04 Turbine Parts Refurbishment			
(26)	SM5			Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 03 Compressors – 01 Air Compressor – 01 Piston Compressor			
(27)	SM5			Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 03 Compressors – 01 Air Compressor – 02 Screw Compressor			
(28)	SM5			Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 03 Compressors – 02 Gas Compressor – 01 Reciprocating Compressor			
(29)	SM5			Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 03 Compressors – 02 Gas Compressor – 02 Centrifugal Compressor			
(30)	SM5			Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 03 Compressors – 02 Gas Compressor – 03 Turbo Expander/Compressor			
(31)	SM5			Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 03 Compressors – 02 Gas Compressor – 04 Compressor Valve Refurbishment			
(32)	SM5			Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 04 Pumps – 01 Centrifugal Pump			
(33)	SM5			Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 04			

**APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)**

Licences/ No. Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
(34)			Pumps – 02 Reciprocal Pump SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 04 Pumps –03 Electric Motor Submersible Pump			
(35)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 04 Pumps – 04 Cryogenic Pump			
(36)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 06 Gear box			
(37)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 07 Agitator & Mixer			
(38)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 08 Mechanical seals – 01 Dry gas seal			
(39)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 08 Mechanical seals – 02 Wet seal			
(40)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 10 Conveyor System			
<u>Approved PETRONAS registration categories</u>						
(1)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 05 Blower & Fan			
(2)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 09 Couplings			
(3)			SM5 Mechanical Engineering & Maintenance – 02 Rotating Equipment / Movables Repair & Maintenance – 11 Vibrating Screen			
(4)			SM5 Mechanical Engineering & Maintenance			

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
12.	SDSSB	CSC	Certificate No. 1401 A 99 0270	<p>– 02 Rotating Equipment / Movables Repair &amp; Maintenance – 12 Fuel Dispenser</p> <p>Certificate of Registration wit CSC</p> <p><u>Civil Work</u> Class B (Project Value of RM5,000,001 until RM10,000,000) – Heading IV (Other Specialist Civil Engineering Works) – Sub-Heading 6a (Installation water ductwork)</p>	08.11.2011	09.08.2011 – 08.08.2013	Refer to Note (3)
13.	SDSSB	MoF	Registration No. 357- 00046522	<p>Registration of Contractor with MoF</p> <p><u>Registered Supplier / Services</u> Marine Equipment Sand Blasting &amp; Ship Paint Pump/Water Pipe and Components Boat/Ship Salvage Mooring</p>	24.03.2012	24.03.2012 – 23.03.2015	Refer to Notes (4)
14.	TL Oilserve	PETRONAS	Licence No. L-635897-H	<p>Licence to supply equipment / provide services to exploration companies and O&amp;G companies in Malaysia</p> <p>Approved licence categories (1) SM3 Marine Transportation &amp; Support Services – 01 Marine Vessels – 01 Anchor Handling Vessel/Tug Boat/Supply Vessel</p>	18.02.2011	28.01.2011 – 27.01.2013	Refer to Notes (1) and (2)
15.	SESSB	PETRONAS	Licence No. L-13911-D	<p>Licence to supply equipment / provide services to exploration companies and O&amp;G companies in Malaysia</p> <p>Approved licence categories (1) SM5 Mechanical Engineering &amp; Maintenance – 09 Structural &amp; Piping Fabrication/Welding Services – 01 Metallic Structural/Piping (2) SM5 Mechanical Engineering &amp; Maintenance – 09 Structural &amp; Piping Fabrication/Welding Services – 02 Non-Metallic Structural/Piping (3) SM5 Mechanical Engineering &amp; Maintenance – 09 Structural &amp; Piping Fabrication/Welding</p>	18.11.2011	16.02.2012 – 15.02.2015	Refer to Notes (1) and (2)

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
				Services – 03 Lined Pipe			
(4)				SM5 Mechanical Engineering & Maintenance – 12 Insulation Work – 01 Hot Insulation			
(5)				SM5 Mechanical Engineering & Maintenance – 12 Insulation Work – 02 Cold Insulation			
(6)				SM5 Mechanical Engineering & Maintenance – 12 Insulation Work – 03 Acoustic Insulation Work			
(7)				SM5 Mechanical Engineering & Maintenance – 17 Topside Facilities Maintenance – 01 Topside Piping & Structural			
(8)				SM5 Mechanical Engineering & Maintenance – 17 Topside Facilities Maintenance – 02 Living Quarters			
(9)				SM5 Mechanical Engineering & Maintenance – 20 Mechanical Construction Work			
(10)				SO2 Offshore Facilities Construction – 01 Offshore Construction – 02 Maintenance & Repairs of Offshore Facilities			
(11)				SO2 Offshore Facilities Construction – 01 Offshore Construction – 03 Hook-Up & Commissioning of Offshore Facilities			
(12)				SP1 Pipeline & Associated Services – 02 Pipeline Construction (Fabrication & Installation) – 03 Pipeline Coating			
(13)				SU1 Underwater Services – 01 Underwater Engineering, Construction & Maintenance Services			
(14)				SU1 Underwater Services – 02 Surface Diving Services			
(15)				SU1 Underwater Services – 03 Saturation Diving Services			
(16)				SU1 Underwater Services – 04 Remotely Operated Vehicles (R.O.V) Services			
(17)				SU1 Underwater Services – 05 Underwater Inspection/Diving Services			
(18)				SM3 Marine Transportation & Support Services – 01 Marine Vessels – 02 Accommodation Barge/Vessel			
(19)				SM3 Marine Transportation & Support Services – 01 Marine Vessels – 16 Work Vessel- Construction/Maintenance Work			

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
16.	SESSB	CIDB Malaysia	Registration No. 1970905-SR042860	Vessel (Major) Registration with CIDB as required according to Part VI of Lembaga Pembangunan Industri Penerimaan Malaysia Act 1994. Grade G7 – No Limit – CE Civil Engineering Construction – CE15 Offshore Construction Works Grade G7 – No Limit – ME Mechanical and Electricia – M11 Specialized Fabrication and Treatment	31.12.2009	25.01.2010 – 24.01.2013	-
17.	SESSB	MoF	Registration No. 357- 02129480	Registration of Contractor with MoF Registered Supplier / Services 221607 – Diving Services	06.04.2012	06.04.2012 – 05.04.2015	Refer to Note (4)
18.	CMESB	MoF	Certificate No. K2207278598898624 Registration No. 357- 02115358	Registration of Contractor with MoF Registered Supplier / Services Oil Industrial Equipment Cabel, Accessories and Conductor Marine Equipment Hardware and Electrical System Security Equipment	26.08.2011	26.08.2011- 25.08.2014	Refer to Note (4)
19.	GSB	PETRONAS	Licence No. L-191013-A	Licence to supply equipment / provide services to exploration companies and O&G companies in Malaysia	05.05.2011	28.04.2011- 27.04.2014	Refer to Notes (1) and (2)

## Approved licence categories

- (1) SP2 Production/Drilling/ Workover Associated Services - 03 Dedicated Workover Services - 01 Hydraulic Workover Unit (HWU)/Workover Pulling Unit (WPU) & Services



**APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)**

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
(2)	SP2			Production/Drilling/ Associated Services - 03 Workover Services - 02 Snubbing Unit & Services			Workover Dedicated
(3)	SP2			Production/Drilling/ Associated Services - 03 Workover Services - 04 Coiled Tubing Unit & Services			Workover Dedicated
(4)	SP2			Production/Drilling/ Associated Services - 05 Oilfield Fishing Equipment & Services			Workover
(5)	SP2			Production/Drilling/ Associated Services - 17 Electric Logging & Services - 01 Open Hole Electric Logging & Services			Workover
(6)	SP2			Production/Drilling/ Associated Services - 17 Electric Logging & Services - 02 Cased Hole Electric Logging & Services			Workover
(7)	SP2			Production/Drilling/ Associated Services - 20 Well Testing Equipment & Services			Workover
(8)	SP2			Production/Drilling/ Associated Services - 27 Slickline Equipment & Services - 01 Slickline Drilling Equipment & Services			Workover
(9)	SP2			Production/Drilling/ Associated Services - 27 Slickline Equipment & Services - 02 Productio - 01 Corrosion Calliper Survey			Workover
(10)	SP2			Production/Drilling/ Associated Services - 27 Slickline Equipment & Services - 02 Production - 02 Bottom Pressure & Temperature Survey			Workover
(11)	SP2			Production/Drilling/ Associated Services - 27 Slickline Equipment & Services - 02 Production - 04 Memory Pulsed Neutron Contact Logging			Workover
(12)	SP2			Production/Drilling/Workover Associated Services 27 Slickline Equipment & Services - 02 Production - 03 Memory Production Logging Tools (MPL)			Workover

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
20.	GSB	MoF	Registration No. 357- 00048079	Registration of Contractor with MoF for the following:  (1) Machinery and Specific Equipments (2) Workshop Machine and Equipment (3) Exhibition/Stage Management (4) Teaching Manpower (5) Production Testing, Surface well Testing & Wireline Services	28.10.2011	28.10.2011 – 27.10.2014	Refer to Notes (4)
21.	LSE	MITI	A 015550	Manufacturing licence to conduct shipbuilding and ship-repairing activities and metal fabricated products	07.06.2006	Effective from 06.04.2006 and no expiry date stated	MITI shall be notified by LSE of any sale of shares in LSE
22.	LSE	PETRONAS	Licence No. L-710954-H, together with a special licence in relation to the provision of wet storage of SBM to SSB/SSPC	Licence to supply equipment / provide services to exploration companies and O&G companies in Malaysia  <u>Approved licence categories</u>  (1) SO2 Offshore Facilities Construction – 02 Onshore Fabrication – 02 Minor Onshore Fabrication – 01 Minor Onshore Fabrication – Building (2) SO2 Offshore Facilities Construction – 02 Onshore Fabrication – 02 Minor Onshore Fabrication – 03 Minor Onshore Fabrication – Mechanical	26.11.2011	12.11.2011 – 11.11.2014	Refer to Notes (1) and (2)
23.	LSE	MoF (Sabah)	Certificate No. KS2202791787813090  Registration No. 357- 02077437	(3) SO2 Offshore Facilities Construction – 02 Onshore Fabrication – 01 Major Onshore Fabrication (Offshore Facilities)  <u>Registered Supplier / Services</u> (1) Boat (2) Ships / Submarines	03.11.2010	03.11.2010 – 02.11.2013	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
24.	LSE	CIDB	A215302  Registration No.: 0120070726-LB114492	(3) Maker (4) Boat/Ship (For Dockyard)  Registration of Contractor with CIDB  <u>Approved Grade, Category &amp; Specialization</u> • Grade: G5 (Not more than RM5,000,000) Category: B – Building Construction Specialization: B04 – General Buildings & Maintenance • Grade: G5 (Not more than RM5,000,000) Category: CE – Civil Engineering Construction Specialization: CE15 – Offshore Construction Works CE21 – General Civil Engineering • Grade: G5 (Not more than RM5,000,000) Category: ME – Mechanical and Electrical Specialization: M15 – Miscellaneous Mechanical Equipment	12.07.2011	26.07.2011 – 26.07.2012 <sup>(6)</sup>	-
25.	Tioman	PETRONAS	Special Licence	Provision of Tender Assisted Drilling Rig (T9) Equipment and Services	12.08.2011	-	-
26.	Tioman	PETRONAS	Special Licence	Provision of Semi-Submersible Tender-Assisted Rig "West Alliance"	25.04.2011	-	-
27.	Tioman	PETRONAS	Special Licence	Provision of Tender Assisted Drilling Rig "Teknik Berkat" for PCSB 2008-2012 Development Drilling Program	27.04.2011	-	-
28.	TLOSB	Domestic Shipping Licensing Board	A 064773	<b>Quippo Prakash</b> Domestic Shipping Licence  Type of Vessel: Derrick Lay Barge Service for West Desaru Project  Registered at O/P – Panama, NES.  Licenced for Johor, Terengganu and Pahang only	29.03.2012	09.04.2012 – 08.05.2012 <sup>(6)</sup>	-
29.	Oilserv (L)	Domestic Shipping Licensing Board	A 060655	<b>Teknik Alpha</b> Domestic Shipping Licence	15.06.2011	20.07.2011 – 19.07.2012 <sup>(6)</sup>	The licensee is required to ensure

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
30.	Oilserve (L)	Domestic Shipping Licensing Board	A 062982	Type of Vessel: Anchor Handling Tug Registered at Port Klang Licenced for whole Malaysia. <b>Teknik Beta</b> Domestic Shipping Licence	16.11.2011	25.11.2011 - 24.11.2012	participation of Malaysian citizens to be increased to at least 75%
31.	TLGSB	Domestic Shipping Licensing Board	A 064723	Type of Vessel: Anchor Handling Tug Registered at Port Klang Licenced for whole Malaysia. <b>Teknik Samudra</b> Domestic Shipping Licence	26.03.2012	03.04.2012 – 02.04.2013	The licensee is required to ensure participation of Malaysian citizens to be increased to at least 75%
32.	TL Geotechnics Sdn Bhd	Domestic Shipping Licensing Board	A 057472	Type of Vessel: Survey Registered at Port Klang Licenced for whole Malaysia. <b>Teknik Wira</b> Domestic Shipping Licence	07.10.2010	08.10.2010 – 07.10.2012	-
33.	Prominent Energy Sdn Bhd	Domestic Shipping Licensing Board	A 063470	Type of Vessel: Offshore Support Registered at Port Klang Licenced for whole Malaysia. <b>Sarku Clementine</b> Domestic Shipping Licence	28.12.2011	14.01.2012 – 13.01.2013	-
				Type of Vessel: Diving Support Vessel Registered at Kuching Licenced for whole Malaysia.			

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
34.	Sarku Marine Sdn Bhd	Domestic Shipping Licensing Board	A 064636	<b>Sarku 300</b> Domestic Shipping Licence  Type of Vessel: Accommodation Service and Work Barge  Registered at Kuching  Licenced for whole Malaysia.	20.03.2012	20.03.2012 – 19.03.2013	-
35.	Sarku Marine Sdn Bhd	Domestic Shipping Licensing Board	A 061870	<b>Sarku 2000</b> Domestic Shipping Licence  Type of Vessel: Accommodation Work Barge  Registered at Kuching  Licenced for whole Malaysia.	05.09.2011	13.10.2011- 12.10.2012	-
36.	Sarku Marine Sdn Bhd	Domestic Shipping Licensing Board	A 061873	<b>Sarku Santubong</b> Domestic Shipping Licence  Type of Vessel: Deck Machinery  Registered at Kuching  Licenced for whole Malaysia.	05.10.2011	06.10.2011- 05.10.2012	-
37.	Sarku Marine Sdn Bhd	Domestic Shipping Licensing Board	A 061872	<b>Sarku Semantan</b> Domestic Shipping Licence  Type of Vessel: Deck Machinery  Registered at Kuching  Licenced for whole Malaysia.	05.09.2011	06.10.2011- 05.10.2012	-
38.	Tioman	Domestic Shipping Licensing Board	A 064089	<b>T-6</b> Domestic Shipping Licence  TADR	15.02.2012	22.02.2012 – 21.05.2012 <sup>(6)</sup>	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
39.	Tioman	Domestic Shipping Licensing Board	A 064090	Registered at Panama Licenced for Johor Port, Terengganu and MTJDA T- 9 Domestic Shipping Licence TADR	15.02.2012	22.02.2012 – 21.05.2012 <sup>(e)</sup>	-
40.	Tioman	Domestic Shipping Licensing Board	A 064112	Registered at Panama Licenced for Johor Port, Terengganu, Sarawak, Labuan and MTJDA Teknik Berkat Domestic Shipping Licence	15.02.2012	27.02.2012 – 26.05.2012 <sup>(e)</sup>	-
41.	TLOSB	Domestic Shipping Licensing Board	A 064206	TADR Licenced for Terengganu Port, Pahang, Kelantan, Sabah and Sarawak LTS 3000 Domestic Shipping Licence Heavy Lift Pipelay Barge Service for Project Petronas Carigali Sdn Bhd	22.02.2012	01.03.2012 – 31.05.2012 <sup>(e)</sup>	-
42.	KHL	PETRONAS	Licence No. L-83307-K	Licensed for Johor, Terengganu, Kelantan, Melaka Port and MTJDA. Licence for the supply of equipment and to provide services to exploration and O&G producers in Malaysia	21.04.2010	22.05.2010 - 21.05.2012 <sup>(e)</sup>	Refer to Note (2)

Approved licence categories:(1) PI 1 Instrumentation – 03 Metering System,  
01 Gas Metering – general;(2) PI 1 Instrumentation – 03 Metering System,  
02 Gas Metering – Custody Transfer /

**APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)**

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
				Allocation System; (3) PI 1 Instrumentation – 03 Metering System, 03 Liquid Metering – General; (4) PI 1 Instrumentation – 03 Metering System, 04 Liquid Metering – Custody Transfer / Allocation System (5) PM 1 Mechanical - 14 Unfired Pressure Vessel Class II (32-50 mm wall thickness), 02 Strainer; (6) PM 1 Mechanical – 14 Unfired Pressure Vessel Class II (32-50 mm wall thickness), 03 Coalescer; (7) PM 1 Mechanical – 14 Unfired Pressure Vessel Class II (32-50 mm wall thickness), 04 Towers;			
				(8) PM 1 Mechanical – 14 Unfired Pressure Vessel Class II (32-50 mm wall thickness), 05 Spheres; (9) PM 1 Mechanical – 15 Unfired Pressure Vessel Class III (>50 mm wall thickness), 02 Strainer; (10) PM 1 Mechanical - 15 Unfired Pressure Vessel Class III (>50 mm wall thickness), 03 Coalescer; (11) PM 1 Mechanical – 15 Unfired Pressure Vessel Class III (>50 mm wall thickness), 04 Tray Towers (12) SC2 Civil, Structural & Building Maintenance Services – 19 Removal & Disposal Services, 04 Removal & Disposal of Offshore Structures; (13) SE1 Electrical Engineering & Maintenance – 03 Electrical Construction Work (14) SM2 Manpower Supply – 02 Skilled Manpower, 04 Coded Welders; (15) SM2 Manpower Supply – 03 Specialist Manpower, 02 Construction Technical Personnel; (16) SM3 Marine Transportation & Support Services – 03 Marine/Ship Repairs & Maintenance, 23 Shipyard, 01 Shipbuilding;			

