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ICON OFFSHORE BERHAD (Company No. 984830-D)

PROSPECTUS

ICON OFFSHORE

ICON OFFSHORE BERHAD

(Company No. 984830-D)
(Incorporated in Malaysia under the Companies Act, 1965)

PROSPECTUS
This Prospectus is dated
30 MAY 2014

INITIAL PUBLIC OFFERING OF UP TO 510,767,000 ORDINARY SHARES OF RM0.50 EACH IN ICON OFFSHORE BERHAD ("ICON") ("IPO SHARES") IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE 1,177,185,100 ORDINARY SHARES OF RM0.50 EACH IN ICON ("SHARES") ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING AN OFFER FOR SALE OF UP TO 289,022,000 EXISTING SHARES ("OFFER SHARES") AND A PUBLIC ISSUE OF 221,745,000 NEW SHARES ("ISSUE SHARES") INVOLVING:

(I) INSTITUTIONAL OFFERING OF UP TO 460,148,000 IPO SHARES TO BE ALLOCATED IN THE FOLLOWING MANNER:

(A) UP TO 324,772,000 IPO SHARES TO MALAYSIAN AND FOREIGN INSTITUTIONAL AND SELECTED INVESTORS; AND

(B) 135,376,000 ISSUE SHARES TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY,

AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING ("INSTITUTIONAL PRICE"); AND

(II) RETAIL OFFERING OF 50,619,000 ISSUE SHARES TO BE ALLOCATED IN THE FOLLOWING MANNER:

(A) 35,316,000 ISSUE SHARES MADE AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC VIA BALLOTING; AND

(B) 15,303,000 ISSUE SHARES RESERVED FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF ICON AND ITS SUBSIDIARIES ("ICON GROUP") AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF THE ICON GROUP,

AT THE RETAIL PRICE OF RM1.85 PER SHARE ("RETAIL PRICE"), PAYABLE IN FULL UPON APPLICATION AND SUBJECT TO A REFUND OF THE DIFFERENCE BETWEEN THE RETAIL PRICE AND FINAL RETAIL PRICE (AS DEFINED HEREIN) IN THE EVENT THAT THE FINAL RETAIL PRICE IS LESS THAN THE RETAIL PRICE,

SUBJECT TO THE CLAWBACK AND REALLOCATION PROVISIONS AND THE OVER-ALLOTMENT OPTION (AS DEFINED HEREIN). THE FINAL RETAIL PRICE WILL BE EQUIVALENT TO THE LOWER OF: (I) THE RETAIL PRICE; OR (II) THE INSTITUTIONAL PRICE.

Principal Adviser, Joint Global Coordinator, Joint Bookrunner, Managing Underwriter and Joint Underwriter

Maybank Investment Bank Berhad (15938-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Global Coordinators and Joint Bookrunners

BNP Paribas Malaysia Berhad
(Company Registration Number: 918091-T)

Credit Suisse (Singapore) Limited
(Company Registration Number: 197702363D)

Co-Lead Managers and Joint Underwriters

Hong Leong Investment Bank Berhad (10209-W)
(A Participating Organisation of Bursa Malaysia Securities Berhad)
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

RHB Investment Bank Berhad
RHB Investment Bank Berhad (19663-P)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Underwriters

AFFIN Investment Bank Berhad (9999-V)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

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

Kenanga Investment Bank Berhad (15678-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS RELATING TO AN INVESTMENT IN THE SHARES WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, PLEASE REFER TO "RISK FACTORS" IN SECTION 5 OF THIS PROSPECTUS.

LISTING SOUGHT: MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

OUR DIRECTORS, PROMOTERS AND SELLING SHAREHOLDERS (BOTH AS DEFINED HEREIN) HAVE SEEN AND APPROVED THIS PROSPECTUS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS PROSPECTUS. HAVING MADE ALL REASONABLE ENQUIRIES AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THAT THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS WHICH, IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING.

MAYBANK INVESTMENT BANK BERHAD AS THE PRINCIPAL ADVISER, JOINT GLOBAL COORDINATOR, JOINT BOOKRUNNER, MANAGING UNDERWRITER AND JOINT UNDERWRITER FOR OUR INITIAL PUBLIC OFFERING ("**IPO**"), ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING OUR IPO.

THE SECURITIES COMMISSION MALAYSIA ("**SC**") HAS APPROVED OUR IPO AND LISTING (AS DEFINED HEREIN) AND A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. THE APPROVAL AND REGISTRATION OF THIS PROSPECTUS SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS OUR IPO OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE OR OPINION EXPRESSED OR REPORT EXPRESSED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF OUR SHARES BEING OFFERED FOR INVESTMENT.

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

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF OUR IPO AND AN INVESTMENT IN OUR SHARES. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS BEFORE APPLYING FOR OUR SHARES.

OUR COMPANY HAS OBTAINED THE APPROVAL OF BURSA MALAYSIA SECURITIES BERHAD ("**BURSA SECURITIES**") FOR THE LISTING OF AND QUOTATION FOR OUR SHARES ON THE MAIN MARKET OF BURSA SECURITIES. OUR ADMISSION TO THE OFFICIAL LIST OF THE MAIN MARKET OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR IPO, OUR COMPANY OR OUR SHARES.

A COPY OF THIS PROSPECTUS, TOGETHER WITH THE ACCOMPANYING APPLICATION FORMS, HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES, MALAYSIA WHO TAKES NO RESPONSIBILITY FOR THEIR CONTENTS.

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT, 2007 ("**CMSA**").

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING OUR IPO FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CMSA, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

OUR SHARES ARE CLASSIFIED AS SHARIAH-COMPLIANT BY THE SHARIAH ADVISORY COUNCIL OF THE SC ("**SAC**") BASED ON OUR LATEST AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013 AND THIS CLASSIFICATION REMAINS VALID FROM THE DATE OF ISSUE OF THIS PROSPECTUS UNTIL THE NEXT SHARIAH COMPLIANCE REVIEW UNDERTAKEN BY THE SAC. UPDATES ON THE CLASSIFICATION WILL BE RELEASED IN THE UPDATED LIST OF SHARIAH-COMPLIANT SECURITIES ON THE LAST FRIDAY OF MAY AND NOVEMBER OF EACH YEAR.

YOU SHOULD NOTE THAT THE AGREEMENT BY THE MANAGING UNDERWRITER AND JOINT UNDERWRITERS NAMED IN THIS PROSPECTUS TO UNDERWRITE OUR SHARES UNDER THE RETAIL OFFERING IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR SHARES BEING OFFERED.

THE DISTRIBUTION OF THIS PROSPECTUS AND OUR IPO ARE SUBJECT TO THE LAWS OF MALAYSIA. THIS PROSPECTUS WILL NOT BE DISTRIBUTED OUTSIDE MALAYSIA. OUR COMPANY, PROMOTERS, SELLING SHAREHOLDERS, PRINCIPAL ADVISER, JOINT GLOBAL COORDINATORS, JOINT BOOKRUNNERS, MANAGING UNDERWRITER, CO-LEAD MANAGERS AND JOINT UNDERWRITERS NAMED IN THIS PROSPECTUS HAVE NOT AUTHORISED AND TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE MALAYSIA. NO ACTION HAS BEEN TAKEN TO PERMIT ANY OFFERING OF OUR SHARES BASED ON THIS PROSPECTUS IN ANY JURISDICTION OTHER THAN MALAYSIA. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF AND DOES NOT CONSTITUTE AN OFFER FOR SUBSCRIPTION OR PURCHASE OR INVITATION TO SUBSCRIBE FOR OR PURCHASE SHARES OFFERED UNDER OUR IPO IN ANY JURISDICTION OR IN ANY CIRCUMSTANCE IN WHICH SUCH AN OFFER IS NOT AUTHORISED OR LAWFUL OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THIS PROSPECTUS AND THE SALE OF OUR SHARES OFFERED UNDER OUR IPO IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. PROSPECTIVE INVESTORS WHO MAY BE IN POSSESSION OF THIS PROSPECTUS ARE REQUIRED TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTIONS.