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
(17)	SM3	Marine	Transportation & Support Services – 03	Marine/Ship Repairs & Maintenance, 23 Shipyard, 02 FPSO/FSO (Building);			
(18)	SM5	Mechanical Engineering & Maintenance	– 14	Single Buoy Mooring (SBMs) System;			
(19)	SM5	Mechanical Engineering & Maintenance	– 17	Topside Facilities Maintenance, 02 Living Quarters;			
(20)	SO2	Offshore Facilities Construction – 01	Offshore Construction, 01	Transportation & Installation of Offshore Facilities;			
(21)	SO2	Offshore Facilities Construction – 01	Offshore Construction, 02	Maintenance & Repairs of Offshore Facilities;			
(22)	SO2	Offshore Facilities Construction – 01	Offshore Construction, 03	Hook-Up Commissioning of Offshore Facilities;			
(23)	SO2	Offshore Facilities Construction – 01	Offshore Construction, 04	Decommissioning of Offshore Facilities;			
(24)	SO2	Offshore Facilities Construction – 02	Onshore Fabrication, 01	Major Onshore Fabrication (Offshore Facilities);			
(25)	SP1	Pipeline & Associated Services – 02	Pipeline Construction (Fabrication & Installation), 01	Onshore Pipeline Construction, 01	General Onshore Pipeline Construction;		
(26)	SP1	Pipeline & Associated Services – 02	Pipeline Construction (Fabrication & Installation), 02	Offshore Pipeline Construction, 01	Pipelaying Construction, 01		
(27)	SM5	Mechanical Engineering & Maintenance	– 20	Mechanical Construction Work;			
(28)	SP1	Pipeline & Associated Services – 02	Pipeline Construction (Fabrication & Installation), 02	Offshore Pipeline Construction, 01	Pipelaying Construction, 02		
(29)	SM5	Mechanical Engineering & Maintenance		Tow, Reeling and/or Other Methods;			



**APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)**

Licencee/ Contractor No.	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
			- 09 Structural & Piping Fabrication/ Welding Services, 01 Metallic Structural/ Piping; (30) SM5 Mechanical Engineering & Maintenance - 09 Structural & Piping Fabrication/ Welding Services, 02 Non-Metallic Structural/ Piping; (31) SM5 Mechanical Engineering & Maintenance - 09 Structural & Piping Fabrication/ Welding Services, 03 Lined Pipe; (32) SM5 Mechanical Engineering & Maintenance - 17 Topside Facilities Maintenance, 01 Topside Piping & Structural.			
			<b>Disapproved licence categories:</b> (1) PI 1 Instrumentation - 03 Metering System, 01 Multiphase Metering; (2) PI 1 Instrumentation - 09 Flare System, 01 Flare Stack/ Tips; (3) PI 1 Instrumentation - 09 Flare System, 01 Pilot; (4) PI 1 Instrumentation - 09 Flare System, 03 Ignition System; (5) PI 1 Instrumentation - 09 Flare System, 04 Flame Arrestors; (6) SM5 Mechanical Engineering & Maintenance - 09 Structural & Piping Fabrication/ Welding Services, 01 Metallic Structural/ Piping; (7) SM5 Mechanical Engineering & Maintenance - 09 Structural & Piping Fabrication/ Welding Services, 02 Non-Metallic Structural/ Piping; (8) SM5 Mechanical Engineering & Maintenance - 09 Structural & Piping Fabrication/ Welding Services, 03 Lined Pipe, and (9) SM5 Mechanical Engineering & Maintenance - 17 Topside Facilities Maintenance, 01 Topside Piping & Structural.			
43.	KHL	MITI	A012293	10.11.2006	23.05.2000 (unless otherwise revoked)	Refer to Note (5)
			To produce offshore structure jacket, module, metering skid, offshore oil rig, tug boat and barges at the place of manufacturing of Plot D-1, Lumut Port Industrial Park, Mukim of Lumut, District of Manjung, 32000 Lumut, Perak.			

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
44.	KHL	Department of Occupational Safety and Health, Ministry of Human Resource	BP 21/223 and BT 21/469	Registration as gas contractor and a manufacturer of unfired pressure vessel, clutch door manufacturer and gas contractor (pipe lines) at Plot D1, Lumut Port Industrial Park, Kampung Acheh, Mukim of Lumut, Daerah Manjung, 32000 Sitiawan, Perak.	30.09.2009	09.09.2009 - 08.09.2012	-

**APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)**

Licencee/ Contractor No.	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
45.	KHL CSC	0102 A 2003 0548	<p>Licensed as a Class A Contractor for companies with foreign equity and are qualified to participate in tender valued at RM30.0 million to RM50.0 million and above as prescribed in the Treasury Circular No.5/2007</p> <p><u>Civil Work</u> Class A (Project Value of RM10,000,000 and more)</p> <p><u>Heading I (Civil Engineering Works)</u> Sub-Heading 1 (General Civil Engineering Works), 2 (Bridges, jetties and Marine Structures), 3a (Water Retaining Structures), 4 (Dredging), 5 (Sewerage Systems), 7a (Irrigation, Drainage and Flood Control Works, Hydraulic Structures), 7b (Irrigation, Drainage and Flood Control Works, Earthworks)</p> <p><u>Heading II (Building Works)</u> Subheading 1 (Building works excluding reinforced concrete frame structures), 2a (Reinforced concrete frame building not exceeding four storeys in height), 2b (Reinforced concrete frame building exceeding four storeys in height), 5 (Steel framed building), 7a (Parquet and wood block flooring), 7b (Other floor and wall finished)</p> <p><u>Heading III (Mechanical Sanitary and Water Engineering Works – all sub head include the supply of equipment)</u> Subheading 3 (Plumbing and sanitary installations), 4 (Pumping installations), 5 (Sewage treatment plant installations), 6 (Water treatment plant installations), 9 (Boiler plant and unfired), 11 (Conveyor systems), 17c (Misc: LPG installations)</p> <p><u>Heading IV (Other Specialist Civil Engineering Works)</u> Subheading 1 (Earthworks), 2a (Piling Works, In-situ Concrete), 2b (Piling Works, Precast Reinforced Concrete), 2d (Piling Works, Steel), 3b (Bituminous Road Surfacing), 4a (Steelwork), 4b (Steel Work patented and prefabricated), 6a (Water mains), 6b (O&amp;G mains)</p>	26.07.2011	16.06.2011 - 15.06.2013	<p>The registration will be cancelled if:</p> <p>(i) any shareholder in KHL owns shares of more than 5% or \$50,000 in any other company which is registered with CSC in the same field of work; and</p> <p>(ii) any member of the KHL's management or technical officer is actively participating in any other company which is registered with CSC in the same field of work</p>

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
46.	KHL	CIDB	Registration No. 1970721-JH040534	Registration for the category and specialisation or work that KHL is capable of carrying out as follows:  (a) Grade G7: no limit in value within the category of Building Construction and the specialisation of B04 – General Buildings and Maintenance;  (b) Grade G7: no limit in value within the category of Civil Engineering and the specialisation of CE09 – O&G Pipe Lines and gas and CE21 – General Civil Engineering Works; and  (c) Grade G7: no limit in value within the category of Mechanical and Electrical and the specialisation of M15 – Miscellaneous Mechanical Equipment, M11 – Specialized Fabrication and Treatment, M02 – Fire Prevention and Protection System, M10 – Chiller for Power Generation, M01 - Air-conditioning and Ventilation System and E10 – Specific Control Panel.	05.12.2009	05.12.2009- 04.12.2012	-
47.	KHL	Gas Malaysia Sdn Bhd	0643	Class A03 in respect of Pipelines Class 1	01.01.2012	01.01.2012- 31.12.2012	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
48.	KHL	MoF	Reference No. 357- 00042908	Supply/provision of services for the following approved categories of manufacturing of: (1) 150100 Measurement tools; (2) 180100 Workshop Machinery and Equipment; (3) 180200 Oil Industrial Equipment; (4) 180299 Manufacturer (Offshore Structure) (5) 190201 Boat; (6) 190202 Ship/Submarine; (7) 190203 Boat Equipment and Spare Parts; (8) 190299 Manufacturer (steel-based, aluminium-based, fibreglass-based, tug boat-based and barges-based); (9) 190300 Marine Equipment; (10) 200100 Motors and Transformers (including spare parts); (11) 200200 Power Station and Generator Equipment/ Spare Parts; (12) 220106 Machine Equipment; (13) 220107 Boat/Ship (dock) (Class A); (14) 220110 Workshop Machinery and Equipment; (15) 220112 Sand blasting & Painting for the Ship; (16) 220114 Buft Fuel Tank Repairs; (17) 229297 Tug Boat/ Ferry/ Boat/ Pilot Boat; and (18) 220501 Contract Workers.	22.03.2010	22.03.2010- 21.03.2013	Refer to Note (4)
49.	KHL	National Water Services Commission	SPAN/EKS/(PT)/800- 2C/2/10/82	To supply water pursuant to the Water Services Industry Act 2007, Permit IPA type C1 (Water Supply), in Peninsular Malaysia, Federal Territories of Putrajaya and Labuan	09.02.2011	04.02.2012 - 03.02.2013	-
50.	KHL	Tenaga Nasional Berhad	3010475	(a) Registration as Class A work contractor, and  (b) registration as supplier and service contractor	15.06.2009	15.06.2009 - 15.06.2013	-
51.	KHL	Malaysia Airports	73847	Registration as supplier - Civil Engineering,	06.07.2010	03.02.2010- 21.03.2013 29.10.1998 -	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
		Holdings Berhad		Offshore/Marine Structure, Water Retaining Structure and Supply & Install/Refurbishment of Building Fire Fighting System	06.07.2012 <sup>(6)</sup>		
52.	KHL	Putrajaya Holdings Berhad	PJH/CTR/1144	Registered contractor to participate in the property development projects in Putrajaya	29.05.2002	Not stated	-
53.	KHL	Keretapi Tanah Melayu Berhad	1332-10 (Supplier code: 7378)	Certificate of registration to supply equipment and to provide services as follows: (1) 150100 Measurement tools; (2) 180100 Workshop Machine and Equipment; (3) 180200 Oil Industrial Equipment; (4) 200100 Workshop Machinery and Equipment; (5) 200200 Motors and Transformers (including Spare Parts) of the power station; (6) 220110 Generator Equipment/ Spare Parts; and (7) 220114 Buft Fuel Tank Repairs.	11.11.2010	16.11.2010- 15.11.2012	
54.	KHL	Association Francaise de Normalisation ("AFNOR")	N°2009/35237	Certification for having reached the approved quality and environmental management system standards applicable (ISO14001:2004) to the provision of steel fabrication, testing and pre-commissioning of upstream and downstream process for the O&G industry at the following locations: (a) Sungai Buloh Office, Lot 50, Jalan BRP 8/2, Persiaran Bukit Rahman Putra 3, Perusahaan Bukit Rahman Putra, 47000 Sungai Buloh, Selangor, Malaysia; and (b) Lumut fabrication yard located at Plot D1, Lumut Port Industrial Park, Kampung Aceh, Mukim Lumut, Daerah Manjung, 32000 Sitiawan, Perak, Malaysia	15.09.2009	15.09.2009- 14.09.2012	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
55.	KHL	AFNOR	N°2009/35238	<p>Certification for having reached the approved quality and environmental management system standards applicable (OHSAS 18001:2007) to the provision of steel fabrication, testing and pre-commissioning of upstream and downstream process for the O&amp;G industry at the following locations:</p> <p>(a) Sungai Buloh Office, Lot 50, Jalan BRP 8/2, Persiaran Bukit Rahman Putra 3, Perusahaan Bukit Rahman Putra, 47000 Sungai Buloh, Selangor, Malaysia; and</p> <p>(b) Lumut fabrication yard located at Plot D1, Lumut Port Industrial Park, Kampung Aceh, Mukim Lumut, Daerah Manjung, 32000 Sitiawan, Perak, Malaysia</p>	15.09.2009	15.09.2009- 14.09.2012	-
56.	KHL	Lloyd's Register Quality Assurance	KLR 0403944	<p>Certificate of Approval (ISO 9001:2008, EN ISO 9001:2008, BS EN ISO 9001:2008 and MS ISO 9001:2008) for having reached the approved quality management system standards applicable to engineering, procurement, fabrication, load out, hook up and commissioning of O&amp;G offshore and onshore steel structures such as topsides, jackets, modules, module support frames, piping and skids</p>	20.04.2012	20.04.2012 - 15.04.2015	-
57.	KHL	IQNet and AFNOR	FR-2009/35237	<p>Certification of Environmental Management System certifying that KHL has implemented an Environmental Management System complying with ISO 14001:2004. The scope of certification is for the provision of steel fabrication, testing and pre-commissioning of upstream and downstream process for the O&amp;G industry.</p>	15.09.2009	15.09.2009- 14.09.2012	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
58.	KBW	CIDB	1970812-WP041973	Registration for the category and specialisation or work that KBW is capable of carrying out as follows:  (a) Grade G7: no limit in value within the category of Civil Engineering and the specialisation of CE21 – General Civil Engineering Works; and  (b) Grade G7: no limit in value within the category of Mechanical and Electrical and the specialisation of M11 – Specialized Fabrication and Treatment and M15 – Miscellaneous Mechanical Equipment.	03.08.2009	03.08.2009- 11.08.2012	-
59.	KBW	Royal Malaysia Customs	W'10-CP-00000588-00	Authority given by the Royal Malaysian Customs to KBW to collect service tax under Service Tax Act 1975 for the activity of consultancy	06.08.2010	05.12.2000 (unless otherwise revoked)	-
60.	KBW	Moody International Certification (Malaysia) Sdn Bhd	Q170488	Certification of Registration certifying that KBW has complied with ISO 9001:2008 and BS EN ISO 9001:2008. The scope of certification is the professional engineering services, consultancy, engineering design and project management for the O&G, petrochemical and allied industries.	02.06.2010	02.06.2010- 29.07.2013	-
61.	KMD	PETRONAS	Licence No. L-789765-P	To supply equipment and to provide services exploration and O&G producers in Malaysia  <u>Approved licence categories:</u> (a) SP2 Production/ Drilling/ Workover Associated Services – 01 Drilling Rigs, 01 Offshore Rigs, 01 Jackup Oilfield Rig Services; and (b) SP2 Production/ Drilling/ Workover Associated Services – 01 Drilling Rigs, 01 Offshore Rigs, 02 Tender Assisted.	26.11.2011	29.12.2011 - 28.12.2014	Refer to Notes (1) and (2)



## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
62.	KMR (Labuan)	Registrar of Malaysian Ships, Port Kelang	Official No. 334286	Registration of new built 'KM-1', No. 161 in 2010 at Port Kelang.  Name of owner: KMR (Labuan)	24.12.2010	Valid until otherwise revoked	-
63.	Kencana Nautilus Sdn. Bhd	PETRONAS	Licence No. L-882459-A	To supply equipment and to provide services exploration and O&G producers in Malaysia  Approved licence categories: SM3 Marine Transportation & Support Services – 01 Marine Vessels, 01 Anchor Handling Vessel/ Tug Boat/ Supply Vessel	23.08.2011	18.08.2011 - 17.08.2014	Refer to Note (2)
64.	Kencana Nautilus Sdn Bhd	Surveyor General of Ships Malaysia	DOC(I) : 005/6062- JR/2012	To certify that the safe management of the company has been recognized as meeting the objectives of paragraph 1.2.3 of the International Safety Management Code for the Safe Operation of Ships and for the Pollution Prevention (ISM Code) for other cargo ship.	20.10.2011	19.04.2012- 19.07.2012 <sup>(7)</sup>	-
65.	Gemia (Labuan) Pte Ltd	Registrar of Malaysian Ships, Pelabuhan Kelang	Official No. 334226	Registration of Gemia, No. 140 in 2010 at Port Kelang (formerly known as SK Neptune, (provisional) at Port Kelang).  Name of owner: Gemia (Labuan) Pte Ltd	04.11.2010	Valid until otherwise revoked	-
66.	Gemia (Labuan) Pte Ltd	Domestic Shipping Licensing Board	A065041	The Domestic Shipping Licensing board grants this licence to Gemia (Labuan) Pte Ltd for its ship 'Gemia', an offshore support vessel bearing the official no. 334226 with the gross and net tonnage of 2147.00 and 644.00, respectively. The port of call for Gemia is at all the ports in the Malaysian waters.	25.04.2011	25.04.2012- 24.04.2014	-
67.	Redang (Labuan) Pte Ltd	Registrar of Malaysian Ships, Pelabuhan Kelang	Official No. 334343	Registration of KPV Redang, No. 72 in 2011 at Port Kelang (formerly known as SK Deep Ocean, registered in 2010 at Port Kelang).  Name of owner: Redang (Labuan) Pte Ltd	22.09.2011	Valid until otherwise revoked	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
68.	Redang (Labuan) Pte Ltd	Domestic Shipping Licensing Board	062159	The Domestic Shipping Licensing board grants this licence to Redang (Labuan) Pte Ltd for its ship 'KPV Redang', a support vessel bearing the official no. 334343 with the gross and net tonnage of 3719.00 and 1115.00, respectively. The port of call for KPV Redang is at all the ports in the Malaysian waters.	27.09.2011	27.09.2011- 26.09.2013	-
69.	Teras-Kencana Ventures Sdn Bhd	Registrar of Malaysian Ships, Pelabuhan Kelang	Official No. 334135	Name of owner: Redang (Labuan) Pte Ltd Registration of new built KPV Kapas, No. 15 in 2010 at Port Kelang.	29.01.2010	Valid until otherwise revoked	-
70.	Teras-Kencana Ventures Sdn Bhd	Domestic Shipping Licensing Board	A054378	Name of owner: Teras-Kencana Ventures Sdn Bhd The Domestic Shipping Licensing board grants this licence to Teras-Kencana Ventures Sdn Bhd for its ship 'KPV Kapas', an offshore support vessel bearing the official no. 334135 with the gross and net tonnage of 1704.00 and 511.00, respectively. The port of call for KPV Kapas is at all the ports in the Malaysian waters.	04.03.2010	04.03.2012- 03.03.2014	-
71.	KTC	MITI	A 011731	Name of owner: Teras-Kencana Ventures Sdn Bhd Manufacture of hydromechanical equipment, industrial equipment, pressure and non-pressure vessels, storage tanks, cranes, fabricated steel pipes and other steel fabricated products at Lot PT 538, PT 595 & PT 1.1, Estet Perindustrian Kg. Aceh, 32000 Sitiawan, Perak	28.11.2006	From 23.10.1998 (unless otherwise revoked)	Refer to Note (5)
72.	KTC	MITI	A 013388	Manufacture of steel fabricated products at Plot D-2, Lumut Port Industrial Park (LPIP), 32000 Sitiawan, Perak	28.11.2006	From 31.12.2001 (unless otherwise revoked)	Refer to Note (5)