THIS PROSPECTUS IS PUBLISHED SOLELY IN CONNECTION WITH OUR IPO. OUR SHARES BEING OFFERED IN OUR IPO ARE OFFERED SOLELY ON THE BASIS OF THE INFORMATION CONTAINED AND REPRESENTATIONS MADE IN THIS PROSPECTUS. OUR COMPANY, PROMOTERS, SELLING SHAREHOLDERS, PRINCIPAL ADVISER, JOINT GLOBAL COORDINATORS, JOINT BOOKRUNNERS, MANAGING UNDERWRITER, CO-LEAD MANAGERS AND JOINT UNDERWRITERS HAVE NOT AUTHORISED ANYONE TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS. ANY INFORMATION OR REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY OUR COMPANY, PROMOTERS, SELLING SHAREHOLDERS, PRINCIPAL ADVISER, JOINT GLOBAL COORDINATORS, JOINT BOOKRUNNERS, MANAGING UNDERWRITER, CO-LEAD MANAGERS AND JOINT UNDERWRITERS OR ANY OF THEIR RESPECTIVE DIRECTORS OR ANY OTHER PERSONS INVOLVED IN OUR IPO.

THIS PROSPECTUS CAN BE VIEWED OR DOWNLOADED FROM THE WEBSITE OF BURSA MALAYSIA BERHAD AT www.bursamalaysia.com.

THIS PROSPECTUS HAS BEEN PREPARED IN THE CONTEXT OF AN IPO UNDER THE LAWS OF MALAYSIA. IT DOES NOT COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR BY ANY REGULATORY AUTHORITY OF ANY JURISDICTION OTHER THAN MALAYSIA.

OUR SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES OF AMERICA ("**US**") SECURITIES ACT OF 1933, AS AMENDED ("**US SECURITIES ACT**"), AND MAY NOT BE OFFERED, SOLD, PLEDGED OR TRANSFERRED WITHIN OR INTO THE US, EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT OR AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. OUR SHARES ARE BEING OFFERED AND SOLD TO INVESTORS OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S UNDER THE US SECURITIES ACT.

OUR SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE US OR ANY OTHER US REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF OUR IPO OR THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE US.

ELECTRONIC PROSPECTUS

THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME. YOU MAY VIEW A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITES OF MALAYAN BANKING BERHAD AT www.maybank2u.com.my, AFFIN BANK BERHAD AT www.affinOnline.com, CIMB BANK BERHAD AT www.cimbclicks.com.my, CIMB INVESTMENT BANK BERHAD AT www.eipocimb.com, PUBLIC BANK BERHAD AT www.pbebank.com AND RHB BANK BERHAD AT www.rhb.com.my.

THE INTERNET IS NOT A FULLY SECURE MEDIUM. YOUR INTERNET SHARE APPLICATION MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS (AS DEFINED HEREIN). THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS. IF YOU DOUBT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM OUR COMPANY OR THE ISSUING HOUSE, MALAYSIAN ISSUING HOUSE SDN. BHD., A PAPER OR PRINTED COPY OF THIS PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER OR PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER OR PRINTED COPY OF THIS PROSPECTUS WHICH ARE IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "**THIRD PARTY INTERNET SITES**"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:

(I) WE DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, WE ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;

(II) WE ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY TERMS OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, FILE OR OTHER MATERIAL PROVIDED IN THIRD PARTY INTERNET SITES; AND

(III) ANY DATA, FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEMS OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, FILE OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, YOU ARE ADVISED THAT:

(I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES;

(II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF AN ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURE MEDIUM; AND

(III) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, THAT YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON YOUR OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OR OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative dates:

Event	Date
Opening of the Institutional Offering[1]	30 May 2014
Issuance of Prospectus/Opening of the Retail Offering	10.00 a.m., 30 May 2014
Closing of the Retail Offering	5.00 p.m., 6 June 2014
Closing of the Institutional Offering	9 June 2014
Price Determination Date	10 June 2014
Balloting of applications for the Issue Shares under the Retail Offering	10 June 2014
Allotment/Transfer of the IPO Shares to successful applicants	23 June 2014
Listing	25 June 2014

Note:

(1) *Other than the Institutional Offering to the Cornerstone Investors. The master cornerstone placing agreement for the acquisition of the IPO Shares by the Cornerstone Investors was entered into on 22 May 2014.*

The Institutional Offering will close on the date stated above or such other date or dates as our Directors, Selling Shareholders and Joint Global Coordinators may decide in their absolute discretion. The Retail Offering will close at the time and on the date stated above or such other date or dates as our Directors and the Managing Underwriter may decide in their absolute discretion.

In the event that the closing date and/or time of either the Institutional Offering or Retail Offering is extended, the Price Determination Date, the dates for the balloting of applications for the Issue Shares under the Retail Offering and allotment/transfer of the IPO Shares to successful applicants and our Listing may be extended accordingly. Any extension will be announced in widely circulated Bahasa Malaysia and English daily newspapers within Malaysia.

All defined terms used in this Prospectus are defined under "Presentation of Financial and Other Information" and "Definitions" commencing from pages ix and xiii respectively.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to "our Company" or "ICON" in this Prospectus are to Icon Offshore Berhad. All references to "our Group" or "ICON Group" in this Prospectus are to our Company and our subsidiaries taken as a whole. References to "we", "us", "our" and "ourselves" are to our Company and/or our subsidiaries, save where the context otherwise requires.

Unless the context otherwise requires, all references to "management" are to our executive Director and key management personnel as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Company.

All references to the "Selling Shareholders" are to Hallmark, SFSB, Dr. Jamal bin Yusof @ Gordon Duclos and Rahman bin Yusof and all references to the "Promoters" are to ECSB, Hallmark and Dr. Jamal bin Yusof @ Gordon Duclos, collectively or individually (as the context may require).

All references to "you" are to our prospective investors.

All references to the "Government" are to the Government of Malaysia and references to "RM" and "sen" are to the lawful currency of Malaysia. Any discrepancies in the tables included in this Prospectus between the amounts listed and the totals of such amounts are due to rounding. Other abbreviations used in this Prospectus are defined in the "Definitions" section appearing on page xiii of this Prospectus. Certain acronyms and technical terms used are defined in the "Glossary of Technical Terms" appearing on page xxiii of this Prospectus. Words denoting the singular only shall include the plural, and vice versa. Words denoting the masculine gender includes, where applicable, the female gender, and vice versa. References to persons include companies and corporations.

All references to "the fleet available for charter by our Group" are to the 30 vessels that we own, one AHTS on a bareboat charter to us which we expect to acquire by early June 2014 but is currently used as forerunner vessel for one of our long-term charter contracts and one AWB on a bareboat charter to us which we expect to acquire by end June 2014.

Any reference to any provisions of the statutes, rules, regulations, enactments or rules of stock exchange shall (where the context admits), be construed as a reference to provisions of such statutes, rules, regulations, enactments or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the statutes, rules, regulations, enactments or rules of stock exchange for the time being in force.

All references to dates and times are references to dates and times in Malaysia, unless otherwise stated.

The information on our website or any website directly or indirectly linked to such website is not incorporated by reference into this Prospectus and should not be relied upon for the purposes of your decision whether or not to invest in our Shares.

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This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate and our estimated market share in the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is acknowledged in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us. In particular, certain information in this Prospectus is extracted or derived from the Infield Report prepared by Infield Systems Limited as set out in Section 8 of this Prospectus. We believe that the statistical data and projections cited in this Prospectus are useful in helping you understand the major trends in the industry in which we operate. However, we, the Promoters, Selling Shareholders, Principal Adviser, Joint Global Coordinators, Joint Bookrunners, Managing Underwriter, Co-Lead Managers and Joint Underwriters and their respective advisers have not independently verified these data and projections. Neither we nor the Promoters, Selling Shareholders, Principal Adviser, Joint Global Coordinators, Joint Bookrunners, Managing Underwriter, Co-Lead Managers or Joint Underwriters make any representation as to the correctness, accuracy or completeness of such data and projections cited in this Prospectus and accordingly, you should not place undue reliance on the statistical data and projections cited in this Prospectus.

Similarly, third-party projections are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. No assurance is or can be given that the projected figures will be achieved and accordingly, you should not place undue reliance on the third-party projections cited in this Prospectus.

EBITDA, Adjusted EBITDA, adjusted profit from operations, adjusted profit before taxation and adjusted profit after taxation as well as the related ratios presented in this Prospectus are supplemental measures of our performance, liquidity and/or profitability which are not required by or presented in accordance with the MFRS and IFRS. As such, the measures are susceptible to varying calculations and may not be comparable to similarly titled measures presented by other companies. We encourage investors and others to review our financial information in its entirety and not rely on a single financial measure.