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
73.	KTC	CIDB	Registration No. 1970320-SL025604	Registration for the category and specialisation or work that KTC is capable of carrying out as follows:  (a) Grade G7: no limit in value within the category of Construction of Building and the specialisation of B02 – Steel Framed Buildings and Industrial Plant and B14 – Painting Works;  (b) Grade G7: no limit in value within the category of Civil Engineering and the specialisation of CE21 – General Civil Engineering Works and CE02 – Bridge Construction; and  (c) Grade G7: no limit in value within the category of Mechanical and Electrical and the specialisation of M11 – Specialized Fabrication and Treatment and M15 – Miscellaneous Mechanical Equipment.	26.08.2009	26.08.2009- 25.08.2012	-
74.	KTC	National Board of Boiler & Pressure Vessel Inspectors	NB 137 Rev 8	Authorisation to apply the "NB" mark and register boilers, pressure vessels, or other pressure retaining items with the National Board in accordance with its provisions. The scope of Authorization is limited to items manufactured in accordance with American Society of Mechanical Engineers ("ASME"), Stamp(s) S U U2 Stamp(s) S U U2	05.04.2010	05.04.2012 – 21.04.2012 <sup>(10)</sup>	-
75.	KTC	SIRIM QAS International Sdn Bhd	AR 0525	Certification of Quality Management System certifying that KTC has implemented a Quality Management System complying with ISO 9001:2008. The scope of certification is the design, development and manufacture of storage tanks, unfired pressure vessels, silo, pipe spools and general structure.	06.01.2011	12.01.2010 – 11.01.2013	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
76.	KTC	IQNet and SIRIM QAS International Sdn Bhd	MY-AR0525	Certification of Quality Management System certifying that KTC has implemented a Quality Management System complying with ISO 9001:2008. The scope of certification is the design, development and manufacture of storage tanks, unfired pressure vessels, silo, pipe spools and general structure.	06.01.2011	06.01.2011- 11.01.2013	-
77.	KTC	The American Society of Mechanical Engineers	31,812	KTC is authorised to use the indicated symbol 'S' of the ASME for the manufacture and assembly of power boilers at Lot PT 538 and 595, Lumut Port Industrial Park, 32000 Sitiawan, Perak in accordance with the applicable rules of the ASME Boiler and Pressure Vessel Code.	08.05.2009, revised on 05.04.2010	21.04.2012 - 11.06.2012 <sup>(e)</sup>	-
78.	KTC	The American Society of Mechanical Engineers	31,813	KTC is authorised to use the indicated symbol 'U' of the ASME for the manufacture of pressure vessels at Lot PT 538 and 595, Lumut Port Industrial Park, 32000 Sitiawan, Perak and field sites controlled by KTC in accordance with the applicable rules of the ASME Boiler and Pressure Vessel Code.	08.05.2009, revised on 05.04.2010	21.04.2012 - 11.06.2012 <sup>(e)</sup>	-
79.	KTC	The American Society of Mechanical Engineers	31,814	KTC is authorised to use the indicated symbol 'U2' of the ASME for the manufacture of pressure vessels at Lot PT 538 and 595, Lumut Port Industrial Park, 32000 Sitiawan, Perak and field sites controlled by KTC in accordance with the applicable rules of the ASME Boiler and Pressure Vessel Code.	08.05.2009, revised on 05.04.2010	21.04.2012 - 11.06.2012 <sup>(e)</sup>	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
80.	KPW	CIDB	Registration No. 0120001012-PH060343	Registration for the category and specialisation or work that KPW is capable of carrying out as follows:  (a) Grade G7: no limit in value for the category of Building Construction and the specialisation of B04 – General Buildings and Maintenance Works;  (b) Grade 7: no limit in value for the category of Civil Engineering and the specialisation of CE29 – Scaffold Assembly and CE21 – General Civil Engineering Works; and  (c) Grade G7: no limit in value with the category of Mechanical and Electrical and the specialisation of M15 – Specialized Fabrication and Treatment and E11 – General Electrical Works.	02.07.2010	02.07.2010- 11.10.2012	-
81.	AME	PETRONAS	Licence No. L-176294-K	A licence for the supply of equipment and to provide services to exploration and O&G producers in Malaysia for the following:  (a) Offshore Facilities Construction – 01 Offshore Construction; and  (b) Underwater Services – 01 Underwater Engineering, Construction & Maintenance Services, 02 – Surface Diving Services, 03 – Saturation Diving Services, 04 – Remotely Operated Vehicles (ROV) Services, 05 – Underwater Inspection/ Diving Services	04.03.2011	19.04.2012- 18.04.2015	Refer to Note (2).
82.	AME	MoF	Reference No. 357- 00037838	Supply/provision of services for the following approved categories of manufacturing of:  (1) 090100 Medical Tools/ Equipment; (2) 190201 Boat; (3) 190203 Boat/Ship Spare Parts and Equipment; (4) 221601 Salvage Boat/ Ship; and (5) 221607 Diving Services	16.07.2011	16.07.2011- 15.07.2014	Refer to Note (4).

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
83.	AME	Selayang Municipal Council	201200024788	Licence for a warehouse to store marine equipment and to display unlift advertising board	01.01.2012	01.01.2012- 31.12.2012	-
84.	AME	CIDB	Registration No. 1970301-WP023903	Registration for the category and specialisation or work that AME is capable of carrying out as follows:  (a) Grade G7: no limit in value for the category of Civil Engineering Construction and the specialisation of CE16 – Underwater Construction Works and Maintenance.	31.12. 2008	01.03.2010 - 28.02.2013	-
85.	AME	Bureau Veritas Singapore	SGP0/SUL/2009070915 3118	To certify that AME are agreed by the society to perform in-water surveys, in lieu of periodical bottom survey in drydock, in presence of surveyors of the Society, within the scope of the rules of the Bureau Veritas Marine Division and the General Conditions, Part A – Chapter 2 and Chapter 3 Section 4.	09.07.2009	09.07.2009- 27.05.2012 <sup>(7)</sup>	-
86.	AME	Surveyor General of Ships Malaysia	Doc:052/6062-F/J/2011	To certify that the safe management of the company has been audited and that it complies with the requirements of the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention (ISM Code) for other cargo ship.	27.12.2011	27.12.2011- 02.01.2017	-
87.	AME	Registrar of Malaysian Ships, Pelabuhan Kelang	Official No. 330441	Registration of Allied Centurion, No. 34 in 2005 at Port Kelang (formerly as "MANSAL 19" Port of Doha, Qatar).	08.09.2005	Valid until otherwise revoked	-
88.	AME	Domestic Shipping Licensing Board	A063044	Name of owner: AME  The Domestic Shipping Licensing Board grants this licence to AME for its ship 'Allied Centurion', a dynamic position & diving vessel bearing the official no. 330441 with the gross and net tonnage of 2455.00 and 737.00, respectively. The port of	14.12.2011	14.12.2011- 13.12.2012	-

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
89.	ASC	Registrar of Malaysian Ships, Pelabuhan Kelang	Official No. 334160	call for Allied Centurion is at all the ports in the Malaysian waters.  Name of owner: AME  Registration of Allied Achiever, No. 58 in 2010 at Port Kelang (Formerly as "ADAMS NOMAD", Port of Nassau, Bahamas).	24.03.2010	Valid until otherwise revoked	-
90.	AME	Domestic Shipping Licensing Board	A058936	Name of owner: ASC  The Domestic Shipping Licensing Board grants this licence to AME for the ship 'Allied Achiever', a survey vessel bearing the official no. 334160 with the gross and net tonnage of 1383.00 and 414.00, respectively. The port of call for Allied Achiever is at all the ports in the Malaysian waters.	14.04.2011	14.04.2011- 13.04.2012 <sup>(6)</sup>	-
91.	ASC	Registrar of Malaysian Ships, Pelabuhan Kelang	Official No. 333885	Name of owner: ASC  Registration of Allied Conquests, No. 7 in 2009 at Port Kelang (formerly as "RAL ex DP FALSON", Port of Kingstown).	21.01.2009	Valid until otherwise revoked	-
92.	AME	Domestic Shipping Licensing Board	A058729	Name of owner: ASC  The Domestic Shipping Licensing Board grants this licence to AME for the ship 'Allied Conquests', a survey vessel bearing the official no. 333885 with the gross and net tonnage of 2730.00 and 819.00, respectively. The port of call for Allied Conquests is at all the ports in the Malaysian waters.	05.02.2011	05.02.2011- 04.02.2013	-
93.	ASC	Registrar of Malaysian Ships, Pelabuhan Kelang	Official No. 334352	Name of owner: ASC  Registration of Allied Jane, No. 65 in 2011 at Port Kelang (formerly as "ORIENTAL STAR 50281", Port of Funafuti, Tavalu). Name of owner: ASC	26.08.2011	Valid until otherwise revoked	-
94.	ASC	Domestic Shipping Licensing Board	A062850	The Domestic Shipping Licensing Board grants this licence to ASC for its ship 'Allied Jane', a survey vessel bearing the official no. 334352 with	10.11.2011	10.11.2011- 09.11.2013	-

**APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)**

No.	Licencee/ Contractor	Approving Authority	Permit/ Licence/ Registration No.	Description of Licence	Date of Grant/ Renewal	Validity Period	Salient Conditions*
				the gross and net tonnage of 3389.00 and 1016.00, respectively. The port of call for Allied Jane is at all the ports in the Malaysian waters.			
				Name of owner: ASC			
<b>Note:</b>							
				* Refers to equity conditions imposed.			
(1)				The licensee is required to maintain at least 51% Bumiputra equity participation and at least 51% of its board of directors, management and staff must be Bumiputra.			
(2)				The licensee is required to notify PETRONAS should there be any change in the position of the company such as the equity structure, Board of Directors, and management within a period of 14 days from the date of such change.			
(3)				This registration of the licence will be cancelled if any shareholders of the licensee holds more than 5% or RM50,000.00 of shares (whichever the lesser) in any other company which is registered with the CSC in the same line or scope of work			
(4)				The licensee shall ensure that the registered class stated in the certificate does not overlap with any other approved class of any of other companies with common shareholders, board of directors or management.			
(5)				The licensee is required to have at least 70% of its shares to be purchased and held by Malaysians including at least 30% by Bumiputra.			
(6)				An application has been submitted for renewal of the license and is pending approval as at the LPD.			
(7)				An application will be submitted for renewal of the licenses prior to the expiry date.			
(8)				An application will be submitted for renewal of the license prior to the expiry date if the licence is required.			
(9)				This is a temporary certificate which is subject to ASME's audit review in May.			
(10)				This certificate is currently being renewed and is subject to the on-going audit process by the certification body.			



**APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)**

Our Group has fully complied with all the terms and conditions of the licences set out in this Appendix I.

**(ii) Intellectual properties****(a) Trademark**

No.	Company	Trade Mark	Trade Mark No.	Class	Specification of Goods	Country	Date of Filing	Date of Registration	Date of Expiry
1.	SapuraCrest	CREST PETROLEUM	02008420	37	Construction, installation, maintenance and repair services related to the O&G industry; onshore and offshore drilling services; maintenance and repair of vessels, oil tankers; all included in Class 37.	Malaysia	17.07.2002	17.07.2002	17.07.2012
2.	Petcon	PETCON & LOGO	02008418	37	Construction, installation, maintenance and repair services related to the O&G industry; onshore and offshore drilling services; maintenance and repair of vessels, oil tankers; all included in Class 37.	Malaysia	17.07.2002	17.07.2002	17.07.2012
3.	Probadi Sdn Bhd	PROBADI	02008419	37	Construction, installation, maintenance and repair services related to the O&G industry; onshore and offshore drilling services; maintenance and repair of vessels, oil tankers; all included in Class 37	Malaysia	17.07.2002	17.07.2002	17.07.2012
4.	TLOSB	TL logo (Yellow background)	02008417	37	Construction, installation, maintenance and repair services related to the O&G industry; onshore and offshore drilling services; maintenance and repair of vessels, oil tankers; all included in Class 37	Malaysia	17.07.2002	17.07.2002	17.07.2012
5.	TL Jaya Sdn Bhd	TL JAYA Sandirian Berhad	02008416	42	Marine surveys, geological surveys, oil field surveys, oil prospecting, analysis for oil field exploitation; all included in Class 42.	Malaysia	17.07.2002	17.07.2002	17.07.2012
6.	Teknik Lengkap Sdn Bhd	TL logo	02008415	42	Marine surveys, geological surveys, oil field surveys, oil prospecting, analysis for oil field exploitation; all included in Class 42.	Malaysia	17.07.2002	17.07.2002	17.07.2012

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Company	Trade Mark	Trade Mark No.	Class	Specification of Goods	Country	Date of Filing	Date of Registration	Date of Expiry
7.	Crest Engineering Sdn Bhd	Crest Marine Engineering & Device	02014183	37	Construction, installation, maintenance and repair services related to the O&G industry; onshore and offshore drilling services; maintenance and repair of vessels, oil tankers; all included in Class 37.	Malaysia	14.11.2002	*	-
8.	TLGSB	TL GeoSciences & Logo	05017408	37	Construction, support services, soil boring, deepwater geotechnical engineering, system maintenance; all included in Class 37.	Malaysia	14.10.2005	14.10.2005	14.10.2015
9.	TLGSB	TL GeoSciences & Logo	05017409	42	Geophysical site surveys, undersea inspection, general hydrographic surveys, offshore soil investigation services, hydrographic analysis; all included in Class 42.	Malaysia	14.10.2005	14.10.2005	14.10.2015
10.	SRSSB	ISIS	2011005449	9	Computer software; computer programs; downloadable software; computer apparatus and equipment	Malaysia	25.03.2011	*	N/A
11.	SRSSB	CIS	2011005450	9	Computer software; computer programs; downloadable software; computer apparatus and equipment	Malaysia	25.03.2011	*	N/A

**Note:**

\* Pending registration.

## APPENDIX I: KEY LICENCES, PERMITS, BRAND NAMES, PATENTS AND FRANCHISES WHICH ARE MATERIAL TO OUR GROUP (cont'd)

No.	Company	Patent	Application No.	Class	Specification of Goods	Country	Date of Filing
1.	TMTPL	Underwater Pipe Monitoring Apparatus	PI 20091758	N/A	Apparatus to be employed underwater to monitor condition of an underwater pipe. The invention envisages for use in conjunction with a ROV	Malaysia	30.04.2009
2.	TMTPL	Measurement of slurry density	PCT/AU/2011/000795	N/A	Measurement of slurry density	Australia	28.06.2011
3.	TMTPL	Underwater Pipe Monitoring Apparatus	20091725	N/A	Apparatus to be employed underwater to monitor condition of an underwater pipe. The invention envisages for use in conjunction with a ROV	Australia	30.04.2008
4.	TMTPL	Stabilising means for remotely operated underwater vehicle	No. PQ7076	N/A	Apparatus – stabilising means for a remotely operated underwater vehicle	Australia	26.04.2000

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS

## 1. LANDED PROPERTIES OWNED BY OUR GROUP

Details of the land and buildings owned by our Group are as follows:

No.	Registered owner	Location	Tenure/Expiry date	Land area/Built-up area (sq. ft.)	Description/Existing use	Age of building (Years)/Date of issuance of Certificate of Fitness for Occupation	Year of acquisition	Audited NBV as at 31 July 2011 (RM'000)	Encumbrances
1.	LMTSB <sup>(1)</sup>	Plot D-1, Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (89 years)/ 13 March 2096	470,884	Fabrication yard	-	1999	15,413	Pledged to Malayan Banking Berhad
2.	KHL	Plot D-8, D-9, D-11, Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (89 years)/ 13 March 2096	1,281,528/ 399,543	Fabrication yard/ Office building/ Workshop	2-4/ 19 May 2006	2002 to 2004	69,989	Pledged to United Overseas Bank (Malaysia) Berhad
3.	LMTSB <sup>(1)</sup>	Plot D-7, Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (89 years)/ 13 March 2096	237,123/ 58,674	Fabrication yard/ Reserve land/ Canteen and client office	2-5/ 20 September 2006	2005	10,901	Pledged to Malayan Banking Berhad
4.	LMTSB <sup>(1)</sup>	Plot D-12, Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (89 years)/ 13 March 2096	336,299	Fabrication yard/ Reserve land	-	2005	3,857	Pledged to Malayan Banking Berhad
5.	KHL	Plot H-1, Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (99 years)/ 9 July 2105	298,031	Fabrication yard	-	2008	2,429	-

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

No.	Registered owner	Location	Tenure/Expiry date	Land area/Built-up area (sq. ft.)	Description/Existing use	Age of building (Years)/Date of Issuance of Certificate of Fitness for Occupation	Year of acquisition	Audited NBV as at 31 July 2011	Encumbrances
6.	KHL	Plot H-2, Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (99 years)/ 9 July 2105	425,587/ 99,788	Fabrication yard/ Workshop	1-2/ 11 August 2009	2008	9,340	-
7.	KHL	Lot G9, Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (99 years)/ 9 July 2105	653,046	Fabrication yard	-	2010	11,029	-
8.	LMTSB <sup>(3)</sup>	Lot G6, G7 and G8 Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (99 years for Lots G6 and G8, and 89 years for Lot G7)/ 9 July 2105 (for Lots G6 and G8) and 13 March 2096 (for Lot G7)	996,889/ 98,906	Fabrication yard / Workshop/ Office	1-2/ Application in progress <sup>(2)</sup>	2010	20,575	-
9.	LMTSB <sup>(4)</sup>	Lot D-2, D-5 and D-13 Lumut Port Industrial Park Kampung Acheh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (89 years)/ 15 February 2096	570,616/ 10,846	Fabrication yard/ Office/ Canteen/ Access road	11-12/ 21 April 1999, 7 July 1999 and 18 February 2000	1996 to 2001, 2007	19,492	-

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

No.	Registered owner	Location	Tenure/ Expiry date	Land area/Built- up area (sq. ft.)	Description/ Existing use	Age of building (Years)/Date of issuance of Certificate of Fitness Occupation	Year of acquisition	Audited NBV as at 31 July 2011	Encumbrances
10.	KPW	PN 6654 Lot 5856	Leasehold (60 years)/ 17 December 2063	437,090	Industrial land	-	2010	-	-
		PN 7583 Lot 6090	Leasehold (60 years)/ 10 May 2066	174,839	Industrial land	-	2010	7,219	-
		PN 8374 Lot 6103	Leasehold (60 years)/ 20 December 2066	279,000	Industrial land	-	2010	-	-
		all situated at Mukim of Teluk Kailung Kemaman, Terengganu, Malaysia							
11.	KPW	PN 59581 Lot No.3079, Seksyen 13 Bandar Shah Alam Petaling Jaya, Selangor, Malaysia	Leasehold (99 years)/ 23 October 2104	7,631	Bungalow land	-	2010	626	-
12.	KPW	K 9595, Taman Chukai Utama Jalan Kubang Kurus 24000 Kemaman Terengganu Darul Iman, Malaysia	Leasehold (99 years)/ 18 April 2087	2,664/ 2,492	2-Storey corner shop office	23/ 26 December 1996	2002	434	-
13.	Kencana Torsco Assets Sdn Bhd ("KTA")	PT No. 595, H.S. (D) Dgs 1276/88  PT No. 538, H.S. (D) Dgs 1272/88	Leasehold (99 years)/ 29 September 2087 Leasehold (99 years)/ 28 September 2087	216,996/ 195,409	Fabrication yard/ Workshop and office building	16/ 24 December 1993	1993 to 2006	3,534	-
		Lumut Port Industrial Park Kampung Aceh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia							

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

No.	Registered owner	Location	Tenure/ Expiry date	Land area/Built- up area (sq. ft.)	Description/ Existing use	Age of building (Years)/Date of Issuance of Certificate of Fitness for Occupation	Year of acquisition	Audited NBV as at 31 July 2011	Encumbrances
14.	KTA	Lot I1, Lumut Port Industrial Park Kampung Aceh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (99 years)/ 09 July 2105	269,612/ 98,382	Fabrication yard and workshop	6 to 15/ 20 September 2000	1995 to 2009	7,307	-
15.	LMTSB <sup>(5)</sup>	Lot H4, Lumut Port Industrial Park Kampung Aceh, Mukim Lumut Daerah Manjung, 32000 Sitiawan Perak Darul Ridzuan, Malaysia	Leasehold (99 years)/ 9 July 2105	961,282/ 85,003	Fabrication yard/ Workshop and office building	4/26 June 2006 and 5 October 2006	2006 to 2008	37,357	-
16.	KBW	Unit B-10-9, Megan Avenue II No. 12 Jalan Yap Kwan Seng 50450 Kuala Lumpur, Malaysia	Freehold	2,530	Office lot	12/ 30 August 1999	2005	720	Pledged to Malayan Banking Berhad
17.	AME	PM 819, Lot No. 58139 Bandar Selayang, Batu Caves Selangor Darul Ehsan, Malaysia	Leasehold (99 years)/ 9 December 2093	17,524/ 9,202	Office building	13/ 9 September 1996	2000	1,407	-
18.	AME	H.S. (D) 222598, Lot No. 34 Bandar Selayang, Daerah Gombak Selangor Darul Ehsan, Malaysia	Freehold	39,936/ 33,244	Office building	17 January 2012	2004	12,995	Pledged to Malayan Banking Berhad
19.	AME	H.S. (D) No 12117, PT No 7975 Bandar Serendah, Daerah Ulu Selangor Selangor Darul Ehsan, Malaysia	Freehold	3,633	Shop lot	10/ 16 September 1997	2002	249	-
20.	AAAB Avenue I Sdn Bhd <sup>(6)</sup>	Unit C-7-5, Megan Avenue I Jalan Tun Razak 50400 Kuala Lumpur, Malaysia	Freehold	1,539	Office lot	10/ 4 December 1998	2002	296	-

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

No.	Registered owner	Location	Tenure/ Expiry date	Land area/Built-up area (sq. ft.)	Description/ Existing use	Age of building (Years)/Date of Issuance of Certificate of Fitness for Occupation	Year of acquisition	Audited NBV as at 31 July 2011	Encumbrances
21.	KHL	Plot 13, (K4) No. Hakmilik 336833, Lot 15467, Mukim Lumut, Daerah Manjung, Negeri Perak.	Leasehold (89 years)/ 13 March 2096	417,176	Fabrication yard	-	2011	N/A <sup>(6)</sup>	-
22.	KHL	Plot K5 No. Hakmilik 296122, Lot 15550, Mukim Lumut, Daerah Manjung, Negeri Perak.	Leasehold (99 years)/ 9 July 2105	271,423	Fabrication yard	-	2011	N/A <sup>(6)</sup>	-
23.	KHL	Plot K6 No. Hakmilik 296129, Lot 15552, Mukim Lumut, Daerah Manjung, Negeri Perak.	Leasehold (99 years)/ 9 July 2105	176,829	Fabrication yard	-	2011	N/A <sup>(6)</sup>	-
24.	KHL	Plot 15 (K8) No. Hakmilik 336835, Lot 15649, Mukim Lumut, Daerah Manjung, Negeri Perak.	Leasehold (89 years)/ 13 March 2096	389,158	Fabrication yard	-	2011	N/A <sup>(6)</sup>	-
25.	KHL	Plot K11 No. Hakmilik 296125, Lot 15551, Mukim Lumut, Daerah Manjung, Negeri Perak.	Leasehold (99 years)/ 9 July 2105	271,423	Fabrication yard	-	2011	N/A <sup>(6)</sup>	-
26.	KHL	Plot G2 No. Hakmilik 296112, Lot 15543, Mukim Lumut, Daerah Manjung, Negeri Perak.	Leasehold (99 years)/ 9 July 2105	330,645	Fabrication yard	-	2011	N/A <sup>(6)</sup>	-
27.	KHL	Plot 9 (G3) No. Hakmilik 336831, Lot 15643, Mukim Lumut, Daerah Manjung, Negeri Perak	Leasehold (89 years)/ 13 March 2096	374,767 / 18,514 (reserve land)	Fabrication yard	-	2011	N/A <sup>(6)</sup>	-



## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

No.	Registered owner	Location	Tenure/ Expiry date	Land area/ Built-up area (sq. ft.)	Description/ Existing use	Age of building (Years)/Date of issuance of Certificate of Fitness for Occupation		Year of acquisition	Audited NBV as at 31 July 2011	Encumbrances
						Occupation				
28.	LMTSB <sup>(7)</sup>	Plot K10, H.S.(D) 25294, PT 11621, Mukim Lumut, Daerah Manjung, Negeri Perak.	Leasehold (89 years)/ 13 March 2096	417,176	Fabrication yard	-	2011	N/A <sup>(8)</sup>	-	
29.	LMTSB <sup>(7)</sup>	Plot K12, H.S.(D) 23618, PT 10478, Mukim Lumut, Daerah Manjung, Negeri Perak.	Leasehold (99 years)/ 9 July 2105	199,337	Fabrication yard	-	2011	N/A <sup>(8)</sup>	-	

## Notes:

- (1) KHL acquired this land pursuant to an agreement with LMTSB dated 20 December 1999. As at the LPD, the transfer of the title to KHL is pending.
- (2) The building plans for Phases I and II of the development on this land were obtained on 23 March 2011 and 18 November 2011 respectively. Subsequent to the LPD, the certificates of completion and compliance were issued on 24 April 2012.
- (3) KHL has entered into an agreement to purchase the land on 5 May 2010. The transfer of the land to KHL is subject to the state authorities consent, and such consent is pending as at the LPD. The 5% of the purchase price that remains unpaid as at LPD shall be paid upon the terms and subject to the conditions of the agreement.
- (4) KHL has entered into an agreement to purchase the land on 14 April 2010. The transfer of the land to KHL is subject to the state authorities consent, and such consent is pending as at the LPD. The 50% of the purchase price that remains unpaid as at LPD shall be paid upon the terms and subject to the conditions of the agreement.
- (5) KTC has entered into agreements to purchase the land on 10 May 2006. The transfer of the land to KTC is subject to the state authorities consent, and such consent is pending as at the LPD. The 5% of the purchase price that remains unpaid as at LPD shall be paid upon the terms and subject to the conditions of the agreement.
- (6) The strata title has been issued and the transfer of the title to MHSB is pending as at the LPD.
- (7) KHL entered into an agreement dated 21 November 2011 with LMTSB to purchase the land. As at the LPD, the state's authority's consent has been obtained, but the transfer of the land title to KHL is still pending.
- (8) Not applicable as KHL entered into an agreement dated 21 November 2011 with LMTSB to purchase the land subsequent to the year ended 31 July 2011.

To the best of our Board's knowledge and belief, the properties stated above are in compliance and not in breach with the relevant land laws and building regulations as at the LPD.

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

## 2. VESSELS

Details of the vessels owned by our Group are as follows:

No.	Name of vessels	Type of vessels	Specification	Year built	Gross tonnage	Current location as at the LPD	Status	Flag	Classification
1.	Sapura 3000	DP Class 2 Heavy Lift Derrick Pipe Lay Vessel	<ul style="list-style-type: none"> <li>• ABS DP Class 2 self propelled heavy lift pipe laying vessel.</li> <li>• equipped with 3000 st revolving mast crane</li> </ul>	2008	32,060	South China Sea	Short charter*	Bahamas	ABS
2.	LTS 3000	Heavy Lift Pipe Lay Vessel	<ul style="list-style-type: none"> <li>• ABS A1 (E) pipelay/heavy lift vessel AMS (DPS-1)</li> <li>• Equipped with 3000 st crane</li> </ul>	2010	30,628	Johor Anchorage	Pending project mobilisation	India	Indian Register of Shipping and ABS (Dual Class)
3.	QP 2000	Derrick Lay Barge	<ul style="list-style-type: none"> <li>• ABS medium lift cum pipelay vessel</li> <li>• Equipped with 2000 mt main crane</li> </ul>	2009	20,364	South China Sea	Long charter*	Panama	ABS
4.	T-3	SETR	SETR	1980	4,403	Thailand	Long charter**	Panama	ABS + A1 Barge
5.	T-6	SETR	SETR	1982	6,012	Enroute to Malaysia Thailand Joint Development Area	Long charter**	Panama	ABS + A1 Barge
6.	T-9	SETR	SETR	2004	10,708	Kemaman, Terengganu	Long charter*	Panama	ABS + A1 Barge
7.	T-10	SETR	SETR	2007	10,708	Thailand	Long charter**	Panama	ABS + A1 Barge
8.	Teknik Berkat	SETR	SETR	1990	7,357	Miri, Sarawak	Long charter**	Panama	ABS + A1 Barge

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

No.	Name of vessels	Type of vessels	Specification	Year built	Gross tonnage	Current location as at the LPD	Status	Flag	Classification
9.	Sarku Sambang	Air Diving and ROV support vessel	Self propelled accommodation work vessel (4-point mooring)	1975	643	Miri Port, Sarawak	Laid up for sale	Malaysia	Lloyd's Register of Shipping
10.	Sarku Semantan	Accommodation work boat	Self propelled accommodation work vessel (4-point mooring)	1974	1,467	Jurong SML Shipyard, Singapore	Laid up for sale	Malaysia	Germanischer Lloyd
11.	Sarku 2000	Accommodation work barge	Non-self propelled, 8-point mooring	1991	6,914	South China Sea	Long charter*	Malaysia	ABS
12.	Sarku Samudera	Accommodation work barge	Non-self propelled, 8-point mooring	1983	6,119	Jurong SML Shipyard, Singapore	Laid up for sale	Malaysia	ABS
13.	Sarku Santubong	DP Class 2 Accommodation work boat	Self propelled multipurpose accommodation work vessel (DP Class 2 and 4-point mooring)	1979	2,999	Sarawak High Sea	Short charter*	Malaysia	Lloyd's Register of Shipping
14.	Sarku Clementine	DP Class 2 Diving and ROV support vessel	Self propelled accommodation work vessel (DP Class 2 and 4-point mooring)	1997	3,637	Sarawak High Sea	Short charter*	Malaysia	ABS
15.	Sarku 300	Accommodation work barge	Non-self propelled, 8-point mooring	2008	10,197	South Furious, Sabah High Sea	Long charter*	Malaysia	ABS
16.	Teknik Putra	Geophysical survey vessel	<ul style="list-style-type: none"> <li>Geophysical, pipeline &amp; submarine cable route survey vessel (digital analog survey)</li> <li>Outfitted with EM3000D multibeam (up to 1,500m water depth)</li> <li>Carries SSS/SBP/ES/Drop Corer/Magnetometer</li> <li>Can perform CPT &amp; ROV support capable</li> </ul>	1980	1,009	Gulf of Thailand	Long charter*	Panama	Lloyd's Register of Shipping

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

No.	Name of vessels	Type of vessels	Specification	Year built	Gross tonnage	Current location as at the LPD	Status	Flag	Classification
17.	Teknik Perdana	Geophysical survey vessel	<ul style="list-style-type: none"> <li>• Full ocean going research surveys (more than 11,000m) capabilities</li> <li>• Hull Mounted Kongsberg EM122*/EM1002 Multi-Beam Systems</li> <li>• Hull Mounted Sub-bottom Profiling System</li> </ul>	1973	2,270	ASL Shipyard, Batam	Dry docking	Panama	Nippon Kaiji Kyokai
18.	Teknik Samudra	Geotechnical survey vessel	<ul style="list-style-type: none"> <li>• Dedicated geotechnical vessel</li> <li>• 4 point mooring with moon pool</li> <li>• Capable of drilling and sampling up to 500m combine water depth and drilling</li> </ul>	1975	1,061	Brunei	Short charter*	Malaysia	Det Norske Veritas
19.	Teknik Wira	Geotechnical survey vessel	<ul style="list-style-type: none"> <li>• Dedicated geotechnical vessel DP1</li> <li>• Capable of drilling and sampling up to 1000m combine water depth and drilling</li> </ul>	2008	1,988	Balikpapan, Indonesia	Long charter*	Malaysia	Bureau Veritas
20.	Teknik Alpha	AHT	4000BHP/55tonne Bollard Pull twin screw ocean going/AHT equipped with oil spill equipment	1998	443	Miri	Short charter*	Malaysia	Bureau Veritas
21.	Teknik Beta	AHT	4000BHP/53tonne Bollard Pull twin screw ocean going/AHT equipped with oil spill equipment	1999	443	LSE, Labuan	Dry docking	Malaysia	Bureau Veritas
22.	KPV Kapas	AHTS, DP I	5220 BHP engine with 73 mt Bollard Pull	2008	1,704	Kemaman Supply Base, Terengganu	Short charter**	Malaysia	ABS
23.	Gemia	AHTS, DP II	8080 BHP engine on board with tugging capacity of 101 mt Bollard Pull	2008	2,147	Kemaman Supply Base, Terengganu	Short charter**	Malaysia	ABS

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

No.	Name of vessels	Type of vessels	Specification	Year built	Gross tonnage	Current location as at the LPD	Status	Flag	Classification
24.	KPV Redang	MPOSV, DP II	<ul style="list-style-type: none"> <li>self-propelled workboat that is able to accommodate up to 200 men</li> <li>MPOSV that boasts 530 m<sup>2</sup> deck space for construction work</li> </ul>	2010	3,719	Miri, Sarawak	Short charter**	Malaysia	ABS
25.	KM-1	SETR	<ul style="list-style-type: none"> <li>Maximum water depth of 243.84 meters &amp; minimum water depth of 11.88 meters</li> <li>Drilling capacity of 6,096 meters with 5 – 7/8" DP</li> </ul>	2010	12,031	Angsi-D, Terengganu	Long charter**	Malaysia	ABS
26.	Allied Centurion	DP II Diving Support and ROV Vessel	<ul style="list-style-type: none"> <li>Gross tonnage of 2,455 tonnes and endurance of 30 days</li> </ul>	1966 (rebuilt in 1999)	2,455	Singapore	Idle	Malaysia	Det Norske Veritas
27.	Allied Conquests	DP II Diving Support and ROV Vessel	<ul style="list-style-type: none"> <li>Gross tonnage of 2,739 tonnes and endurance of 50 days</li> </ul>	2006	2,739	Offshore, Terengganu	Short charter**	Malaysia	Registro Italiano Navale
28.	Allied Achiever	DP II Diving Support and ROV Vessel	<ul style="list-style-type: none"> <li>Gross tonnage of 1,383 tonnes and endurance of 50 days</li> </ul>	2001	1,383	Thailand	Short charter**	Malaysia	Registro Italiano Navale
29.	Allied Jane	DP II Diving Support and ROV Vessel	<ul style="list-style-type: none"> <li>Gross tonnage of 3,389 tonnes and endurance of 50 days</li> </ul>	2010	3,389	Offshore, Samarang, Sabah	Short charter**	Malaysia	ABS
30.	Java Constructor	Derrick pipelay barge	<ul style="list-style-type: none"> <li>8-point mooring system</li> <li>1,000 short tonne pedestal-mounted crane</li> <li>120 tonne pipe lay tensioning capacity</li> <li>A helidack and accommodation for 188 personnel</li> </ul>	1982 (upgraded in 2009)	10,305	Singapore	Laid up at present	Panama	ABS
31.	Clough Challenge	Shallow water lay barge	<ul style="list-style-type: none"> <li>Deck loading capacity of 10 tonne per square metre</li> </ul>	1996 411	1,226	Dampier, Western Australia	Laid up at present	Australia	ABS

## APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)

Details of the vessels leased by our Group are as follows:

No.	Name of vessels	Type of vessels	Specification	Year built	Gross tonnage	Current location as at the LPD	Status	Flag	Classification
1.	Normand Clough	Subsea support vessel	<ul style="list-style-type: none"> <li>Multi-role subsea support vessel that is able to provide a combination of well intervention, well abandonment, SURF, saturation diving and IRM services</li> </ul>	2008	6,200	Johor Port	Short charter*	Norway	Det Norske Veritas

## Notes:

\* Long charter refers to tenures of more than 6 months whilst short charter refers tenures of less than 6 months.

\*\* Long charter refers to tenures of more than 18 months whilst short charter refers tenures of less than 18 months.

The total NBV of the vessels owned by our Group is as follows:

Segments	NBV	
	(1) SapuraCrest Group	(2) Kencana Petroleum Group
	RM	
IPF*	1,513,999,563	-
Drilling services	471,783,955	512,773,600
Marine services	287,936,279	477,529,192
	<u>2,273,719,797</u>	<u>990,302,792</u>

## Notes:

\* Excludes Java Constructor and Clough Challenge which were acquired by SapuraCrest Group during the year ended 31 January 2012.

(1) As at 31 January 2011, being the latest available audited NBV for the vessels which were owned and operated by SapuraCrest Group prior to Completion.

(2) As at 31 July 2011, being the latest available audited NBV for the vessels which were owned and operated by Kencana Petroleum Group prior to Completion.

**APPENDIX II: SUMMARY OF LANDED PROPERTIES, VESSELS AND OTHER EQUIPMENTS (cont'd)**

**3. OTHER EQUIPMENTS**

Details of the other material equipments owned by our Group are as follows:

(i) SDS

No.	Name of SDS	Tonnage/Specification	Year built	Current location as at LPD	Status	Capacity
1.	SM1 DX300	12 Men Portable Saturation Diving System 300 Metres Sea Water ("MSW")	2009	On board QP 2000, South China Sea	Long charter*	Up to 300 MSW
2.	SM2 DX300	12 Men Portable Saturation Diving System 300 MSW	2011	On board LTS 3000, Johor Anchorage	Pending project mobilisation	Up to 300 MSW
3.	CL300	15-man SDS with split level diving capability. The system is inclusive of an integral air diving system and dedicated onboard gas storage	2008	On board Normand Clough, Johor Port	Short Charter*	Up to 300 MSW

**Note:**

\* Long charter refers to tenures of more than 6 months.

The total NBV of the SDSs owned by our Group as at 31 January 2011, being the latest available audited NBV for the SDSs which were owned and operated by SapuraCrest Group prior to Completion\* is RM33,952,825.