We believe that EBITDA and Adjusted EBITDA may facilitate comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (such as the impact of changes in effective tax rates), and the depreciation and amortisation of assets and in the case of Adjusted EBITDA, also certain exceptional items where, in our case, these are items arising from the Strategic Consolidation and the review of our business plan in consequence of the Strategic Consolidation. EBITDA and Adjusted EBITDA have been presented because we believe they are frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of which present such non-MFRS and non-IFRS financial measure when reporting their results. Finally, EBITDA and Adjusted EBITDA are presented as supplemental measures of our ability to service debt. Nevertheless, EBITDA and Adjusted EBITDA have limitations as analytical tools, and potential investors should not consider them in isolation from, or as substitutes for, analysis of our financial condition or results of operations, as reported under the MFRS and IFRS. Due to these limitations, EBITDA and Adjusted EBITDA should not be considered as measures of discretionary cash available to invest in the growth of our business.

We also believe that adjusted profit from operations, adjusted profit before taxation and adjusted profit after taxation may facilitate comparisons of profitability from period to period and company to company by eliminating potential differences caused by certain exceptional items where, in our case, these are items arising from (i) the Strategic Consolidation and review of our business plan in consequence of the Strategic Consolidation; (ii) the Internal Reorganisation; and (iii) the mandatory conversion of the RCPS-i on 23 May 2014 following the receipt of all approvals from the relevant authorities for our IPO and Listing.

Please refer to Section 7.4 of this Prospectus for further information on the Strategic Consolidation and the Internal Reorganisation, as well as Section 12.2.6 of this Prospectus for further information on the Adjusted EBITDA, adjusted profit from operations, adjusted profit before taxation and adjusted profit after taxation.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, prospects, plans and objectives of our Company for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results to be materially different from any future result, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Forward-looking statements can be identified by the use of forward-looking terminologies such as the words "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast", "projection" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

(i) our future overall business development and operations;

(ii) our future financial performance;

(iii) potential growth opportunities;

(iv) our future plans and strategies;

(v) competitive position and effects of competition;

(vi) the general industry environment, including the demand and supply for offshore services in the countries in which we operate or may operate; and

(vii) the regulatory environment and the effects of future regulations.

Actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors, including, without limitation:

(i) fluctuations in global energy demand and oil prices;

(ii) the general state of, as well as the global demand and supply drivers in the offshore oil and gas industry;

(iii) continued availability of capital and financing;

(iv) interest rates and foreign exchange rates;

(v) fixed and contingent obligations and commitments;

(vi) the competitive environment of our industry;

(vii) the activities and financial position of our customers, suppliers and other business partners;

(viii) the general economic and business conditions;

(ix) delays, shortages in skilled and unskilled resources or other changes that impact the execution of our expansion plans;

(x) significant capital expenditure requirements;

(xi) future regulatory or government policy changes affecting us or the countries in which we operate or may operate;

(xii) liability for remedial actions under environmental and/or health and safety regulations;

(xiii) the cost and availability of adequate insurance coverage; and

(xiv) other factors beyond our control.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed elsewhere in Section 5 of this Prospectus on "Risk Factors" and Section 12.2 of this Prospectus on "Management's discussion and analysis of financial condition, results of operations and prospects". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the LPD. Save as required by Section 238(1) of the CMSA and Paragraph 1.02 of Chapter 1 of Division 6 of the Prospectus Guidelines (Supplementary and Replacement Prospectus), we expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statements contained in this Prospectus to reflect any change in our expectations with regard to such statement or any change in events, conditions or circumstances on which any such statement is based.

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DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

1Q	:	First quarter
2Q	:	Second quarter
3Q	:	Third quarter
4Q	:	Fourth quarter
Acquisition of ICON Fleet	:	Acquisition of 82.5% equity interest in ICON Fleet by Hallmark as described in Section 7.4 of this Prospectus
Acquisition of ICON Ship	:	Acquisition of the entire issued and paid-up share capital of ICON Ship by our Company as described in Section 7.4 of this Prospectus
Act	:	Companies Act, 1965
ADA	:	Authorised Depository Agent
Adjusted EBITDA	:	Earnings before interest, taxation, depreciation and amortisation, after excluding certain exceptional items such as gain on disposal of non-OSV and impairment of assets arising from the Strategic Consolidation and review of our business plan in consequence of the Strategic Consolidation
Admission	:	Admission of our Shares to the Official List of the Main Market of Bursa Securities
AFFIN	:	AFFIN Investment Bank Berhad
AGM	:	Annual general meeting
Application Form	:	Application form for the application of the Issue Shares under the Retail Offering accompanying this Prospectus
Articles	:	Articles of Association of our Company
ATM	:	Automated teller machine
BIMCO	:	The Baltic and International Maritime Council
BNM	:	Bank Negara Malaysia
BNP Paribas	:	BNP Paribas Malaysia Berhad
Board	:	Board of Directors of our Company
Bumiputera	:	In the context of individuals, Malays, aborigines and the natives of Sabah and Sarawak as specified in the Federal Constitution of Malaysia
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd.
Bursa Securities	:	Bursa Malaysia Securities Berhad

By-Laws	:	The terms and conditions governing the ESS as amended from time to time
CAGR	:	Compounded annual growth rate
CCC	:	Certificate of completion and compliance
CDS	:	Central Depository System
CIMB	:	CIMB Investment Bank Berhad
CMSA	:	Capital Markets and Services Act, 2007
Co-Lead Managers	:	Collectively, Hong Leong and RHB IB
Conversion of RCPS-i	:	Conversion of all the outstanding 220,000,000 RCPS-i into 440,000,000 new ICON Shares on 23 May 2014 at a conversion ratio of one RCPS-i for two new ICON Shares after the Subdivision of Shares
Cornerstone Investors	:	Collectively, the following parties: (i) AIA Berhad.; (ii) Hwang Investment Management Berhad; (iii) JF Asset Management Limited; (iv) Lembaga Tabung Haji; (v) Maybank Asset Management Sdn. Bhd.; (vi) Nomura Asset Management Sdn. Bhd.; (vii) Permodalan Nasional Berhad; (viii) Tan Sri Dato' Chua Ma Yu; and (ix) UOB Asset Management (Malaysia) Bhd.
CPOC	:	Carigali-PTTEPI Operating Company Sdn. Bhd.
Credit Suisse	:	Credit Suisse (Singapore) Limited
Directors	:	Directors of our Company
DOE	:	Department of Environment of Malaysia
E-Cap 1	:	E-Cap (Internal) One Sdn. Bhd.
E-Cap 2	:	E-Cap (Internal) Two Sdn. Bhd.
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
ECSB	:	Ekuinas Capital Sdn. Bhd.
Ekuinas	:	Ekuiti Nasional Berhad

Electronic Share Application	:	Application for the Issue Shares under the Retail Offering through a Participating Financial Institution's ATM
Eligible Employees	:	Employees (excluding Eligible Senior Management Employee) of any corporation within our Group who meet the condition and criteria of eligibility for participation in the ESOS as determined by the ESS Committee
Eligible Persons	:	Collectively, the eligible Directors and employees of our Group and persons who have contributed to the success of our Group
Eligible Senior Management Employee	:	An executive Director or senior management employees of our Group who meet the condition and criteria of eligibility for participation in the ESGP as determined by the ESS Committee
EPS	:	Earnings per share
EQA	:	Environmental Quality Act, 1974
Equity Guidelines	:	Equity Guidelines issued by the SC
ESGP	:	Employees' share grant plan for the grant of ESGP Shares to our Eligible Senior Management Employee
ESGP Shares	:	Shares to be issued and/or transferred pursuant to the ESGP
ESOS	:	Employees' share option scheme for the grant of ESOS Options to our Eligible Employees
ESOS Options	:	An option contract between our Company and the relevant holder of the offer made under the ESOS, the exercise of which may be conditional or unconditional, as determined by the ESS Committee
ESS	:	Employees' share scheme comprising the ESOS and ESGP as described in Section 4.5 of this Prospectus
ESS Committee	:	The committee comprising such persons as may be appointed by our Board to implement and administer the ESS in accordance with the By-Laws
Exxonmobil	:	Exxon Mobil Corporation
Exxonmobil Malaysia	:	Exxon Mobil Exploration & Production Malaysia Inc.
Final Retail Price	:	Final price per Issue Share to be paid by investors pursuant to the Retail Offering, equivalent to the Retail Price or the Institutional Price, whichever is lower, to be determined on the Price Determination Date
FOB SWATH	:	FOB SWATH Malaysia AS
GATS	:	General Agreement on Trade in Services
GMV	:	GMV-Omni Sdn. Bhd.

Government	:	Government of Malaysia
Hallmark	:	Hallmark Odyssey Sdn. Bhd.
Hong Leong	:	Hong Leong Investment Bank Berhad
ICON or Company	:	Icon Offshore Berhad
ICON Fleet Group	:	Collectively, ICON Fleet and its subsidiaries
ICON Group or Group	:	Collectively, ICON and its subsidiaries
ICON Shares or Shares	:	Ordinary shares of RM0.50 each in our Company
IFRS	:	International Financial Reporting Standards
IMTC	:	ICON Maritime Training Centre
Infield	:	Infield Systems Limited
Infield Report	:	Independent market research report dated 26 May 2014 prepared by Infield
Institutional Offering	:	Offering of up to 460,148,000 IPO Shares at the Institutional Price, subject to clawback and reallocation provisions and the Over-allotment Option, to be allocated in the following manner: (i) up to 324,772,000 IPO Shares to the following: (a) Malaysian institutional and selected investors (other than Bumiputera investors approved by the MITI); and (b) foreign institutional and selected investors outside the United States in reliance on Regulation S; and (ii) 135,376,000 Issue Shares to Bumiputera investors approved by the MITI
Institutional Price	:	Price per IPO Share to be paid by investors pursuant to the Institutional Offering which will be determined on the Price Determination Date by way of bookbuilding
Internal Reorganisation	:	Internal reorganisation to streamline our subsidiaries into three main core business functions such that ICON OGSB holds our PETRONAS licence and charter contracts, ICON Ship undertakes our ship management services and ICON Fleet serves as the holding company of our various vessel owning companies, as described in Section 7.4 of this Prospectus
Internet Participating Financial Institution	:	A participating financial institution for the Internet Share Application
Internet Share Application	:	Application for the Issue Shares under the Retail Offering through an Internet Participating Financial Institution

IPO	:	Initial public offering of up to 510,767,000 IPO Shares
IPO Shares	:	Collectively, the Offer Shares and Issue Shares
Issue Shares	:	New Shares to be issued pursuant to our Public Issue
Issuing House or MIH	:	Malaysian Issuing House Sdn. Bhd.
IT	:	Information technology
ITA	:	Income Tax Act, 1967
Joint Bookrunners	:	Collectively, Maybank IB, Credit Suisse and BNP Paribas
Joint Global Coordinators	:	Collectively, Maybank IB, Credit Suisse and BNP Paribas
Joint Underwriters	:	Collectively, Maybank IB, AFFIN, CIMB, Hong Leong, KIBB and RHB IB
KIBB	:	Kenanga Investment Bank Berhad
KLIBOR	:	Kuala Lumpur Interbank Offered Rate
Labuan	:	Federal Territory of Labuan
Labuan Act	:	Labuan Companies Act, 1990
LBATA	:	Labuan Business Activity Tax Act, 1990
LFSA	:	Labuan Financial Services Authority
LFSSA	:	Labuan Financial Services and Securities Act, 2010
Libra	:	Libra Perfex Precision Sdn. Bhd.
Listing	:	Listing of and quotation for our entire enlarged issued and paid-up share capital on the Main Market of Bursa Securities
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	30 April 2014, being the last practicable date prior to the registration of this Prospectus with the SC
Maersk	:	Maersk Oil Qatar
Managing Underwriter	:	Maybank IB
Marine Department	:	Marine Department Malaysia
Market Day	:	A day on which Bursa Securities is open for trading in securities
Maybank IB	:	Maybank Investment Bank Berhad
MCCG 2012	:	Malaysian Code on Corporate Governance, 2012
Memorandum	:	Memorandum of Association

Merger	:	The merger of ICON Ship and the ICON Fleet Group, under ICON as described in Section 7.4 of this Prospectus
MFRS	:	Malaysian Financial Reporting Standards
MITI	:	Ministry of International Trade and Industry
MSO	:	Merchant Shipping Ordinance, 1952
N/A	:	Not applicable
NBV	:	Net book value
Odfjell	:	Odfjell Eiendom AS
Offer for Sale	:	Offer for sale of up to 289,022,000 Offer Shares by the Selling Shareholders at the Institutional Price
Offer Shares	:	Existing Shares to be offered by the Selling Shareholders pursuant to the Offer for Sale
Official List	:	A list specifying all securities which have been admitted for listing on Bursa Securities and not removed
OMNI	:	Omni Petromaritime Sdn. Bhd. *(now known as ICON Fleet)*
OPEC	:	Organisation of Petroleum Exporting Countries
OSHA	:	Occupational Safety and Health Act, 1994
Over-allotment Option	:	Over-allotment option that may be granted by Hallmark, who is one of the Selling Shareholders, to the Stabilising Manager (on behalf of the Placement Manager(s))
Participating Financial Institution	:	Participating financial institution for the Electronic Share Application
PDA	:	Petroleum Development Act, 1974
PETRONAS	:	Petroliam Nasional Berhad
PETRONAS Carigali	:	PETRONAS Carigali Sdn. Bhd.
Placement Agreement	:	The placement agreement to be entered into between our Company, the Selling Shareholders and the Placement Managers in respect of such number of Shares to be offered under the Institutional Offering
Placement Managers	:	Collectively, Maybank IB, BNP Paribas, Credit Suisse, Hong Leong and RHB IB
PR	:	Petroleum Regulations, 1974
Price Determination Date	:	Date on which the Institutional Price and Final Retail Price will be determined
Principal Adviser	:	Maybank IB

Profit rate	:	The equivalent of interest on debt instrument based on the Shariah principles
Promoters	:	Collectively, ECSB, Hallmark and Dr. Jamal bin Yusof @ Gordon Duclos
Prospectus Guidelines	:	Prospectus Guidelines issued by the SC
PTSC	:	PetroVietnam Technical Services Corporation
Public Issue	:	Public issue of 221,745,000 Issue Shares by our Company at the Retail Price
RCPS-i	:	Islamic redeemable convertible preference shares of RM0.01 each in our Company
RCCPS	:	Redeemable cumulative convertible preference shares Series A of par value RM0.10 each in ICON Fleet
RCCSLS	:	RM17,000,000 nominal value of redeemable cumulative convertible secured loan stock and RM15,000,000 nominal value of redeemable cumulative convertible secured loan stock (Series B) in ICON Fleet
Recognised Organisations	:	Recognised classification body as appointed pursuant to the MSO
Regulation S	:	Regulation S under the US Securities Act
Reporting Accountants	:	PricewaterhouseCoopers
Retail Offering	:	Offering of 50,619,000 Issue Shares at the Retail Price, subject to clawback and reallocation provisions, to be allocated in the following manner: (i) 35,316,000 Issue Shares made available for application by the Malaysian public via balloting; and (ii) 15,303,000 Issue Shares reserved for application by the Eligible Persons
Retail Price	:	Initial price of RM1.85 per Issue Share payable in full upon application and subject to refund of the difference between the Retail Price and Final Retail Price in the event that the Final Retail Price is less than the Retail Price, the details of which are set out in Section 4.6 of this Prospectus
Retail Underwriting Agreement	:	Retail underwriting agreement dated 26 May 2014 between our Company, the Managing Underwriter and Joint Underwriters in relation to the underwriting of the Issue Shares under the Retail Offering
RHB IB	:	RHB Investment Bank Berhad
RMC	:	Royal Malaysian Customs
ROC	:	Registrar of Companies, Malaysia

DEFINITIONS *(Cont'd)*

Rules of Bursa Depository	:	The rules of Bursa Depository as issued pursuant to the SICDA
SAC	:	Shariah Advisory Council of the SC
SC	:	Securities Commission Malaysia
Selling Shareholders	:	Collectively, Hallmark, SFSB, Dr. Jamal bin Yusof @ Gordon Duclos and Rahman bin Yusof
SFSB	:	Sempena Fokus Sdn. Bhd.
Share Lending Agreement	:	The agreement to be entered into by Hallmark, as one of the Selling Shareholders and the Stabilising Manager under which Hallmark will lend Shares to the Stabilising Manager to cover over-allotments, if any, under the Over-allotment Option
Shell	:	Royal Dutch Shell plc
SICDA	:	Securities Industry (Central Depositories) Act, 1991
Stabilising Manager	:	Maybank IB
Strategic Consolidation	:	Collectively, Acquisition of ICON Ship, Acquisition of ICON Fleet and Merger
Subdivision of Shares	:	Subdivision of every one existing ordinary share of RM1.00 each in our Company into two ordinary shares of RM0.50 each in our Company
Surveyor-General of Ships	:	Surveyor-General of Ships as appointed pursuant to the MSO
Tanjung Offshore	:	Tanjung Offshore Berhad
TH	:	Lembaga Tabung Haji
TKS	:	Tanjung Kapal Services Sdn. Bhd. *(now known as ICON Ship)*
TLO	:	TL Offshore Sdn. Bhd.
TOS	:	Tanjung Offshore Services Sdn. Bhd.
Trustee	:	Maybank Trustees Berhad
US Securities Act	:	United States Securities Act of 1933
YEN	:	Yayasan Ekuiti Nasional