**Note:**

\* Excludes CL300 which were acquired by SapuraCrest Group during the year ended 31 January 2012.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012**

**SAPURACREST PETROLEUM BERHAD**  
(Company No : 45631-D)  
Incorporated in Malaysia

**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE FOURTH QUARTER AND FINANCIAL YEAR ENDED 31 JANUARY 2012**

THE FIGURES HAVE NOT BEEN AUDITED

**I. CONDENSED CONSOLIDATED INCOME STATEMENT**

	Individual Quarter		Cumulative Quarter	
	Current year quarter  31/01/2012 RM'000	Preceding year corresponding quarter  31/01/2011 RM'000	Twelve months to 31/01/2012 RM'000	Twelve months to 31/01/2011 RM'000
<b>1. Revenue</b>	<b>560,434</b>	<b>596,344</b>	<b>2,556,402</b>	<b>3,179,961</b>
Operating expenses	(412,044)	(493,553)	(1,981,192)	(2,719,738)
Other operating income	8,095	5,028	15,536	9,341
<b>Profit from operations</b>	<b>156,485</b>	<b>107,819</b>	<b>590,746</b>	<b>469,564</b>
Interest income	3,339	2,073	9,854	4,195
Interest expenses	(15,175)	(12,364)	(52,330)	(38,204)
Net fair value gain on derivatives	1,291	3,511	848	9,241
Depreciation and amortisation	(34,179)	(23,627)	(96,176)	(90,299)
Net foreign exchange gain/(loss)	24,222	(3,715)	27,490	(44,628)
Net (allowance for)/reversal of impairment on receivables	(4,645)	2,809	(4,645)	2,667
Allowance for impairment on property, plant and equipment	(3,402)	-	(3,402)	-
Allowance for impairment on investment in a jointly-controlled entity	(643)	-	(643)	-
Share of results of associated companies and jointly-controlled entities	23,546	27,102	76,292	102,612
<b>Profit before taxation</b>	<b>150,839</b>	<b>103,608</b>	<b>548,034</b>	<b>415,148</b>
Taxation	(16,093)	(7,566)	(73,488)	(40,633)
<b>Profit for the year</b>	<b>134,746</b>	<b>96,042</b>	<b>474,546</b>	<b>374,515</b>
Attributable to :				
Owners of the Parent	76,515	72,672	310,227	231,445
Non-controlling interests	58,231	23,370	164,319	143,070
	<b>134,746</b>	<b>96,042</b>	<b>474,546</b>	<b>374,515</b>
<b>2. Earnings per share (sen)</b>				
Basic/Diluted	<b>5.99</b>	<b>5.69</b>	<b>24.30</b>	<b>18.13</b>

The condensed consolidated income statement should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2011.



**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE  
YEAR ENDED 31 JANUARY 2012 (cont'd)**

**SAPURACREST PETROLEUM BERHAD  
(Company No : 45631-D)  
Incorporated in Malaysia**

**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE FOURTH QUARTER AND FINANCIAL YEAR ENDED 31 JANUARY 2012**

**THE FIGURES HAVE NOT BEEN AUDITED**

**II. CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	Individual Quarter		Cumulative Quarter	
	Current year quarter 31/01/2012 RM'000	Preceding year corresponding quarter 31/01/2011 RM'000	Twelve months to 31/01/2012 RM'000	Twelve months to 31/01/2011 RM'000
Profit for the year	134,746	96,042	474,546	374,515
Other comprehensive income:				
Foreign currency translation differences	(38,114)	(28,137)	(13,306)	(101,495)
Share of other comprehensive income of jointly-controlled entities	1,861	(1,042)	1,189	(3,204)
<b>Total comprehensive income</b>	<u>98,493</u>	<u>66,863</u>	<u>462,429</u>	<u>269,816</u>
Attributable to :				
Owners of the Parent	46,323	51,686	296,152	164,900
Non-controlling interests	52,170	15,177	166,277	104,916
	<u>98,493</u>	<u>66,863</u>	<u>462,429</u>	<u>269,816</u>

The condensed consolidated statement of comprehensive income should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2011.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE  
YEAR ENDED 31 JANUARY 2012 (cont'd)**

**SAPURACREST PETROLEUM BERHAD  
(Company No : 45631-D)  
Incorporated in Malaysia**

**III. CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	<b>UNAUDITED</b>	<b>AUDITED</b>
	As at end of	As at preceding
	current quarter	financial year end
	<b>31/01/2012</b>	<b>31/01/2011</b>
	RM'000	RM'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	1,446,851	1,019,148
Investment in jointly-controlled entities and associated companies	320,942	229,493
Expenditures on oil and gas properties	178,820	-
Goodwill on consolidation	211,883	149,012
Other intangible assets	8,360	5,676
Deferred tax assets	18,465	9,093
	<u>2,185,321</u>	<u>1,412,422</u>
<b>Current assets</b>		
Inventories	79,747	54,787
Trade and other receivables	1,252,940	1,403,017
Derivative financial assets	355	985
Cash and bank balances	704,911	768,381
	<u>2,037,953</u>	<u>2,227,170</u>
<b>TOTAL ASSETS</b>	<u><b>4,223,274</b></u>	<u><b>3,639,592</b></u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to owners of the Parent</b>		
Share capital	255,344	255,344
Share premium	505,337	505,337
Other reserves	(51,933)	(37,858)
Retained profits	612,976	372,969
	<u>1,321,724</u>	<u>1,095,792</u>
<b>Non-controlling interests</b>	332,120	325,618
<b>Total equity</b>	<u>1,653,844</u>	<u>1,421,410</u>
<b>Non-current liabilities</b>		
Borrowings	705,789	402,252
Derivative financial liabilities	1,508	2,322
Deferred tax liabilities	16,082	6,758
	<u>723,379</u>	<u>411,332</u>
<b>Current liabilities</b>		
Trade and other payables	1,120,724	1,385,952
Borrowings	704,873	414,419
Derivative financial liabilities	571	1,235
Taxation	19,883	5,244
	<u>1,846,051</u>	<u>1,806,850</u>
<b>TOTAL LIABILITIES</b>	<u>2,569,430</u>	<u>2,218,182</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u><b>4,223,274</b></u>	<u><b>3,639,592</b></u>
<b>Net assets per share (RM)</b>	<u><b>1.04</b></u>	<u><b>0.86</b></u>

The condensed consolidated statement of financial position should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2011.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE  
YEAR ENDED 31 JANUARY 2012 (cont'd)**

**SAPURACREST PETROLEUM BERHAD  
(Company No: 45631-D)  
Incorporated in Malaysia**

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

	Unaudited Twelve months to 31/01/2012 RM'000	Audited Twelve months to 31/01/2011 RM'000
<b>Profit before taxation</b>	<b>548,034</b>	<b>415,148</b>
Adjustments:		
Depreciation and amortisation	96,176	90,299
Interest expenses	52,330	38,204
Interest income	(9,854)	(4,195)
Net fair value gain on derivatives	(848)	(9,241)
Share of results of associates and jointly-controlled entities	(76,292)	(102,612)
Net allowance for/(reversal of) impairment on receivables	4,645	(2,667)
Allowance for impairment on property, plant and equipment	3,402	-
Allowance for impairment on investment in a jointly-controlled entity	643	-
Rig refurbishment costs no longer payable	(4,763)	-
Net unrealised foreign exchange (gain)/loss	(28,967)	24,710
Provision for costs no longer required	(19,980)	(20,517)
Other items	(216)	1,711
Operating profit before working capital changes	<u>564,310</u>	<u>430,840</u>
Changes in working capital		
Increase in inventories	(24,960)	(511)
Decrease/(increase) in trade and other receivables	169,694	(253,385)
Changes in derivatives	-	11,813
Changes in balances with jointly-controlled entities	(23,978)	25,301
(Decrease)/increase in trade and other payables	<u>(251,037)</u>	<u>223,869</u>
Cash generated from operations	434,029	437,927
Interest paid	(28,146)	(36,288)
Taxation paid	<u>(55,673)</u>	<u>(39,815)</u>
<b>Net cash generated from operating activities</b>	<b>350,210</b>	<b>361,824</b>
<b>Investing Activities</b>		
Purchase of property, plant and equipment	(185,785)	(129,498)
Expenditures on oil and gas properties	(178,820)	-
Purchase of intangible assets	(4,752)	(5,575)
Investment in associate and jointly-controlled entity	(66,025)	(43,904)
Acquisition of subsidiaries	(360,176)	-
Repayment of advances from a jointly-controlled entity	-	43,595
Proceeds from disposal of property, plant and equipment	493	10,821
Dividend from a jointly-controlled entity	38,257	-
Dividend to non-controlling interest of a subsidiary	(157,751)	(176,401)
Other items	9,357	4,147
<b>Net cash used in investing activities</b>	<b>(905,202)</b>	<b>(296,815)</b>
<b>Financing Activities</b>		
Redemption of Murabahah Commercial Paper (MCPs)	(5,000)	-
Dividend paid	(70,220)	(89,371)
Drawdown/(repayment) of term loans, net	199,945	(41,041)
Drawdown of Ijarah facility, net	101,717	-
Repayment of hire purchase and lease financing	(124,362)	(1,209)
Net changes in short term borrowings	403,683	(3,629)
<b>Net cash generated from/(used in) financing activities</b>	<b>505,763</b>	<b>(135,250)</b>
<b>Net changes in Cash and Cash Equivalents</b>	<b>(49,229)</b>	<b>(70,241)</b>
<b>Cash and Cash Equivalents at beginning of year</b>	<b>768,381</b>	<b>875,251</b>
<b>Effect of exchange rate translation</b>	<b>(14,241)</b>	<b>(36,629)</b>
<b>Cash and Cash Equivalents at end of year</b>	<b>704,911</b>	<b>768,381</b>
Note 1:		
Cash and cash equivalents comprise of the following balances:		
Cash and bank balances	RM'000 <u>704,911</u>	RM'000 <u>768,381</u>

The condensed consolidated statement of cash flows should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2011.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE  
YEAR ENDED 31 JANUARY 2012 (cont'd)**

**SAPURACREST PETROLEUM BERHAD  
(Company No : 45631-D)  
Incorporated in Malaysia**

**V. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	Attributable to Owners of the Parent				Total	Non- Controlling Interests	Total Equity
	Share Capital RM'000	Share Premium RM'000	Other Reserves RM'000	Retained profits RM'000			
<b>Twelve months to 31 January 2012 (Unaudited)</b>							
At 1 February 2011	255,344	505,337	(37,858)	372,969	1,095,792	325,618	1,421,410
Total comprehensive income	-	-	(14,075)	310,227	296,152	166,277	462,429
Dividend	-	-	-	(70,220)	(70,220)	-	(70,220)
Dividend to non-controlling interest of a subsidiary	-	-	-	-	-	(157,751)	(157,751)
Acquisition of a subsidiary	-	-	-	-	-	(2,024)	(2,024)
At 31 January 2012	<u>255,344</u>	<u>505,337</u>	<u>(51,933)</u>	<u>612,976</u>	<u>1,321,724</u>	<u>332,120</u>	<u>1,653,844</u>
<b>Twelve months to 31 January 2011 (Audited)</b>							
At 1 February 2010	255,344	505,337	28,687	230,895	1,020,263	397,103	1,417,366
Total comprehensive income	-	-	(66,545)	231,445	164,900	104,916	269,816
Dividend	-	-	-	(89,371)	(89,371)	-	(89,371)
Dividend to non-controlling interest of a subsidiary	-	-	-	-	-	(176,401)	(176,401)
At 31 January 2011	<u>255,344</u>	<u>505,337</u>	<u>(37,858)</u>	<u>372,969</u>	<u>1,095,792</u>	<u>325,618</u>	<u>1,421,410</u>

The condensed consolidated statement of changes in equity should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2011.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)****NOTES TO THE FINANCIAL STATEMENTS****1. Basis of preparation and changes in significant accounting policies**

The unaudited condensed consolidated financial statements have been prepared in accordance with FRS134, Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and should be read in conjunction with the audited financial statements for the financial year ended 31 January 2011.

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 January 2011 except for the adoption of the new/revised FRSs, Amendments to FRS and IC Interpretations effective for financial period beginning 1 February 2011. The new/revised FRSs, Amendments to FRS and IC Interpretations which are mandatory for annual financial period beginning on or after 1 February 2011 do not give rise to any significant effects on the unaudited condensed consolidated financial statements.

On 19 November 2011, the Malaysian Accounting Standards Board (MASB) issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards (MFRS Framework).

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture (MFRS 141) and IC Interpretation 15 Agreements for Construction of Real Estate (IC 15), including its parent, significant investor and venturer.

The Group will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 January 2013. In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained profits.

The Group has established a project team to plan and manage the adoption of the MFRS Framework.

The Group has not completed its assessment of the financial effects of the differences between Financial Reporting Standards and accounting standards under the MFRS Framework. Accordingly, the consolidated financial performance and financial position as disclosed in these financial statements for the year ended 31 January 2012 could be different if prepared under the MFRS Framework.

The Group considers that it is achieving its scheduled milestones and expects to be in a position to fully comply with the requirements of the MFRS Framework for the financial year ending 31 January 2013.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

**2. Seasonality and cyclical nature of operations**

The Group's operations are not materially affected by any seasonal or cyclical factors except for severe weather conditions.

**3. Unusual items due to their nature, size and incidence**

There were no unusual items affecting the assets, liabilities, equity, net income or cash flows for the current financial quarter and financial year under review.

**4. Changes in estimates**

There were no changes in estimates that have had a material effect in the current financial quarter and financial year under review.

**5. Debts and equity securities**

There was no issuance, repurchase and repayment of debt and equity securities during the current financial year.

**6. Dividend paid**

A single tier final dividend of 5.5 sen per ordinary share, totalling RM70.22 million in respect of the financial year ended 31 January 2011 was paid on 15 August 2011.

**7. Segment information**

	<u>12 months to 31/01/12</u>	
	<b>Segment Revenue</b>	<b>Segment Results</b>
	RM'000	RM'000
Installation of Pipelines and Facilities	1,354,171	303,854
Drilling	711,380	342,981
Marine Services	390,578	27,590
Operations and Maintenance	100,273	9,198
		<u>683,623</u>
Others		
Finance costs of debt securities		(23,058)
Investment holding and others		(112,531)
<b>Consolidated revenue / profit before tax</b>	<u><b>2,556,402</b></u>	<u><b>548,034</b></u>

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

**8. Subsequent event**

- (i) On 15 February 2012, the Company had, through its wholly-owned subsidiary Sapura Energy Ventures Sdn Bhd entered into several agreements with Petrofac FPSO Holding Limited ("Petrofac") and Kencana Petroleum Ventures Sdn Bhd ("Kencana") in respect of investment on floating production, storage and offloading vessel ("FPSO") that will form part of the facilities to be provided for the development and production of hydrocarbon resources from Berantai marginal field.
- (ii) On 17 February 2012, the Company and Seadrill Limited ("Seadrill") had entered into a conditional joint venture agreement for the proposed joint venture ("Proposed JV") to jointly participate in the building, construction and operation of 3 units of pipe-laying support vessels pursuant to the award by Petróleo Brasileiro S.A to TL Offshore Sdn Bhd, a wholly-owned subsidiary of the Company.

On 19 March 2012, the Company and Seadrill had entered into a supplemental agreement to the JVA ("Supplement JVA").

On 22 March 2012, the shareholders of the Company have approved and passed the resolution pertaining to the Proposed JV at the Extraordinary General Meeting ("EGM").

Saved as disclosed above, there was no material event subsequent to 31 January 2012 to the date of this announcement.

**9. Changes in the composition of the Group**

- (a) On 5 August 2011, the Company had incorporated a new wholly-owned subsidiary in Australia known as Sapura Petroleum (Australia) Pty Ltd ("SPAPL") with an issued and paid-up share capital of Australian Dollar (AUD) 1.00 comprising 1 ordinary share. The intended principal activity of SPAPL is investment holding.

On 8 August 2011, the Company together with SPAPL, a wholly-owned subsidiary of the Company have entered into a conditional master sale and purchase agreement ("SPA") with Clough Limited ("Clough") to acquire from Clough and certain of its subsidiaries, all of Clough's marine construction business for a total purchase consideration of AUD128 million (equivalent to approximately RM412 million) to be fully satisfied in cash ("Proposed Acquisition").

On 26 September 2011, the Company had acquired the entire issued share capital in Momentum Energy Sdn Bhd ("MESB") for a total consideration of RM2.00, comprising 2 ordinary shares of RM1.00 each. Concurrently, MESB had on the even date incorporated a wholly-owned subsidiary in Australia known as Sapura Australia Pty Ltd ("SAPL") with an issued and paid-up share capital of AUD1.00 comprising 1 ordinary share. The intended principal activity of MESB and SAPL is investment holding.

On 26 September 2011, SPAPL had incorporated a wholly-owned subsidiary in Australia known as SC Projects Pty Ltd ("SCPPL") with an issued and paid-up share capital of AUD1.00 comprising 1 ordinary share. The intended principal activity of SCPPL is investment holding.

On 10 October 2011, SAPL had incorporated a wholly-owned subsidiary in Australia known as SC Offshore Pty Ltd ("SCOPL") with an issued and paid-up share capital of AUD1.00 comprising 1 ordinary share. The intended principal activity of SCOPL is investment holding.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

Pursuant to a group re-organisation exercise effective 19 October 2011, both the Company and SPAPL had transferred their entire shareholding in SPAPL and SCPPL, respectively to SCOPL. These would make both SPAPL and SCPPL directly held wholly-owned subsidiaries of SCOPL. The purchase consideration of the transfers is AUD1.00 each.

On 14 December 2011, shareholders of the Company have approved and passed the resolution pertaining to the Proposed Acquisition.

On 22 December 2011, the Company, SPAPL and Clough had entered into an amended and restated master SPA and completed the Proposed Acquisition on the same day.

- (b) On 1 December 2011, TL Offshore Sdn Bhd, a wholly-owned subsidiary of the Company had incorporated a wholly-owned subsidiary in Bermuda known as SeaBras Sapura Holdco Ltd ("SBSHL"), with an issued and paid up share capital of 100 common shares of USD1.00 each. The intended principal activity of SBSHL is investment holding.

SBSHL had on the even date incorporated two (2) wholly-owned subsidiaries in Bermuda known as TL Offshore PLSV1 Ltd ("TLO PLSV1") and TL Offshore PLSV2 Ltd ("TLO PLSV2") with an issued and paid up share capital of 100 common shares of USD1.00 each for both TLO PLSV1 and TLO PLSV2. The intended principal activities of both company are vessel owning and vessel chartering.

- (c) On 8 December 2011, TL Offshore Sdn Bhd, a wholly-owned subsidiary of the Company acquired a wholly-owned subsidiary in Brazil known as Seabras Sapura Participações S.A. ("Seabras Sapura"), with share capital of 900 common shares without par value for which R\$90 have been paid up. The intended principal activity of Seabras Sapura is investment holding.

Seabras Sapura has an existing wholly-owned subsidiary in Brazil known as Sapura Navegação Marítima S.A. ("Sapura Navegação"). The share capital of Sapura Navegação consists of 900 common shares without par value for which R\$90 have been paid-up. The intended principal activities of Sapura Navegação are vessel owning and vessel chartering.