COUNTRIES

U.A.E.	:	United Arab Emirates
UK	:	United Kingdom
US or United States	:	The United States of America

CURRENCIES

RM and sen	:	Ringgit Malaysia and sen
USD	:	United States Dollar

SUBSIDIARIES

ICON Aliza	:	Icon Aliza (L) Inc.
ICON Andra	:	Icon Andra (L) Inc.
ICON Astrid	:	Icon Astrid (L) Inc.
ICON Azra	:	Icon Azra (L) Inc. *(formerly known as OMNI Voyager (L) Inc.)*
ICON Biru 1	:	Icon Biru 1 (L) Inc.
ICON Biru 2	:	Icon Biru 2 (L) Inc.
ICON Corridor	:	Icon Corridor (L) Inc.
ICON Dahan 1	:	Icon Dahan 1 (L) Inc.
ICON Dahan 2	:	Icon Dahan 2 (L) Inc.
ICON Dawai	:	Icon Dawai (L) Inc.
ICON Explorer	:	Icon Explorer (L) Inc.
ICON Fleet	:	Icon Fleet Sdn. Bhd.
ICON-FOB	:	Icon-FOB Holdings (L) Inc.
ICON-FOB 1	:	Icon-FOB 1 (L) Inc.
ICON Gaya	:	Icon Gaya (L) Inc.
ICON Huma	:	Icon Huma (L) Inc.
ICON Ikhlas	:	Icon Ikhlas (L) Inc.
ICON Kayra	:	Icon Kayra (L) Inc.
ICON Lotus	:	Icon Lotus (L) Inc.

SUBSIDIARIES *(Cont'd)*

ICON Maritime	:	Icon Maritime Training Centre Sdn. Bhd. (*formerly known as OMNI Technologies Sdn. Bhd.*)
ICON Ocean	:	Icon Ocean (L) Inc.
ICON OGSB	:	Icon Offshore Group Sdn. Bhd.
ICON Piai 1	:	Icon Piai 1 (L) Inc.
ICON Piai 2	:	Icon Piai 2 (L) Inc.
ICON Pinang 1	:	Icon Pinang 1 (L) Inc.
ICON Pinang 2	:	Icon Pinang 2 (L) Inc.
ICON Pinang 3	:	Icon Pinang 3 (L) Inc.
ICON Pinang 4	:	Icon Pinang 4 (L) Inc.
ICON Pioneer	:	Icon Pioneer (L) Inc.
ICON Puteri 1	:	Icon Puteri 1 (L) Inc.
ICON Puteri 2	:	Icon Puteri 2 (L) Inc.
ICON Samudera	:	Icon Samudera (L) Inc. (*formerly known as Omni Group (L) Inc.*)
ICON Sari	:	Icon Sari (L) Inc.
ICON Ship	:	Icon Ship Management Sdn. Bhd.
ICON Sophia	:	Icon Sophia (L) Inc.
ICON Tigris	:	Icon Tigris (L) Inc.
ICON Waja	:	Icon Waja (L) Inc.
ICON Zara	:	Icon Zara (L) Inc.
OMNI Emery	:	OMNI Emery (L) Inc.
OMNI Flotilla	:	OMNI Flotilla (L) Inc.
OMNI Gulf	:	OMNI Gulf Sdn. Bhd.
OMNI Marine	:	OMNI Marine Sdn. Bhd.
OMNI Marissa	:	OMNI Marissa (L) Inc.
OMNI Offshore	:	OMNI Offshore (L) Inc.
OMNI Power	:	OMNI Power Sdn. Bhd.
OMNI Stella	:	OMNI Stella (L) Inc.

SUBSIDIARIES *(Cont'd)*

OMNI Triton	:	OMNI Triton Sdn. Bhd.
OMNI Ventures	:	OMNI Ventures Sdn. Bhd.
OMNI Victory	:	OMNI Victory (L) Inc.

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GLOSSARY OF TECHNICAL TERMS

aft deck	:	The area on the main deck behind the living quarters on the OSV
AHT	:	Anchor handling tug vessel
AHTS	:	Anchor handling tug and supply vessel
AV	:	Accommodation vessel
AWB	:	Accommodation workboat vessel
bareboat charter	:	A charter where the charterer is provided a vessel but without the crew. The charterer is responsible for bearing the finance costs and all operational, maintenance, commercial and statutory requirements (set by the flag state of a vessel in accordance with the prevailing laws of the country) of the vessel
barge	:	A flat-bottomed steel vessel used for the transportation of cargoes or for accommodation
BASSnet	:	A computer-based system for planning and reporting maintenance activities, and performing material administration and stock purchasing
bbl	:	Barrel, a unit of measure for oil and petroleum products. One barrel is equivalent to about 158.987 litres
BHP	:	Brake horse power
bollard pull	:	A measure of the static pull of a vessel which is used to describe the pulling capacity of towing vessels, such as AHTS and AHT
Bosun	:	The senior crewman of the deck department and is responsible for assisting the Chief Officer with the vessel's deck maintenance and cargo operation
cabotage	:	In admiralty law, refers to restrictions on the provision of services and the shipment of goods or carriage of passengers between two points within a country by a vessel registered in another country, effectively reserving domestic shipping activities to a country's own flagged vessels. Permission to engage in cabotage is, in general, strictly restricted in every country
crude oil	:	A mixture of naturally occurring hydrocarbons that has yet to be refined
DCR or day-rates	:	Daily charter rates or the amount of money it costs to hire a vessel for a day
deadweight tonne or DWT	:	A measure of how much weight a vessel is engineered and designed to carry. It is the sum of the weight of cargo, fuel, fresh water, ballast water, provisions and crew
deepwater	:	Water depths of 500m and more

downstream	:	Aspects of the oil and gas industry that relate to refining and distribution
DP	:	Dynamic positioning, a computer-controlled system to automatically maintain a vessel's position and heading by using its propellers and thrusters. The dynamic positioning level (e.g. DP1, DP2, DP3) indicates the degree and redundant systems which are back-up systems to ensure continuous operation
DP1 or DP Class One	:	Dynamic positioning level with one set of position reference and no back-up system
DP2 or DP Class Two	:	Dynamic positioning level with two independent position reference and one back-up system
DP3 or DP Class Three	:	Dynamic positioning level with at least three independent position reference and two back-up systems
drilling rig	:	A structure that has the capability to drill wells
drydock	:	A narrow basin, usually made of earthen beams and concrete, closed by gates, into which a vessel may be floated and the water pumped out, leaving the vessel supported by blocks
drydocking	:	The process by which a vessel is raised and placed on concrete blocks for inspection, repair and maintenance on its hull and flat bottom
DSV	:	Diving support vessel
EOR	:	Enhanced oil recovery is a generic term for techniques used for increasing the amount of crude oil that can be extracted from an oil field. It is sometimes referred to as "improved oil recovery" or "tertiary recovery"
FCB	:	Fast crew boat, a vessel of less than 500 gross tonnage, generally used for personnel transfer
floatovers	:	A process where a structure is loaded onto a submersible vessel or barge and is then towed to offshore location, etc.. Once in position, the submersible vessel or barge is ballasted/filled with sea water so that it will slowly sink, leaving the structure floating in the water. The AHT/AHTS will then tow and position the floating structure to its final intended position
forerunner	:	A vessel, with similar or superior specifications as compared to the vessel as stated in the contract, chartered-in as a replacement or substitute, prior to the availability of the vessel
FPSO	:	Floating production storage and offloading

gyro compasses	:	A non-magnetic compass in which the direction of true north is maintained by a continuously driven gyroscope, which is a device to indicate the actual true north, whose axis is parallel to the earth's axis of rotation
HLV	:	Heavy lift vessel
HSE	:	Health, safety and environment
hull	:	The main frame or body of a vessel without the vertical steel structure erected on the centre-line of the vessel and structures that are build on the main frame or body of a vessel
IOC	:	International oil companies, which refers to large private or public oil companies that have upstream, midstream and downstream capabilities, such as Shell and Exxonmobil
IMR	:	Inspection, maintenance and repair, which refers to the function of carrying out maintenance activities of underwater infrastructure in the offshore environment
ISM or ISM Code	:	International Safety Management Code, which is a code set out to provide an international standard for the safe management and operation of ships and for pollution prevention
ISPS	:	International Ship and Port Facility Security Code, which is a code set out to provide an international standard for the detection of security threats and preventive measures against security incidents affecting ships or port facilities used in international trade
LNG	:	Liquefied natural gas
LOA	:	Length overall, the maximum length of a hull measured parallel to the waterline
m	:	Meter
m^2	:	Square meter
MARPOL	:	International Convention for the Prevention of Pollution from Ships
MATS	:	Marine Audit and Task System
mboe	:	Million barrels of oil equivalents
mboepd	:	Million barrels of oil equivalents per day
midstream	:	Aspects of the oil and gas industry relating to transport and trading
mooring	:	The process of securing a vessel to a berth
MSV	:	Multi-purpose vessel