Save as disclosed above, there was no change in the composition of the Group for the current quarter and financial year ended 31 January 2012.

**10. Contingent liabilities**

As at 31 January 2012, the Group has provided corporate guarantees of RM517.7 million to financial institutions for credit facilities granted to jointly-controlled entities (as compared to RM496.6 million as at 31 January 2011).



**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

**11. Capital commitments**

Capital expenditure for property, plant and equipment approved and not provided for in the unaudited condensed consolidated financial statement as at 31 January 2012 are as follows:

Approved and contracted for:

	RM'000
Group	930,813
Share of capital commitment in jointly-controlled entities	<u>740,156</u>
Total	<u>1,670,969</u>

**12. Taxation**

Taxation comprises the following:

	Current quarter ended 31/01/12 RM'000	Preceding year Corresponding quarter ended 31/01/11 RM'000	Current 12 months to 31/01/12 RM'000	Preceding year Corresponding 12 months to 31/01/11 RM'000
Malaysian Taxation				
- Current taxation	25,221	5,265	84,098	37,441
- (Over)/under provision in respect of prior year	(2,376)	901	(1,872)	(2,432)
Foreign Taxation				
- Current taxation	1,253	1,354	1,281	1,894
- Under/(over) provision in respect of prior year	4,207	(249)	4,207	2,087
Deferred taxation	(12,180)	(1,792)	(14,194)	2,169
- (Over)/under provision in respect of prior year	(32)	2,087	(32)	(526)
	<u>16,093</u>	<u>7,566</u>	<u>73,488</u>	<u>40,633</u>

The effective tax rate for the current quarter and current financial year were lower than the statutory tax rate of 25% principally due to lower tax rates for offshore subsidiary companies.

**13. Disposal of unquoted investments and/or properties**

There was no disposal of unquoted investments and/or properties during the current quarter and financial year ended 31 January 2012.

**14. Quoted securities**

There was no acquisition and disposal of quoted securities.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)****15. (a) Status of corporate proposals announced but not completed**

On 11 July 2011, the Board of Directors of the Company received a letter from Sapura-Kencana Petroleum Berhad (formerly known as Integral Key Berhad) ("SKPB") which sets out SKPB's offer to acquire the entire business of the Company including all its assets and liabilities as at the completion date ("SapuraCrest Business") for a total consideration of RM5,872,923,260, equivalent to RM4.60 per ordinary share of RM0.20 each in the issued and paid-up share capital of the Company, multiplied by 1,276,722,448 shares issued as at 8 July 2011 ("Merger Consideration")("Offer Letter")

The Merger Consideration shall be satisfied by the issuance of 2,498,928,847 new ordinary shares of RM1.00 each in SKPB ("SKPB Shares") at an issue price of RM2.00 per new SKPB Share and a cash payment of RM875,065,566 ("Cash Payment"). Pursuant to the terms of the offer, upon the disposal of SapuraCrest Business, the Company shall, subject to obtaining all requisite approvals, distribute the new SKPB Shares and the Cash Payment to the shareholders of the Company, via a special dividend and/or capital repayment exercise (collectively refer to as the "Proposed Distribution").

Subsequently on 5 August 2011, the Board resolved to accept the offer by SKPB to acquire SapuraCrest Business for a total consideration of RM5,872,923,260, subject to the terms and conditions contained in the Offer Letter("Proposed Disposal").

The Board also resolved that after completion of the Proposed Disposal and subject to all requisite approvals being obtained, the Company will proceed with the Proposed Distribution.

On 21 September 2011, the Board resolved that upon completion of the Proposed Disposal, the Company shall carry out a capital repayment exercise by way of a capital reduction exercise in accordance with Section 64 of the Companies Act, 1965, under which all SapuraCrest Shares will be cancelled with the objective of distributing to the shareholders of the Company their entitlement to the Merger Consideration ("Proposed Capital Reduction and Repayment"). The Proposed Capital Reduction and Repayment would be subject to the Company obtaining all requisite approvals including the sanction of the High Court of Malaya.

Applications to the Security Commission ("SC"), including the SC (Equity Compliance Unit), in relation to the offer, have been submitted on 28 September 2011.

On 17 November 2011, SC had granted its approval for the proposed merger of SapuraCrest and Kencana subject to the conditions set out in the SC's letter dated 17 November 2011.

On 14 December 2011, shareholders of the Company approved and passed the resolution pertaining to the Proposed Disposal and Proposed Capital Reduction & Repayment.

The said proposals are pending fulfillment of certain conditions precedent as set out in the Offer Letter.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

Save as disclosed above, there were no other corporate proposals announced but not completed as at the date of this announcement.

**(b) Status of utilisation of proceeds**

Istisna' Bonds Proceeds

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe for Utilisation
i) To finance and/or refinance the cost of investment and/or acquisition of any oil and gas related businesses and/or any oil and gas related assets	90,000	79,342	By June 2012
ii) For group working capital and/or capital expenditure purposes, which will be Syariah Compliant	30,000	30,000	
iii) To reimburse the SapuraCrest group for the acquisition of Sarku Clementine	45,000	45,000	
iv) To buy back Istisna' bonds and Murabahah Medium Term Notes (Islamic Private Debt Securities)	80,000	80,000	
<b>Total</b>	<b>245,000</b>	<b>234,342</b>	

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

**16. Borrowings**

The Group's borrowings as at 31 January 2012 are as follows:

	<u>Long term borrowings</u>			<u>Short term borrowings</u>			<u>Total</u>
	Secured RM'000	Unsecured RM'000	Total RM'000	Secured RM'000	Unsecured RM'000	Total RM'000	RM'000
Domestic Banks	373,656	-	373,656	128,512	435,273	563,785	937,441
Foreign Banks	83,658	-	83,658	47,021	-	47,021	130,679
Debt securities							
- Istisna' Bonds	248,475	-	248,475	-	-	-	248,475
- Murabahah Commercial Papers	-	-	-	94,067	-	94,067	94,067
	<u>705,789</u>	<u>-</u>	<u>705,789</u>	<u>269,600</u>	<u>435,273</u>	<u>704,873</u>	<u>1,410,662</u>

The above includes borrowings in US Dollars equivalent to RM635.5 million and Australian Dollars equivalent to RM28.8 million.

**17. Derivative financial instrument**

Details of the Group's derivative financial instruments outstanding as at 31 January 2012 are as follows:

	Contract/Notional Amount At 31 January 2012 RM'mil	Asset/(Liability) Fair Value RM'mil
Cross Currency Interest Rate Swap (CCIRS)	245.0	-
- Less than 1 year	-	(0.6)
- 1 year to 3 years	-	(1.5)
	<u>245.0</u>	<u>(2.1)</u>
Forward foreign currency contracts		
- Less than 1 year	<u>15.6</u>	<u>0.3</u>

The Group entered into forward foreign currency contracts to manage the exposure to foreign exchange risk when it enters into transactions that are not denominated in their functional currencies.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

There is no change in respect of the following since the last financial year ended 31 January 2011:

- i. the credit risk, market risk and liquidity risk associated with the derivatives;
- ii. the cash requirements of the derivatives; and
- iii. the policy in place for mitigating or controlling the risks associated with these financial derivatives.

The gain/(loss) arising from fair value changes of financial liabilities is as follows:

Type of financial liability	Current quarter RM'mil	Year to date RM'mil	Basis of fair value measurement	Reasons for gain
CCIRS	0.8	1.5	The fair value is computed using a valuation technique which utilises data from recognised financial information sources including rates from relevant yield curves.	The USD/MYR foreign exchange rate has moved in favour of the Group since the last measurement date.

**18. Realised and Unrealised Profits**

The breakdown of retained profits of the Group as at the reporting date, into realised and unrealised profits is as follows:

	Company and Subsidiaries RM'000	Jointly Controlled Entities RM'000	Consolidation Adjustments RM'000	Group Retained Profits RM'000
As at 31 January 2012				
Realised profits	327,332	90,297	169,562	587,191
Unrealised profits/(losses)	28,820	(16,975)	13,940	25,785
	<u>356,152</u>	<u>73,322</u>	<u>183,502</u>	<u>612,976</u>

**19. Material litigation**

There was no material litigation as at the date of this announcement.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

**20. Review of performance compared to the immediate preceding quarter**

The Group revenue for current quarter decreased by 24.9% from RM745.8 million in the preceding quarter to RM560.4 million in the current quarter mainly due to lower activities in the Installation Pipelines and Facilities ("IPF") division.

However, profit before tax increased from RM136.4 million in the preceding quarter to RM150.8 million in the current quarter due to higher profit before tax in the Offshore Drilling Services ("Drilling") division.

**21. Review of performance for the current quarter to date**

***Current quarter compared to the corresponding quarter of the preceding year***

RM'000	Revenue 3 months to		Profit Before Taxation 3 months to	
	31/01/12	31/01/11	31/01/12	31/01/11
Consolidated Total	560,434	596,344	150,839	103,608
Business Segment:				
Installation of Pipelines and Facilities ("IPF")	209,502	277,935	57,182	67,501
Offshore Drilling Services ("Drilling")	190,667	186,946	129,293	43,930
Marine Services ("Marine")	111,137	69,298	1,205	12,793
Operations and maintenance ("O&M")	49,128	62,165	2,983	7,525
Corporate and Others	-	-	(39,824)	(28,141)

Group revenue for the current quarter decreased by 6% to RM560.4 million compared to last year's corresponding quarter of RM596.3 million consistent with clients' planned activities for the quarter.

Nevertheless, profit before tax increased by 45.6% from RM103.6 million to RM150.8 million principally due to higher contribution from Drilling division.

**IPF**

For the current quarter, IPF division recorded lower revenue of RM209.5 million compared to RM277.9 million in the corresponding quarter of preceding year. The decrease of 24.6% was mainly due to lower scope of work in Pan Malaysia contracts which was in line with clients' planned activities for FY2012 however was mitigated by additional international business, contribution from newly acquired business and recognition of settlement on contracts.

Despite a 24.6% reduction in revenue, profit before tax is lower only by 15.3% due to flow through of settlement on contracts.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

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**Drilling**

Revenue in Drilling division increased by 2.0% mainly due to recognition of revenue arising from resolution of disputes.

Profit before tax in Drilling division increased by 194.3% from RM43.9 million in preceding year compared to RM129.3 million mainly due to reversal of prior year provision for liability no longer required, reduction in charter cost and recognition of revenue arising from dispute resolution.

**Marine**

Marine division recorded 60.4% increase in revenue in current quarter from RM69.3 million in the corresponding period of preceding year to RM111.1 million. The increase was mainly due to higher activities from the existing topside major maintenance and hook-up commissioning contract, geotechnical projects and provision of remote operated vehicles ("ROV") services.

Despite the increase in revenue, Marine division recorded a lower profit of RM1.2 million compared to RM12.8 million in the corresponding period of preceding year mainly attributable to reversal of accrued revenue as well as impairment on receivables and fixed assets.

**O&M**

O&M division revenue for the current quarter was lower by 21.0% from RM62.2 million in the corresponding period in the preceding year to RM49.1 million. The reduction was as a result of completion of contract for the supply of security systems in FY2011 and lower scope of work for gas turbines maintenance services.

Profit before tax for the current quarter was lower by 60.4% from RM7.5 million in the corresponding period in the preceding year to RM3.0 million partly due to lower revenue mentioned above and lower pricing structure driven by competitive market.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)**

**Current financial year compared to twelve months of the preceding year**

RM'000	Revenue 12 months to		Profit Before Taxation 12 months to	
	31/01/12	31/01/11	31/01/12	31/01/11
Consolidated Total	2,556,402	3,179,961	548,034	415,148
Business Segment:				
IPF	1,354,171	1,900,685	303,854	233,718
Drilling	711,380	804,928	342,981	299,134
Marine	390,578	383,612	27,590	(39,007)
O&M	100,273	90,736	9,198	9,118
Corporate and Others	-	-	(135,589)	(87,815)

Group revenue decreased by 19.6% from RM3.2 billion in the preceding year to RM2.6 billion for the current financial year mainly due to lower activities in IPF and Drilling divisions.

Nevertheless, the overall Group's profit before taxation increased by 32.0% from RM415.1 million to RM548.0 million contributed by IPF, Drilling and Marine divisions.

#### IPF

IPF division recorded a lower revenue of RM1.4 billion in current financial year compared to RM1.9 billion in preceding year, mainly due to lower scope of works in Pan Malaysia contracts which was in line with clients' planned activities for the year but partially offset by several new contracts executed, contribution from newly acquired business and recognition of settlement on contracts.

Notwithstanding the lower revenue, profit before tax for IPF division has improved by 30.0% from RM233.7 million in the preceding year to RM303.9 million as a result of operational efficiency, reversal of prior year provision for liabilities no longer required and recognition of settlement on contracts.

#### Drilling

Revenue from Drilling division decreased by 11.6% from RM804.9 million in preceding year to RM711.4 million for the current year ended 31 January 2012. The decrease was mainly due to lower revenue from a drilling rig and rig dry-docking.

Profit before tax increased by RM43.8 million from RM299.1 million in preceding year compared to RM 343.0 million in current year mainly due to reversal of prior year provision for liability no longer required, reduction in charter cost and recognition of revenue arising from dispute resolution.



**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE YEAR ENDED 31 JANUARY 2012 (cont'd)****Marine**

Revenue from Marine division marginally increased by 1.8% from RM383.6 million in preceding year to RM390.6 million in current year ended 31 January 2012, which was contributed by higher revenue in ROV services and higher activities in geotechnical services in the year. However the increase in revenue was offset by completion of certain contracts for topside major maintenance and hook-up commissioning in FY2011.

Marine division recorded a turnaround from loss of RM39.0 million in the preceding year compared to profit of RM27.6 million in the current financial year ended 31 January 2012. The improved results were mainly due to completion of prior year's contract and reversal of cost no longer required.

**O&M**

O&M division recorded a 10.5% increase in revenue mainly due to revenue generated from supply of turbo machinery spare parts for gas turbines.

Despite the higher revenue, profit before tax for the division increased by only 0.9% mainly due to lower pricing structure driven by competitive market.

**22. (a) Prospects for the financial year ending 31 January 2013**

As mentioned in Note 15(a), upon the completion of the merger which is expected to be within the financial year ending 31 January 2013, the Directors expect that the Group will contribute positively to the new entity.

**(b) Revenue or profit estimate, forecast, projection or internal targets**

The Company has not provided any revenue or profit estimate, forecast, projection or internal targets in any previous announcement or public document.

**23. Variance of actual profit and forecast/shortfall in profit guarantee**

The Company has not provided any forecast or profit guarantee in any previous announcement or public document.

**24. Dividend**

The Board of Directors does not recommend any dividend for the current quarter under review.

**APPENDIX III: UNAUDITED QUARTERLY REPORT OF SAPURACREST GROUP FOR THE  
YEAR ENDED 31 JANUARY 2012 (cont'd)**

**25. Earnings per share**

	<u>Individual Quarter</u>		<u>Cumulative Quarter</u>	
	3 months to		12 months to	
Basic/diluted	31/01/12	31/01/11	31/01/12	31/01/11
Profit attributable to owners of the Parent (RM'000)	76,515	72,672	310,227	231,445
Number of ordinary shares in issue ('000)	1,276,722	1,276,722	1,276,722	1,276,722
Basic/diluted earnings per share (sen)	<u>5.99</u>	<u>5.69</u>	<u>24.30</u>	<u>18.13</u>

Selangor  
30 March 2012

**By Order of the Board**

Aliza Ashari  
Poh Phei Ling

Company Secretaries

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012**

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**KENCANA PETROLEUM BERHAD**

Company No. 667490-M  
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

QUARTERLY REPORT : FINANCIAL PERIOD ENDED 31 JANUARY 2012  
PERIOD : 1 NOVEMBER 2011 TO 31 JANUARY 2012  
QUARTER : 2<sup>ND</sup> QUARTER  
FINANCIAL YEAR END : 31 JULY 2012  
FIGURES : UNAUDITED

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE FINANCIAL PERIOD ENDED 31 JANUARY 2012**

	2nd Quarter		Cumulative Quarter	
	01.11.2011 to 31.01.2012 RM'000	01.11.2010 to 31.01.2011 RM'000	01.08.2011 to 31.01.2012 RM'000	01.08.2010 to 31.01.2011 RM'000
Revenue	545,787	352,494	1,115,713	689,453
Contract costs	(408,334)	(271,485)	(837,569)	(514,163)
<b>Gross profit</b>	<b>137,453</b>	<b>81,009</b>	<b>278,144</b>	<b>175,290</b>
Depreciation and amortisation	(4,446)	(6,045)	(13,323)	(11,282)
Operating expenses	(31,121)	(15,443)	(58,033)	(38,874)
Other operating income	5,752	6,391	20,155	12,224
<b>Profit from operations</b>	<b>107,638</b>	<b>65,912</b>	<b>226,943</b>	<b>137,358</b>
Interest expense	(3,713)	(4,759)	(21,535)	(8,713)
Interest income	4,403	908	11,362	1,559
Share of results of associates	8	(73)	77	(119)
Share of results of jointly controlled entities	(1)	1	(2)	(2)
<b>Profit before taxation</b>	<b>108,335</b>	<b>61,989</b>	<b>216,845</b>	<b>130,083</b>
Taxation	(21,984)	(11,382)	(46,863)	(27,119)
<b>Net profit for the period</b>	<b>86,351</b>	<b>50,607</b>	<b>169,982</b>	<b>102,964</b>
<b>Other comprehensive income, net of tax</b>				
Foreign currency translation differences for foreign operations	(1,802)	(6,500)	8,953	(6,558)
<b>Total comprehensive income</b>	<b>84,549</b>	<b>44,107</b>	<b>178,935</b>	<b>96,406</b>
<b>Net profit attributable to :</b>				
- Owners of the Company	86,333	50,607	169,880	102,964
- Non-controlling interests	18	-	102	-
<b>Net profit</b>	<b>86,351</b>	<b>50,607</b>	<b>169,982</b>	<b>102,964</b>
<b>Total comprehensive income attributable to:</b>				
- Owners of the Company	84,531	44,107	178,833	96,406
- Non-controlling interests	18	-	102	-
<b>Total comprehensive income</b>	<b>84,549</b>	<b>44,107</b>	<b>178,935</b>	<b>96,406</b>
<b>Earnings per share :</b>				
- basic (sen)	4.33	3.04	8.53	6.20
- diluted (sen)	N/A	2.76	N/A	5.62

\*N/A denotes Not Applicable

*The condensed consolidated income statements should be read in conjunction with the audited financial statements for the year ended 31 July 2011 and the accompanying explanatory notes attached to the interim financial statements.*

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 JANUARY 2012**

	<b>As at 31.01.2012 Unaudited RM'000</b>	<b>As at 31.07.2011 Audited RM'000</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	1,575,322	1,504,004
Intangible assets	572,517	433,063
Investments in associates	2,214	2,137
Investments in a jointly controlled entity	4	6
Deferred tax assets	2,177	2,113
	<u>2,152,234</u>	<u>1,941,323</u>
<b>Current assets</b>		
Inventories	71,901	24,690
Receivables, deposits and prepayments	799,387	482,553
Current tax assets	9,508	11,308
Cash and cash equivalents	711,600	827,810
Assets classified as held for sale	-	13,472
	<u>1,592,396</u>	<u>1,359,833</u>
<b>Total assets</b>	<u><b>3,744,630</b></u>	<u><b>3,301,156</b></u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to owners of the Company</b>		
Share capital	199,317	198,777
Share premium	982,535	973,488
Other reserves	(11,230)	(18,761)
Retained profits	772,230	602,350
	<u>1,942,852</u>	<u>1,755,854</u>
<b>Non-controlling interests</b>	3,071	587
<b>Total equity</b>	<u><b>1,945,923</b></u>	<u><b>1,756,441</b></u>
<b>Non-current liabilities</b>		
Long term borrowings	1,055,587	554,219
Deferred tax liabilities	53,342	44,950
	<u>1,108,929</u>	<u>599,169</u>
<b>Current liabilities</b>		
Short term borrowings	187,183	334,556
Payables and accruals	485,491	599,140
Liabilities held for sale	-	4,348
Tax liabilities	17,104	7,502
<b>Total current liabilities</b>	<u><b>689,778</b></u>	<u><b>945,546</b></u>
<b>Total liabilities</b>	<u><b>1,798,707</b></u>	<u><b>1,544,715</b></u>
<b>Total equity and liabilities</b>	<u><b>3,744,630</b></u>	<u><b>3,301,156</b></u>
<b>Net assets per share (RM)</b>	<u><b>0.97</b></u>	<u><b>0.88</b></u>

Pursuant to the approval of the Proposed Merger by the shareholders of KPB, on 15 December 2011, the assets and liabilities of the Group were classified as Disposal Group held for sale in accordance to FRS 5 - Non-current Asset Held for Sale and Discontinued Operations. Assets & liabilities of the Group are held for sale and are classified as current assets and current liabilities respectively. Please refer to Note B6(c).