NOC	:	National oil companies, which refers to oil and gas companies owned or controlled by a national government, typically having special rights or access to its local market
OSV	:	Offshore support vessel (includes AHT, AHTS, AWB, FCB, PSV, SSV and UV) of which the main function is to support the offshore oil and gas operations, which includes movement of equipment or structures, as well as transportation of materials and personnel
Planned Maintenance System	:	A computer based system which assists our staff to carry out periodic maintenance
pipelay	:	A maritime vessel used in the construction of subsea infrastructure
propulsion	:	The driving force of a vessel which typically involves engine and propeller systems
PSC	:	Production sharing contract
PSV	:	Platform supply vessel
pure-play OSV provider	:	A company solely involved in the operation of OSVs and not involved in any other activities in the oil and gas value chain
ROV	:	Remotely operated vehicle
rudders	:	A flat piece hinged vertically near the stern of a boat or ship for steering
seismic survey	:	Studies done to gather and record patterns of induced shock wave reflections from underground layers of rock which are used to create detailed models of the underlying geological structure
ship management	:	The administration, operations and general management of a ship, including technical operations, repair, maintenance, crewing and insurance
SOLAS	:	International Convention for the Safety of Life at Sea
Special Action Team	:	Our in-house maintenance team which conducts search and repair operations both at sea and whilst vessels are at port
SSV	:	Straight supply vessel
stern	:	The rear end of a ship
stern roller	:	A large cylindrical roller fitted at the stern edge of an offshore tug's after cargo deck to allow various awkward and heavy objects such as chains, anchors, hoses, etc. to be hauled onboard without causing excessive damage to the stern
tcm	:	Trillion cubic meters

thrusters (bow/stern)	:	Usually one or more propellers fitted below the vessel's waterline at the forward part of the vessel to provide lateral thrust. For DP vessels, similar thrusters will also be fitted at the stern of the vessel
time charter	:	A charter whereby a vessel owner provides a vessel to a customer and is responsible for all finance costs and operating expenses except for fuel costs, which are borne by the charterer
tonne or ton	:	A metric ton or tonne which is equivalent to 1,000 kilograms or 2,204.6 pounds
tonnage	:	A measure of the size or cargo capacity of a ship, and a "ton" is a unit of such measure
upstream	:	Aspects of the oil and gas industry relating to exploration and production
UV	:	Utility vessel
winch	:	A rotating machine with one or more drums for towing or moving objects using steel wires, ropes, cables or chains

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1. CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name	Address	Nationality	Profession
Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda *(Non-Independent Non-Executive Chairman)*	"Payong" No. 16, Jalan 12 Taman Tun Abdul Razak 68000 Ampang Selangor Darul Ehsan Malaysia	Malaysian	Company Director
Dato' Abdul Rahman bin Ahmad *(Non-Independent Non-Executive Director)*	No. 1A, Lorong 14/47B 46100 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysian	Company Director/ Chief Executive Officer of Ekuinas
Syed Yasir Arafat bin Syed Abd Kadir *(Non-Independent Non-Executive Director)*	No. 20, Jalan 2/3 Taman Tun Abd Razak 68000 Ampang Selangor Darul Ehsan Malaysia	Malaysian	Company Director/ Managing Partner, Investment of Ekuinas
Dr. Jamal bin Yusof @ Gordon Duclos *(Chief Executive Officer and Non-Independent Executive Director)*	No. 29, Bayu Selatan Seri Pilmoor, Jalan PJU 1A/20 Persiaran Ara Sejahtera Ara Damansara 47301 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysian	Chief Executive Officer/Company Director
Datuk Wira Azhar bin Abdul Hamid *(Senior Independent Non-Executive Director)*	No. 50, Jalan Titian U8/41 Bukit Jelutong 40150 Shah Alam Selangor Darul Ehsan Malaysia	Malaysian	Company Director
Edwanee Cheah bin Abdullah *(Independent Non-Executive Director)*	B-18-9, Pelangi Utama Jalan Masjid, PJU/6A 47400 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysian	Company Director
Madeline Lee May Ming *(Independent Non-Executive Director)*	17C-4-3, Casa Vista Condo Jalan Kapas Bangsar 59100 Kuala Lumpur Malaysia	Malaysian	Advocate and solicitor

1. CORPORATE DIRECTORY *(Cont'd)*

EXECUTIVE COMMITTEE

Name	Designation	Directorship/Designation in our Group
Syed Yasir Arafat bin Syed Abd Kadir	Chairman	Non-Independent Non-Executive Director
Dato' Abdul Rahman bin Ahmad	Member	Non-Independent Non-Executive Director
Dr. Jamal bin Yusof @ Gordon Duclos	Member	Chief Executive Officer and Non-Independent Executive Director
Hassan bin Ali	Member	Chief Corporate Officer and Deputy Chief Executive Officer
Rahman bin Yusof	Member	Chief Operations Officer
Mohamed Omar bin Fateh Mohamed	Member	*

Note:

* *He is the Manager of Investment, Ekuinas, a related company of YEN (our substantial shareholder) that provides private equity fund management services to ECSB (our substantial shareholder and Promoter). Please refer to Section 9.4.1 of this Prospectus for further information on Ekuinas.*

AUDIT AND RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Datuk Wira Azhar bin Abdul Hamid	Chairman	Senior Independent Non-Executive Director
Edwanee Cheah bin Abdullah	Member	Independent Non-Executive Director
Syed Yasir Arafat bin Syed Abd Kadir	Member	Non-Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Edwanee Cheah bin Abdullah	Chairman	Independent Non-Executive Director
Madeline Lee May Ming	Member	Independent Non-Executive Director
Syed Yasir Arafat bin Syed Abd Kadir	Member	Non-Independent Non-Executive Director

NOMINATION COMMITTEE

Name	Designation	Directorship
Edwanee Cheah bin Abdullah	Chairman	Independent Non-Executive Director
Madeline Lee May Ming	Member	Independent Non-Executive Director
Syed Yasir Arafat bin Syed Abd Kadir	Member	Non-Independent Non-Executive Director

1. CORPORATE DIRECTORY *(Cont'd)*

COMPANY SECRETARY	:	Lim Poh Seng (MAICSA No. 7010899) No. 22, Jalan SS3/22 47300 Petaling Jaya Selangor Darul Ehsan Malaysia Tel. No.: +603 2298 7818 Fax No.: +603 2284 2669
REGISTERED OFFICE	:	Level 21, Suite 21.01 The Gardens South Tower Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Malaysia Tel. No.: +603 2298 7818 Fax No.: +603 2284 2669
HEAD/MANAGEMENT OFFICE	:	Level 12A, East Wing The Icon No. 1, Jalan 1/68F Off Jalan Tun Razak 55000 Kuala Lumpur Malaysia Tel. No.: +603 2180 6300 Fax No.: +603 2165 1086 Website address: www.iconoffshore.com.my Email address: enquiry@iconoffshore.com.my
SELLING SHAREHOLDERS	:	Hallmark Odyssey Sdn. Bhd. 43-2, Plaza Damansara Jalan Medan Setia 1 Bukit Damansara 50490 Kuala Lumpur Malaysia Tel. No.: +603 2011 4745 Dr. Jamal bin Yusof @ Gordon Duclos No. 29, Bayu Selatan Seri Pilmoor Jalan PJU 1A/20 Persiaran Ara Sejahtera Ara Damansara 47301 Petaling Jaya Selangor Darul Ehsan Malaysia Rahman bin Yusof 113, Villa Damansara Jalan Camar 4/22 Kota Damansara 47810 Petaling Jaya Selangor Darul Ehsan Malaysia

1. CORPORATE DIRECTORY *(Cont'd)*

SELLING SHAREHOLDERS *(Cont'd)*	:	Sempena Fokus Sdn. Bhd. Level 21, Suite 21.01 The Gardens South Tower Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Malaysia Tel. No.: +603 2298 7818 Fax No.: +603 2284 2669
AUDITORS AND REPORTING ACCOUNTANTS	:	PricewaterhouseCoopers (AF1146) Level 10, 1 Sentral, Jalan Travers Kuala Lumpur Sentral 50706 Kuala Lumpur Malaysia Tel. No.: +603 2173 1188
PRINCIPAL ADVISER AND MANAGING UNDERWRITER	:	Maybank Investment Bank Berhad 32nd Floor, Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Malaysia Tel. No.: +603 2059 1888
JOINT GLOBAL COORDINATORS IN RESPECT OF THE INSTITUTIONAL OFFERING *(in alphabetical order)*	:	BNP Paribas Malaysia Berhad Vista Tower, 48A, The Intermark 348 Jalan Tun Razak 50400 Kuala Lumpur Malaysia Tel. No.: +603 2179 8383 Credit Suisse (Singapore) Limited 1 Raffles Link #03/04-01 South Lobby Singapore 039393 Tel. No.: +65 6212 2000 Maybank Investment Bank Berhad 32nd Floor, Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Malaysia Tel. No.: +603 2059 1888
JOINT BOOKRUNNERS IN RESPECT OF THE INSTITUTIONAL OFFERING *(in alphabetical order)*	:	BNP Paribas Malaysia Berhad Vista Tower, 48A, The Intermark 348 Jalan Tun Razak 50400 Kuala Lumpur Malaysia Tel. No.: +603 2179 8383

1. CORPORATE DIRECTORY *(Cont'd)*

JOINT BOOKRUNNERS IN RESPECT OF THE INSTITUTIONAL OFFERING *(Cont'd)* *(in alphabetical order)*	:	Credit Suisse (Singapore) Limited 1 Raffles Link #03/04-01 South Lobby Singapore 039393 Tel. No.: +65 6212 2000 Maybank Investment Bank Berhad 32nd Floor, Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Malaysia Tel. No.: +603 2059 1888
CO-LEAD MANAGERS IN RESPECT OF THE INSTITUTIONAL OFFERING *(in alphabetical order)*	:	Hong Leong Investment Bank Berhad Level 23, Menara HLA No. 3, Jalan Kia Peng 50450 Kuala Lumpur Malaysia Tel. No.: +603 2168 1168 RHB Investment Bank Berhad Level 10, Tower One RHB Centre Jalan Tun Razak 50400 Kuala Lumpur Malaysia Tel. No.: +603 9287 3888
JOINT UNDERWRITERS *(in alphabetical order)*	:	AFFIN Investment Bank Berhad 27th Floor, Menara Boustead 69, Jalan Raja Chulan 50200 Kuala Lumpur Malaysia Tel. No.: +603 2142 3700 CIMB Investment Bank Berhad 17th Floor, Menara CIMB Jalan Stesen Sentral 2 Kuala Lumpur Sentral 50470 Kuala Lumpur Malaysia Tel. No.: +603 2261 8888 Hong Leong Investment Bank Berhad Level 23, Menara HLA No. 3, Jalan Kia Peng 50450 Kuala Lumpur Malaysia Tel. No.: +603 2168 1168

1. CORPORATE DIRECTORY *(Cont'd)*

JOINT UNDERWRITERS *(Cont'd)* *(in alphabetical order)* :

Kenanga Investment Bank Berhad
801, 8th Floor, Kenanga International
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

Tel. No.: +603 2027 5555

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

Tel. No.: +603 2059 1888

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

Tel. No.: +603 9287 3888

LEGAL ADVISERS :

To our Company as to Malaysian laws
Wong & Partners
Level 21, The Gardens South Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur
Malaysia

Tel. No.: +603 2298 7888

To our Company as to United States federal securities and English laws
Baker & McKenzie.Wong & Leow
8 Marina Boulevard #05-01
Marina Bay Financial Centre Tower 1
Singapore 018981

Tel. No.: +65 6338 1888

To the Joint Global Coordinators, Joint Bookrunners, Managing Underwriter and Joint Underwriters as to Malaysian laws
Albar & Partners
6th Floor, Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

Tel. No.: +603 2078 5588

1. CORPORATE DIRECTORY *(Cont'd)*

LEGAL ADVISERS *(Cont'd)*	:	*To the Joint Global Coordinators and Joint Bookrunners as to United States federal securities and English laws* Clifford Chance Pte Ltd 12 Marina Boulevard, 25th Floor Marina Bay Financial Centre Tower 3 Singapore 018982 Tel. No.: +65 6410 2200
INDEPENDENT MARKET RESEARCHER	:	Infield Systems Limited Suite 502 1 Alie Street London E1 8DE United Kingdom Tel. No.: +44 207 423 5000
PRINCIPAL BANKERS *(in alphabetical order)*	:	AmBank (M) Berhad 22nd Floor, Bangunan AmBank Group 55, Jalan Raja Chulan 50200 Kuala Lumpur Malaysia Tel. No.: +603 2036 2633 Bank Pembangunan Malaysia Berhad Menara Bank Pembangunan Bandar Wawasan 1016 Jalan Sultan Ismail 50250 Kuala Lumpur Malaysia Tel. No.: +603 2611 3888 Hong Leong Bank Berhad Level 5, Wisma Hong Leong No. 18, Jalan Perak 50450 Kuala Lumpur Malaysia Tel. No.: +603 2164 2828 Hong Leong Investment Bank Berhad Investment Banking Division, Debt Markets Level 23, Menara HLA No. 3, Jalan Kia Peng 50450 Kuala Lumpur Malaysia Tel. No.: +603 2168 1168/+603 2176 2799

1. CORPORATE DIRECTORY *(Cont'd)*

PRINCIPAL BANKERS *(Cont'd)* *(in alphabetical order)*	:	HwangDBS Investment Bank Berhad Suite 23-01, 23rd Floor Menara Keck Seng 203, Jalan Bukit Bintang 55100 Kuala Lumpur Malaysia Tel. No.: +603 9195 6888 Malayan Banking Berhad Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Malaysia Tel. No.: +603 2070 8833 OCBC Bank (Malaysia) Berhad Head Office Menara OCBC 18 Jalan Tun Perak 50050 Kuala Lumpur Malaysia Tel. No.: +603 2034 5034 RHB Bank Berhad Corporate 2 Department Corporate Banking Division Level 7, Tower 3 RHB Centre Jalan Tun Razak 50400 Kuala Lumpur Malaysia Tel. No.: +603 9280 7065 Standard Chartered Saadiq Berhad Level 13, Menara Standard Chartered 30 Jalan Sultan Ismail 50250 Kuala Lumpur Malaysia Tel. No.: +603 2117 7831
SHARE REGISTRAR	:	Symphony Share Registrars Sdn. Bhd. Level 6, Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Malaysia Tel. No.: +603 7841 8000

1. CORPORATE DIRECTORY *(Cont'd)*

ISSUING HOUSE	:	Malaysian Issuing House Sdn. Bhd. Level 6, Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Malaysia Tel. No.: +603 7841 8000
TRUSTEE	:	Maybank Trustees Berhad 8th Floor, Menara Maybank 100 Jalan Tun Perak 50050 Kuala Lumpur Malaysia Tel. No.: +603-2078 8363
LISTING SOUGHT	:	Main Market of Bursa Securities
SHARIAH STATUS	:	Approved by the SAC

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2. INTRODUCTION

This Prospectus is dated 30 May 2014.

We have registered this Prospectus with the SC. We have also lodged a copy of this Prospectus together with the Application Forms with the ROC, who takes no responsibility for their contents.

We have received the approval of the SC in respect of our IPO and Listing on 15 May 2014. The approval of the SC shall not be taken to indicate that the SC recommends our IPO or assumes responsibility for the correctness of any statement made or opinion expressed or report contained in this Prospectus. The SC has not, in any way, considered the merits of our Shares being offered for investment. The SC is not liable for any non-disclosure on the part of our Company and takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness and expressly disclaims any liability for any loss you may suffer as a result of your reliance upon the whole or any part of the contents of this Prospectus. On 3 April 2014, the SAC, for the purpose of our IPO and Listing, classified our Shares as Shariah-compliant based on the latest audited consolidated financial statements of our Company for the year ended 31 December 2013. This classification remains valid until the next Shariah compliance review is undertaken by the SAC. The new status is released in the updated list of Shariah-compliant securities on the last Friday of May and November of each year.

You should rely on your own evaluation to assess the merits and risks of our IPO and an investment in our Shares.