*The condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 July 2011 and the accompanying explanatory notes attached to the interim financial statements.*

APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)

KENCANA PETROLEUM BERHAD (667490-M)  
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL PERIOD ENDED 31 JANUARY 2012

	Attributable to owners of the Company							Non-controlling Interests RM'000	Total Equity RM'000
	Share Capital RM'000	Share premium RM'000	Share option reserve RM'000	Translation reserve RM'000	Distributable Retained profits RM'000	Total RM'000			
<b>At 1 August 2010</b>	165,797	197,544	2,561	-	387,588	753,490	1,895	755,385	
Total comprehensive income	-	-	-	(20,183)	223,102	202,919	76	202,995	
Share issued pursuant to private placement	16,670	380,071	-	-	-	396,741	-	396,741	
Shares issued pursuant to the acquisition of a subsidiary	14,925	385,075	-	-	-	400,000	-	400,000	
Share-based payments	-	-	2,709	-	-	2,709	-	2,709	
Share- options lapsed	-	-	(3)	-	3	-	-	-	
Share options exercised	1,385	10,929	(3,845)	-	-	12,314	-	12,314	
Transfer to share premium for share options exercised	-	3,845	-	-	-	(3,976)	-	(3,976)	
Share issue expenses	-	(3,976)	-	-	(8)	(8)	(32)	(40)	
Acquisition of non-controlling interest in a subsidiary	-	-	-	-	-	-	(1,352)	(1,352)	
Disposal of preference shares of a subsidiary	-	-	-	-	(8,335)	(8,335)	-	(8,335)	
Dividend paid	-	-	-	-	-	-	-	-	
<b>At 31 July 2011</b>	<b>198,777</b>	<b>973,488</b>	<b>1,422</b>	<b>(20,183)</b>	<b>602,350</b>	<b>1,755,854</b>	<b>587</b>	<b>1,756,441</b>	
<b>At 1 August 2011</b>	<b>198,777</b>	<b>973,488</b>	<b>1,422</b>	<b>(20,183)</b>	<b>602,350</b>	<b>1,755,854</b>	<b>587</b>	<b>1,756,441</b>	
Total comprehensive income	-	-	-	8,953	169,880	178,833	102	178,935	
Share-based payments	-	-	397	-	-	397	-	397	
Share options exercised	540	7,228	(1,819)	-	-	7,768	-	7,768	
Transfer to share premium for share options exercised	-	1,819	-	-	-	-	-	-	
Acquisition of a subsidiary	-	-	-	-	-	-	2,382	2,382	
<b>At 31 January 2012</b>	<b>199,317</b>	<b>982,535</b>	-	<b>(11,230)</b>	<b>772,230</b>	<b>1,942,852</b>	<b>3,071</b>	<b>1,945,923</b>	

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 July 2011 and the accompanying explanatory notes attached to the interim financial statements.

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE FINANCIAL PERIOD ENDED 31 JANUARY 2012**

	<b>Current Year-to-date 01.08.2011 to 31.01.2012 RM'000</b>	<b>Preceding Year-to-date 01.08.2010 to 31.01.2011 RM'000</b>
<b>Cash flow from operating activities</b>		
Profit before taxation	216,845	130,083
Adjustments for:		
Depreciation of property, plant and equipment	36,516	14,050
Gain on disposal of property, plant and equipment	(546)	-
Property, plant and equipment written off	5	-
Impairment of trade receivables	3,622	-
Interest expense	21,535	8,713
Interest income	(11,362)	(1,559)
Net unrealised gain on foreign exchange	(2,997)	-
Gain on disposal of a subsidiary	(836)	-
Share-based payments	397	1,180
Share of (profit)/loss after tax of associates	(77)	119
Share of loss after tax of a jointly controlled entity	2	2
	<hr/>	<hr/>
<b>Operating profit before changes in working capital</b>	<b>263,104</b>	<b>152,588</b>
Inventories	(47,211)	1,886
Receivables, deposits and prepayments	(308,505)	110,334
Payables and accruals	(120,440)	112,821
	<hr/>	<hr/>
Cash (used in)/generated from operations	(213,052)	377,629
Income taxes paid	(26,894)	(19,640)
Interest paid	(8,735)	(8,713)
	<hr/>	<hr/>
<b>Net cash (used in)/generated from operating activities</b>	<b>(248,681)</b>	<b>349,276</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment	(105,287)	(46,369)
Expenditure on oil and gas properties	(132,232)	-
Proceeds from disposal of property, plant and equipment	1,373	-
Proceeds from disposal of a subsidiary	7,000	-
Acquisition of a subsidiary	(8,458)	(404,766)
Interest received	11,362	1,559
	<hr/>	<hr/>
<b>Net cash used in investing activities</b>	<b>(226,242)</b>	<b>(449,576)</b>
<b>Cash flow from financing activities</b>		
Net proceeds from borrowings	395,469	184,919
Increase in pledged deposits placed with licensed banks	(21,963)	3,399
Proceeds from the exercise of share options	7,768	8,861
	<hr/>	<hr/>
<b>Net cash generated from financing activities</b>	<b>381,274</b>	<b>197,179</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(93,649)</b>	<b>96,879</b>
<b>Cash and cash equivalents as at 1 August</b>	<b>704,895</b>	<b>194,744</b>
	<hr/>	<hr/>
<b>Cash and cash equivalents as at 31 January</b>	<b>611,246</b>	<b>291,623</b>
	<hr/>	<hr/>

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE FINANCIAL PERIOD ENDED 31 JANUARY 2012**

	<b>Current Year-to-date 01.08.2011 to 31.01.2012 RM'000</b>	<b>Preceding Year-to-date 01.08.2010 to 31.01.2011 RM'000</b>
<b>Cash and cash equivalents at end of the financial period comprise the following:</b>		
Cash and bank balances	315,026	237,309
Short term deposits	396,574	79,332
Bank overdraft	<u>(52,523)</u>	<u>(2,784)</u>
	659,077	313,857
Deposits pledged	<u>(47,831)</u>	<u>(22,234)</u>
	<u>611,246</u>	<u>291,623</u>

*The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 July 2011 and the accompanying explanatory notes attached to the interim financial statements.*



**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**PART A: EXPLANATORY NOTES PURSUANT TO FRS 134**

**A1. BASIS OF PREPARATION**

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

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 July 2011. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group.

**A2. CHANGES IN ACCOUNTING POLICIES**

The significant accounting policies adopted are consistent with those adopted for the audited financial statements for the financial year ended 31 July 2011 except for the adoption of the following new FRSS, amendments to standards and IC Interpretations issued by Malaysian Accounting Standards Board ("MASB") that are mandatory for the Group for the financial year beginning 1 August 2011:

- |                                      |   |
|--------------------------------------|---|
| • Amendments to FRS 1                | - First-time Adoption of Financial Reporting Standards – Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters and Additional Exemptions for First Time Adopters |
| • Amendments to FRS 2                | - Share-based Payment: Group Cash-settled Share-based Payment Transactions  |
| • Amendments to FRS 7                | - Improving Disclosures about Financial Instruments   |
| • Amendments to IC Interpretation 14 | - FRS 119 – The Limit on a Defined Benefit Assets, Minimum Funding Requirements and their Interaction   |
| • IC Interpretation 4                | - Determining Whether an Arrangement contains a Lease   |
| • IC Interpretation 18               | - Transfer of Assets from Customers   |
| • IC Interpretation 19               | - Extinguishing Financial Liabilities with Equity Instruments   |
| • FRS 124                            | - Related Party Disclosures (Revised)   |
| • Improvements to FRSS (2010)        |   |

The adoption of the above FRSS, amendments to standards and IC Interpretations do not have a material impact on the interim financial information of the Group.

The Group's financial statements for annual period beginning on 1 August 2012 will be prepared in accordance with the Malaysian Financial Reporting Standards (MFRSs) issued by the MASB and International Financial Reporting Standards (IFRSs).

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**

(Incorporated in Malaysia)

**A3. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS**

The auditors' report on the financial statements of the Company and its subsidiaries for the financial year ended 31 July 2011 were not subject to any qualification.

**A4. SEGMENTAL INFORMATION**

**Operating segments**

The Group has four reportable segments, as described below, which represent the Group's strategic business units. The strategic business units offer different services and are managed separately because they require different technical expertise and marketing strategies as follows:

- Investment Holding
- Engineering, Procurement, Construction (Fabrication), Installation and Commissioning ("EPCIC"), Marine Engineering, Design Engineering and Project Management
- Offshore Drilling and Provision of Marine Transportation and Support Services Including Hook-up and Commissioning ("HUC") and Subsea Services
- Development and Production of Petroleum Resources

For each strategic business units, the Group Chief Executive Officer (the Chief Operating decision maker) reviews internal management reports on at least a quarterly basis.

**Geographical segments**

The Group mainly operates in Malaysia. Accordingly, information by geographical segment is not presented.

Segmental analysis for the current financial period-to-date is as follows:

<b>Business segments</b>	<b>External revenue RM'000</b>	<b>Inter- segment revenue RM'000</b>	<b>Segment results RM'000</b>	<b>Segment assets RM'000</b>
Investment holding	-	5,250	(6,391)	1,764,001
EPCIC, marine engineering, design engineering & project management	714,485	167,343	96,031	1,251,409
Offshore drilling & provision of marine transportation & support services including HUC and subsea services	401,228	265	71,674	1,694,283
Development and production of petroleum resources	-	-	(503)	559,363
<b>Total</b>	<b>1,115,713</b>	<b>172,858</b>	<b>160,811</b>	<b>5,269,056</b>
Elimination	-	(172,858)	9,069	(1,524,426)
<b>Consolidated</b>	<b>1,115,713</b>	<b>-</b>	<b>169,880</b>	<b>3,744,630</b>

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)****KENCANA PETROLEUM BERHAD (667490-M)**

(Incorporated in Malaysia)

**A5. SEASONAL OR CYCLICAL FACTORS**

The Group's operations are not affected by seasonal or cyclical factors except for severe weather conditions for a certain subsidiary of the Group principally involved in the provision of offshore diving and related services, which in Malaysia is more prevalent from November to February.

**A6. UNUSUAL ITEMS DUE TO THEIR NATURE, SIZE OR INCIDENCE**

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

**A7. MATERIAL CHANGES IN ESTIMATES**

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

**A8. DIVIDENDS PAID**

No dividend has been paid in the financial period ended 31 January 2012.

**A9. VALUATION OF PROPERTY, PLANT AND EQUIPMENT**

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

**A10. DEBT AND EQUITY SECURITIES**

During the financial period ended 31 January 2012, the Company issued:

- (i) 575,194 new ordinary shares of RM0.10 each for cash arising from the exercise of ESOS at an exercise price of RM0.84 per ordinary share;
- (ii) 3,671,000 new ordinary shares of RM0.10 each for cash arising from the exercise of ESOS at an exercise price of RM1.27 per ordinary share;
- (iii) 70,000 new ordinary shares of RM0.10 each for cash arising from the exercise of ESOS at an exercise price of RM1.30 per ordinary share;
- (iv) 90,000 new ordinary shares of RM0.10 each for cash arising from the exercise of ESOS at an exercise price of RM1.36 per ordinary share;
- (v) 1,000,000 new ordinary shares of RM0.10 each for cash arising from the exercise of ESOS at an exercise price of RM2.41 per ordinary share; and
- (vi) RM500 million nominal value of Sukuk Mudharabah Programme of up to 15-year tenure of the Sukuk Mudharabah Programme.

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

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
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**A11. CHANGES IN THE COMPOSITION OF THE GROUP**

(a) Proposed Merger

On 11 July 2011, the Company received an offer from Sapura-Kencana Petroleum Berhad ("SKPB") (formerly known as Integral Key Berhad) to acquire the entire business and undertakings of the Company as carried on by the Company, including all its assets and liabilities as at the completion date of the disposal ("Kencana Petroleum Business") for a total consideration of RM5,979,564,078, equivalent to RM3.00 per Kencana Petroleum Share multiplied by the assumed enlarged Kencana Petroleum Shares of 1,993,188,026.

Simultaneously SKPB has made an offer to acquire SapuraCrest Petroleum Berhad ("SapuraCrest")'s entire business and undertakings as carried on by SapuraCrest, including all its assets and liabilities as at the completion date ("SapuraCrest Business") for a total consideration of RM5,872,923,260, equivalent to RM4.60 per ordinary share in SapuraCrest ("SapuraCrest Share") multiplied by SapuraCrest Shares of 1,276,722,448 as at 8 July 2011.

The Proposed Merger of the Kencana Petroleum Business and the SapuraCrest Business will collectively form the merged entity under SKPB.

On 5 August 2011 the Company has accepted the offer by SKPB subject to the terms and conditions of the offer which include obtaining all the requisite approvals.

On 21 November 2011, SC had granted its approval for the Proposed Merger.

An Extraordinary General Meeting ("EGM") was held on 15 December 2011 and the motion on the Proposed Merger was duly passed by the shareholders of the Company.

(b) Disposal of a subsidiary

On 29 August 2011, the Company via Allied Marine & Equipment Sdn Bhd ("AME"), a wholly-owned subsidiary of the Company, had entered into a share sale agreement to dispose of 100% equity interest in Merit Technologies Sdn Bhd ("MTSB") for a total consideration of RM7,000,000. MTSB is principally involved in the trading and supply of protective coating systems.

The disposal was completed on 20 December 2011 following the cessation of MTSB as the subsidiary of AME and Kencana Petroleum.

(c) Acquisition of a subsidiary

On 4 July 2011, the Company via Kencana Torsco Sdn Bhd ("KTC"), a wholly-owned subsidiary of the Company, has entered into an agreement to acquire 60% equity interest in King Hang Engineering Company Limited ("KHE") comprising 3,450,000 ordinary shares of HK\$1.00 each for a purchase consideration of HK\$30,000,000 (equivalent to approximately RM11.9 million). The acquisition was completed on 5 September 2011.

KHE is principally involved in engineering works.

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
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**A11. CHANGES IN THE COMPOSITION OF THE GROUP (CONTINUED)**

(d) Incorporation of a subsidiary

On 10 January 2012, the Company via AME incorporated a wholly-owned subsidiary under the name of AME Robotics Corporation ("AME Robotics") in the Federal Territory of Labuan, with a paid up capital of USD1.00.

The intended principal activity of AME Robotics is leasing of remotely operated vehicles.

Save as disclosed above, there were no changes in the composition of Group during the current quarter and financial period-to-date.

**A12. MATERIAL CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

- (a) Kencana Bestwide Sdn Bhd ("KBW"), a wholly-owned subsidiary of the Company, filed a suit on 15 October 2003 against one of its customers for the sum of RM1,071,899.02 plus interest, being outstanding payment owing to KBW for work done and services rendered by KBW. The Defendant in return, filed a counter-claim for the sum of RM2,122,573.08 plus interest, for damages allegedly suffered. On 29 January 2010, the Court entered judgment against the Defendant as well as dismissing the Defendant's counter claim against KBW with costs. The Defendant filed a notice of appeal to the Court of Appeal on 19 February 2010. On 24 September 2010, KBW filed into Court for writ of seizure and sale and the Court fixed 29 September 2010 for execution of the said writ on the Defendant's property.

On 29 September 2010, KBW proceeded with the execution by way of seizure and sale on the Defendant's property and subsequently the Defendant made payment to KBW on the same day in the sum of RM1,688,373.10 being the judgment sum together with interest. The Defendant's appeal to the Court of Appeal against the judgment has yet to be heard as no hearing date has been fixed by the Court of Appeal to date.

- (b) Allied Support Corporation ("ASC"), an indirect wholly-owned subsidiary of the Company, received an arbitration claim on 31 July 2009 on its failure to take delivery of a pre-ordered crane at a cost of EURO1.25 million. The estimated potential cash outlay, should the award be in favour of the claimant, would be EURO1.125 million plus interest at the rate of 8% per annum together with any costs incurred thereof. A deposit of EURO125,000 had been paid by ASC to the claimant and currently held by a broker in an escrow account. ASC made a counter claim against the claimant on the basis of loss and damage suffered by ASC due to the unsuitability of the crane delivered. The matter is yet to go through the arbitration proceeding.

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

APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)

**KENCANA PETROLEUM BERHAD (667490-M)**  
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**A13. CAPITAL COMMITMENTS**

The amount of commitments for the purchase of property, plant and equipment not provided for in the interim condensed financial statements as at 31 January 2012 were as follows:

	As at 31.01.2012 RM'000
<b>Approved and contracted for</b>	
Property, plant and equipment	443,496
<b>Approved but not contracted for</b>	
Property, plant and equipment	395,915
	<u>839,411</u>

**A14. SUBSEQUENT EVENTS**

(a) Acquisition of an associate

On 15 February 2012, Kencana Petroleum Ventures Sdn Bhd ("KPV"), a wholly-owned subsidiary of the Company, had entered into:

- A share purchase agreement with Petrofac FPSO Holding Limited ("PFHL") and Sapura Energy Ventures Sdn Bhd ("SEVSB"), whereby KPV and SEVSB shall each acquire from PFHL 85,750 ordinary shares of USD1 in Berantai Floating Production Limited ("BFPL"), representing 24.5% equity interest in BFPL for a cash consideration of USD85,750. The cash consideration of USD85,750 was based on the par value of the 85,750 BFPL shares acquired.
- A shareholders' agreement with PFHL, SEVSB and BFPL which will serve to regulate the terms upon which KPV, PFHL, and SEVSB (the "Shareholders") are to deal with their ordinary shares of USD1.00 each in BFPL, the relationships of the Shareholders *inter se*, and the management and conduct of the activities and business of BFPL.
- A loan agreement with BFPL for KPV to provide shareholders' loan to BFPL for BFPL to part finance its investment in the floating production, storage and offloading vessel ("FPSO").

BFPL is a specific purpose vehicle company to hold the FPSO to be provided for the Berantai Field. The intended principal activity of BFPL is ownership and provision of bareboat charter of FPSO.

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

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**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)**A14. SUBSEQUENT EVENTS (CONTINUED)****(b) Incorporation of subsidiaries**

- (i) On 16 February 2012, the Company via Kencana Nautilus Sdn Bhd incorporated a wholly-owned subsidiary under the name of Badang (Labuan) Pte. Ltd. ("Badang Labuan") in the Federal Territory of Labuan, with a paid up capital of USD1.00. The intended principal activity of Badang Labuan is to own and lease offshore support vessels.
- (ii) On 8 March 2012, the Company via Allied Marine & Equipment Sdn Bhd, wholly-owned subsidiary of the Company, has incorporated a wholly-owned subsidiary under the name of Allied Marine & Equipment (Thailand) Ltd ("AME Thailand") in Thailand, with a paid up capital of Baht2,000,000 comprising 20,000 ordinary shares of Baht100 each. The intended activity of AME Thailand is to provide offshore diving and related services.

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

APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)

**KENCANA PETROLEUM BERHAD (667490-M)**  
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**PART B: EXPLANATORY NOTES PURSUANT TO PART A APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

**B1. DETAILED ANALYSIS OF THE PERFORMANCE OF ALL OPERATING SEGMENTS**

(a) EPCIC, Marine Engineering, Design Engineering & Project Management

For the current quarter under review, the abovementioned segment recorded external revenue of RM384.2 million and profit before taxation of RM68.3 million. Compared to the corresponding quarter ended 31 January 2011 of RM299.9 million and RM46.2 million, external revenue and profit before tax had increased by approximately 28.1% and 47.8% respectively in the current quarter.

For the period-to-date under review, the abovementioned segment recorded external revenue of RM714.5 million and profit before taxation of RM131.7 million. Compared to the corresponding period-to-date ended 31 January 2011 of RM574.9 million and RM114.6 million, external revenue and profit before taxation had increased by approximately 24.3% and 14.9% respectively.

The increase in revenue was mainly due to the abovementioned segment securing more new projects, notably fabrication of substructures, fabrication of wellhead platform, fabrication of gas compression module and fabrication and assembly of structures and components. Profit before taxation increased due to higher progress achieved for contracts in hand on the back of bigger order book and better management of relevant costs.

(b) Offshore Drilling & Provision of Marine Transportation & Support Services Including HUC and subsea services

For the current quarter under review, the abovementioned segment recorded external revenue of RM161.6 million and profit before taxation of RM27.0 million. Compared to the corresponding quarter ended 31 January 2011 of RM52.6 million and RM19.2 million, external revenue and profit before tax had increased by approximately 207.2% and 40.6% respectively in the current quarter.

For the period-to-date under review, the abovementioned segment recorded external revenue of RM401.2 million and profit before taxation of RM79.8 million. Compared to the corresponding period-to-date ended 31 January 2011 of RM114.6 million and RM40.5 million, external revenue and profit before taxation had increased by approximately 250.1% and 97.0% respectively.

The increase in revenue was mainly due to the full quarter and period-to-date contribution from one subsidiary, which was acquired in July 2011. With the acquisition of this subsidiary, higher revenue and profit before taxation were generated from the underwater inspection, repair and maintenance services. In addition, the increase was also due to higher utilisation rates for all vessels and additional works orders secured for some projects. The increase in profit before taxation was due to higher progress achieved for contracts in hand on the back of bigger order book and better management of relevant costs.



APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)

**KENCANA PETROLEUM BERHAD (667490-M)**  
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**B1. DETAILED ANALYSIS OF THE PERFORMANCE OF ALL OPERATING SEGMENTS (CONTINUED)**

(c) Investment holding and Development and Production of Petroleum Resources

For the abovementioned segments, profit before taxation for the current quarter under review had gone up by 117.2% at RM0.5 million, as compared to the corresponding quarter ended 31 January 2011 with loss before taxation of RM2.9 million. The increase was mainly due to the interest income earned from the placement with licensed banks.

For the period-to-date under review, the abovementioned segment recorded loss before taxation of RM6.9 million as compared to the corresponding period-to-date ended 31 January 2011 of RM4.6 million. Loss before taxation had increased by approximately 50% due to costs incurred for the on-going merger exercise.

**B2. MATERIAL CHANGES IN THE QUARTERLY RESULTS AS COMPARED TO THE RESULTS OF IMMEDIATE PRECEDING QUARTER**

Profit before taxation for the current quarter under review of RM108.3 million was almost similar to the immediate preceding quarter of RM108.5 million.

**B3. COMMENTARY ON PROSPECTS**

PETRONAS has recently made major oil and gas discoveries offshore Sarawak and Sabah. These discoveries support Malaysian Government's strategy to intensify exploration activities in Malaysia as evidenced by the focus by the Malaysian Government to improve Malaysia's oil and gas production as set out in the Economic Transformation Programme.

In the near term, more exploration wells are expected to be drilled offshore Malaysia by PETRONAS and its production sharing contractors (PSC). These activities, especially if they result in discoveries, are expected to spur business opportunities in the oil and gas industry and will promote upstream investment in the country. Therefore, the Board of Directors believes that capital spending in the upstream oil and gas sector is expected to remain relatively strong.

The Group is also encouraged by its on-going successful joint venture collaboration with Sapura Energy Ventures Sdn Bhd and Petrofac Energy Developments Sdn Bhd on the Berantai oil and gas field project. The Group believes that the Malaysian Government will be announcing more of such development of small and marginal field projects and projects that enhances recovery from existing field which the Group will continue to pursue.

Based on this expectation and the Group's historical good track record, the Group expects the demand for its core business of engineering and fabrication of oil and gas production facilities and other oilfield services to remain encouraging. In addition, the Group's expansion in offshore services is expected to expand the earnings base and profit margin of the Group. The Group is also looking towards expanding its fabrication business in the region.

Barring unforeseen circumstances, the Board of Directors is reasonably confident that the prospect of the Group remains positive.

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
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**B4. PROFIT FORECAST**

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

**B5. TAXATION**

	2 <sup>nd</sup> Quarter		Cumulative Quarter	
	01.11.2011 To 31.01.2012 RM'000	01.11.2010 To 31.01.2011 RM'000	01.08.2011 To 31.01.2012 RM'000	01.08.2010 To 31.01.2011 RM'000
Income tax expense	17,495	11,406	38,436	26,836
Deferred tax expense	4,489	(24)	8,427	283
	<u>21,984</u>	<u>11,382</u>	<u>46,863</u>	<u>27,119</u>

The effective tax rate of the Group for the financial period-to-date is lower than the statutory tax rate mainly due to the reinvestment allowance and lower tax expense resulting from the offshore leasing activities.

**B6. STATUS OF CORPORATE PROPOSALS**

- (a) The Company has on 3 December 2010 and 9 December 2010 announced that it proposed to undertake the following fundraising proposals:
- (i) Proposed issuance of up to RM350 million nominal value of Sukuk Mudharabah ("Sukuk Mudharabah-W") of five (5) years with detachable warrants ("Kencana Petroleum Warrants") on a "bought deal" basis to the primary subscriber ("Proposed Sukuk Mudharabah-W"); and
  - (ii) Proposed offer for sale of the provisional rights to the allotment of the Kencana Petroleum Warrants by the primary subscriber on a renounceable basis at an issue price to be determined later to the shareholders of the Company on the basis of one (1) Kencana Petroleum Warrant for every five (5) Kencana Petroleum Shares ("Proposed Offer for Sale of Warrants"). The exercise price of the Kencana Petroleum Warrants will be based on 10% premium to the five (5)-days volume weighted average market price up to the price-fixing date.

The Company has obtained all the relevant approvals pertaining to the fundraising proposals.

Nevertheless, pursuant to the Proposed Merger (as defined in B6(c) below) offer received from SKPB of which was accepted on 5 August 2011, the Company shall not, without the Integration Committee's prior written approval, permit any change to the capital structure of the Company, other than changes arising from the exercise of ESOS. Pursuant thereto, the Company is not allowed to issue the Kencana Petroleum Warrants.

In view thereof, the Proposed Sukuk Mudharabah-W and the Proposed Offer for Sale of Warrants will be aborted upon completion of the Proposed Merger.

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**KENCANA PETROLEUM BERHAD (667490-M)**  
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**B6. STATUS OF CORPORATE PROPOSALS (CONTINUED)**

- (b) The utilisation status of proceeds of RM396.74 million raised from the Private Placement as at 23 March 2012 (being a date not earlier than 7 days from the date of issue of the quarterly report) is as follows:

No.	Purpose	Actual Utilisation (RM'000)
(i)	Expenses for corporate exercise	16,222
(ii)	Capital expenditure	59,392
(iii)	Working capital	65,234
(iv)	Repayment of bank borrowings	52,300
	Total	193,148

Pursuant to the announcement dated 3 December 2010, the gross proceeds are expected to be utilised for capital expenditure, investment opportunities and business expansion in the oil and gas industry or related industries which have yet to be identified. In addition, the proceeds may also be used for working capital and/or repayment of borrowings as well as to defray estimated expenses in relation to the Fundraising Proposals.

- (c) Proposed Merger

On 11 July 2011 the Company received an offer from SKPB to acquire the entire business of the Company including all its assets and liabilities as at the completion date for a total consideration of RM5,979,564,078 equivalent to RM3.00 per Kencana Petroleum Share ("Proposed Merger"). The consideration shall be satisfied by the issuance of 2,505,437,349 new SKPB Shares at an issue price of RM2.00 per SKPB Share and a cash payment of RM968,689,380 ("Merger Consideration").

On 21 September 2011, the Board resolved that upon completion of the Proposed Merger, the Company shall distribute the Merger Consideration through a capital repayment exercise by way of a capital reduction exercise in accordance with Section 64 of the Companies Act, 1965, under which all Kencana Petroleum Shares will be cancelled with the objective of distributing to the shareholders of the Company their entitlement to the Merger Consideration ("Proposed Capital Reduction and Repayment"). The Proposed Capital Reduction and Repayment would be subject to the Company obtaining all requisite approvals including the sanction of the High Court of Malaya.

Applications to the Security Commission ("SC"), including the SC (Equity Compliance Unit), in relation to the offer, have been submitted on 28 September 2011.

On 21 November 2011, SC had granted its approval for the Proposed Merger.

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THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)

**KENCANA PETROLEUM BERHAD (667490-M)**  
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**B6. STATUS OF CORPORATE PROPOSALS (CONTINUED)**

An Extraordinary General Meeting ("EGM") was held on 15 December 2011 and the motion on the Proposed Merger was duly passed by the shareholders of the Company.

Pursuant to the offer from SKPB to acquire the entire business of the Company, including all its assets and liabilities, the assets and liabilities of the Group have been classified as held for sale as at 31 January 2012 as follows:

	RM'000
<b>Non-current assets</b>	
Property, plant and equipment	1,575,322
Intangible assets	572,517
Investments in associates	2,214
Investments in a jointly controlled entity	4
Deferred tax assets	2,177
<b>Current assets</b>	
Inventories	71,901
Receivables, deposits and prepayments	799,387
Current tax assets	9,508
Cash and cash equivalents	711,600
<b>Total assets classified as held for sale</b>	<u>3,744,630</u>
<b>Non-current liabilities</b>	
Long term borrowings	1,055,587
Deferred tax liabilities	53,342
<b>Current liabilities</b>	
Short term borrowings	187,183
Payables and accruals	485,491
Tax liabilities	17,104
<b>Total liabilities classified as held for sale</b>	<u>1,798,707</u>
<b>Net assets classified as held for sale</b>	<u>1,945,923</u>

Upon the disposal of the Kencana Petroleum Business, the Company shall, subject to obtaining all requisite approvals, distribute the Merger Consideration to the Company's shareholders.

Thereafter, the Company shall issue 2 Kencana Petroleum Shares to SKPB such that the Company will become a wholly-owned subsidiary of SKPB. Upon the completion of the distribution of the Merger Consideration and the issuance of Kencana Petroleum Shares to SKPB, the Company shall then be delisted from the Main Market of Bursa Securities.

Save as disclosed above, there was no other corporate proposal announced but not completed as at 30 March 2012.

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**B7. LOANS AND BORROWINGS**

	<b>As at 31.01.2012 RM'000</b>
<b>Short-term borrowings</b>	
Secured:	
Term loans	86,121
Hire purchase liabilities	11,578
Revolving credits	5,077
Bankers' acceptance	-
Bank overdraft	49,220
Unsecured:	
Bankers' acceptance	1,516
Bank overdraft	3,303
Revolving credits	30,368
	<u>187,183</u>
<b>Long-term borrowings</b>	
Secured:	
Term loans	579,955
Hire purchase liabilities	10,412
Unsecured:	
Islamic bonds	465,220
	<u>1,055,587</u>
<b>Total borrowings</b>	<u>1,242,770</u>

The Group borrowings in RM equivalent are denominated in the following currencies:

	<b>As at 31.01.2012 RM'000</b>
Ringgit Malaysia	843,974
US Dollar	398,796
Total	<u>1,242,770</u>

**B8. CHANGES IN MATERIAL LITIGATION**

As at 30 March 2012, there was no material litigation against the Group, other than those disclosed in Note A12.

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**B9. DIVIDEND PROPOSED**

No interim dividend has been declared for the current quarter under review.

**B10. EARNINGS PER SHARE ("EPS")**

**Basic EPS**

Basic EPS is calculated based on the net profit attributable to owners of the Company and the weighted average number of ordinary shares in issue:

	2 <sup>nd</sup> Quarter		Cumulative Quarter	
	01.11.2011 To 31.01.2012	01.11.2010 To 31.01.2011	01.08.2011 To 31.01.2012	01.08.2010 To 31.01.2011
Net profit attributable to owners of the Company (RM'000)	86,333	50,607	169,880	102,964
Weighted average number of ordinary shares in issue ('000)	1,992,799	1,662,593	1,990,623	1,660,418
Basic EPS (sen)	4.33	3.04	8.53	6.20

**Diluted EPS**

Diluted EPS amount is calculated based on the net profit attributable to owners of the Company and the weighted average number of ordinary shares in issue after adjusting for the dilutive effects of all potential ordinary shares to be issued under the ESOS:

	2 <sup>nd</sup> Quarter		Cumulative Quarter	
	01.11.2011 To 31.01.2012	01.11.2010 To 31.01.2011	01.08.2011 To 31.01.2012	01.08.2010 To 31.01.2011
Net profit attributable to owners of the Company (RM'000)	86,333	50,607	169,880	102,964
Weighted average number of ordinary shares in issue ('000)	1,992,799	1,662,593	1,990,623	1,660,418
- Placement shares ('000)	-	166,698	-	166,698
- Assumed exercise of ESOS ('000)	-	3,994	-	3,994
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	1,992,799	1,833,285	1,990,623	1,831,110
Diluted EPS (sen)	N/A*	2.76	N/A*	5.62

\*No diluted earnings per share due to the expiry of the Company's ESOS scheme on 15 November 2011

APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**B11. NOTES TO THE CONDENSED CONSOLIDATED STATEMENT OF  
COMPREHENSIVE INCOME**

	<b>2<sup>nd</sup> Quarter</b>		<b>Cumulative Quarter</b>	
	<b>01.11.2011 To 31.01.2012 RM'000</b>	<b>01.11.2010 To 31.01.2011 RM'000</b>	<b>01.08.2011 To 31.01.2012 RM'000</b>	<b>01.08.2010 To 31.01.2011 RM'000</b>
Interest income	4,403	908	11,362	1,559
Other income	4,375	6,086	10,503	11,523
Interest expense	(3,713)	(4,759)	(21,535)	(8,713)
Depreciation and amortisation	(12,279)	(7,532)	(36,516)	(14,050)
Provision for and write off of receivables	(2,743)	-	(3,622)	-
Provision for and write off of inventories	-	-	-	-
Gain/(loss) on disposal of quoted or unquoted investment or properties	836	-	836	-
Impairment of assets	-	-	-	-
Realised foreign exchange gain/(loss)	976	(1,398)	4,316	(4,814)
Unrealised foreign exchange gain/(loss)	(2,972)	-	2,997	-
Gain/(loss) on derivatives	-	-	-	-
Exceptional items	-	-	-	-

**APPENDIX IV: UNAUDITED QUARTERLY REPORT OF KENCANA PETROLEUM GROUP FOR  
THE 6 MONTHS PERIOD ENDED 31 JANUARY 2012 (cont'd)**

**KENCANA PETROLEUM BERHAD (667490-M)**  
(Incorporated in Malaysia)

**B12. DISCLOSURE OF REALISED AND UNREALISED PROFITS OR LOSSES**

The following analysis is prepared in accordance with Guidance on Special Matter No.1 (“GSM1”), Determination of Realised and Unrealised Profits or Losses as issued by the Malaysian Institute of Accountants.

	As at 31.01.2012 RM'000	As at 31.10.2011 RM'000
Total retained profits of the Company and its subsidiaries		
- Realised	820,398	726,766
- Unrealised <sup>N1</sup>	<u>(48,168)</u>	<u>(40,869)</u>
Total retained profits of the Group	<u>772,230</u>	<u>685,897</u>

N1 The unrealised retained profits are mainly deferred tax provision, cumulative net gains (but not net losses) arising from remeasurement of assets and liabilities at fair value through profits or losses and translation gains or losses of monetary items denominated in a currency other than the functional currency.

**B13. COMPARATIVE FIGURES**

Comparative figures, where applicable, have been modified to conform to the current quarter presentation.

**B14. AUTHORISED FOR ISSUE**

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Board of Directors dated 30 March 2012.

BY ORDER OF THE BOARD

**Ng Heng Hooi**  
(MAICSA 7048492)  
Company Secretary  
Kuala Lumpur  
30 March 2012