We have obtained the approval of Bursa Securities on 21 May 2014 for the Admission and listing of and quotation for our Shares, including our IPO Shares which are the subject of this Prospectus, on the Main Market of Bursa Securities. Our Shares will be admitted to the Official List and official quotation will commence upon receipt of confirmation from Bursa Depository that all our IPO Shares have been credited into the respective CDS accounts of the successful applicants. Admission to the Official List shall not to be taken as an indication of the merits of our IPO, our Company or our Shares.

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as a "prescribed security". Consequently, our IPO Shares will be deposited directly with Bursa Depository and any dealing in these Shares will be carried out in accordance with the SICDA and the rules of Bursa Depository. We will not issue any share certificates to the successful applicants.

The completion of the Institutional Offering and Retail Offering are inter-conditional and are subject to the public spread requirement under the Listing Requirements. Pursuant to the Listing Requirements, our Company is required to have a minimum of 25% of our Shares to be held by at least 1,000 public shareholders, each holding not less than 100 Shares at the point of our Listing. Our Company is expected to achieve this at the time of our Listing. If this requirement is not met, our Company may not be allowed to proceed with our Listing. In such event, monies paid in respect of all applications will be returned in full without interest and if such monies are not returned in full within 14 days after our Company and the Selling Shareholders become liable to do so, the provisions of sub-sections 243(2) and 243(6) of the CMSA shall apply accordingly.

In the case of an application by way of the Application Form, you should state your CDS account number in the space provided in the Application Form. If you do not presently have a CDS account, you must open a CDS account with an ADA before making an application for our IPO Shares. For an application by way of Electronic Share Application, only an applicant who has a CDS account number can make an Electronic Share Application and you should furnish your CDS account number to a Participating Financial Institution by way of keying in your CDS account number if the instructions on the ATM screen at which you submit your Electronic Share Application requires you to do so. In the case of an application by way of the Internet Share Application, only an applicant who has a CDS account opened with an Internet Participating Financial Institution can make an Internet Share Application. Your CDS account number will automatically appear in the electronic IPO online Application Forms. A corporation or institution cannot apply for our IPO Shares by way of Electronic Share Application or Internet Share Application.

3. SUMMARY

In considering the investment, if you are in any doubt as to the action to be taken, you should immediately consult your stockbrokers, bank managers, solicitors, accountants or other professional advisers before applying for our Shares.

This summary highlights selected information from this Prospectus and may not contain all of the information about us and our IPO and Listing which may be important to you. You should read and understand this section and the entire Prospectus before deciding whether to invest in our Shares. You are advised to read the risk factors described in Section 5 of this Prospectus for an understanding of the risks associated with the investment in our Company.

3.1 Overview

We are the largest pure-play OSV provider in Malaysia and one of the largest in Southeast Asia in terms of number of vessels, according to the Infield Report. The fleet available for charter by our Group are equipped with technologically advanced equipment and machineries to provide a wide range of logistical support services throughout the entire offshore oil and gas life cycle. Our vessels can be used for a wide range of services, including seismic survey, drilling operations support, towing, anchor handling and mooring of barges, repair and maintenance support, accommodation facilities for personnel and transportation of personnel and supplies to platforms. We also provide ship management services to third party vessel owners. We are a Malaysia-based OSV provider and all of our vessels are Malaysian-flagged. As at the LPD, there are 32 vessels available for charter by our Group comprising of 30 vessels that we own, one AHTS on a bareboat charter to us which we expect to acquire by early June 2014 but is currently used as a forerunner vessel for one of our long-term charter contracts and one AWB on a bareboat charter to us which we expect to acquire by end June 2014.

Our business strategy is to focus on the OSV market in Malaysia and Southeast Asia which we believe has enabled us to maintain a track record of strong earnings growth and high operating margins. From the year ended 31 December 2011 to 31 December 2013, our revenue, Adjusted EBITDA and adjusted profit after taxation increased at a CAGR of 21.6%, 18.5% and 19.6% respectively whilst our adjusted profit after taxation margins increased from 19.6% to 26.7%. As at the LPD, our order book stood at RM502.4 million and certain of our contracts have an extension option with a potential contract sum totalling to RM197.8 million over the entire duration of the extension option period. Please refer to Section 12.2.3(iii) of this Prospectus for further information regarding our order book.

As at the LPD, 20 vessels of the fleet available for charter by our Group are under long-term charter (for a duration of 12 months or longer, including optional extensions). The average duration of our long-term charter contracts is approximately 4.4 years. Our ability to secure long-term charter contracts for the majority of our vessels provides us with long-term cash flow stability and earnings visibility.

Please refer to Section 7 of this Prospectus for further information on our business.

3.2 Competitive strengths, future plans and strategies

3.2.1 Competitive strengths

(i) Fast growing and largest pure-play OSV provider in Malaysia and one of the largest in Southeast Asia;

(ii) A highly profitable OSV provider;

(iii) Young and versatile fleet as well as international track record;

(iv) Strong order book providing long-term cash flow stability and earnings visibility;

(v) Well-positioned to benefit from robust Malaysian and Southeast Asian oil and gas industry outlook underpinning strong demand for OSVs;

(vi) Ability to better capitalise on high barriers to entry for foreign OSV providers in Malaysia due to strict licensing and cabotage requirements;

(vii) Established relationships with high quality customers and shipyards;

(viii) Excellent HSE track record; and

(ix) Experienced management team with proven execution track record.

3.2.2 Future plans and strategies

(i) Revenue growth through selective fleet expansion, diversification and renewal programmes to capture market opportunities;

(ii) Consolidate our position in shallow water space whilst selectively expanding into deepwater projects;

(iii) Focus on delivering strong earnings visibility and growth supported by robust financial discipline;

(iv) Enhance crew and management capabilities by developing top talent in-house through a performance driven culture and establishing ICON as an employer of choice;

(v) Harness cost synergies through economies of scale and improve operational and business process efficiencies;

(vi) Introduce new technologies through joint ventures and grow further through opportunistic acquisitions of new technologies; and

(vii) Continuous effort to maintain our high HSE standards.

Please refer to Sections 7.2 and 7.3 of this Prospectus for further information on our competitive strengths, future plans and strategies.

3.3 Financial information

Our Company was incorporated on 30 March 2012 and the first set of the audited financial statements of our Company has been prepared from the date of our incorporation up to 31 December 2012. Our Group was formed following the Strategic Consolidation which was completed on 19 November 2012. Please refer to Section 7.4 of this Prospectus for further information on the history of our Group.

Accordingly, the following selected historical consolidated financial data have been derived from the following:

(i) the pro forma consolidated statements of comprehensive income of our Company for the years ended 31 December 2011 and 2012 which have been prepared as if our Group has been in existence since 1 January 2011 based on the:

(a) audited financial statements of our Company for the period ended 31 December 2012;

(b) audited financial statements of ICON Ship for the years ended 31 December 2011 and 2012; and

(c) audited financial statements of the ICON Fleet Group for the years ended 31 December 2011 and 2012.

The audited financial statements of ICON Ship and the ICON Fleet Group for the year ended 31 December 2012 were adjusted for prior year adjustments/reclassifications as disclosed in the Accountants' Report. Please refer to Section 12.2.1 of this Prospectus on the basis of presentation of the pro forma consolidated statements of comprehensive income; and

(ii) our audited consolidated financial statements for the year ended 31 December 2013.

Please refer to Sections 12 and 13 of this Prospectus for further financial information relating to our Group.

3.3.1 Consolidated statements of comprehensive income

The following table sets out our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012 and our audited consolidated statement of comprehensive income for the year ended 31 December 2013:

	Pro forma		**Audited**
	Year ended 31December		
	2011	**2012**	**2013**
	(RM'000)	**(RM'000)**	**(RM'000)**
Revenue	226,487	291,705	334,863
Cost of sales	(112,447)	(142,619)	(162,890)
Gross profit	**114,040**	**149,088**	**171,973**
Other income	990	1,235	2,205
Administrative expenses	(16,562)	(23,785)	(30,943)
Other expenses	(14,437)	(20,069)	(68,172)
Profit from operations	**84,031**	**106,467**	**75,063**
Finance costs	(58,313)	(54,145)	(57,508)
Profit before taxation	**25,718**	**52,322**	**17,555**
Taxation	(2,760)	(14,693)	96,046
Profit after taxation	**22,958**	**37,629**	**113,601**
EBITDA[1]	136,010	163,645	143,444
Gross profit margin[2] (%)	50.4	51.1	51.4
EBITDA margin[3] (%)	60.1	56.1	42.8
Profit before taxation margin[4] (%)	11.4	17.9	5.2
Profit after taxation margin[5] (%)	10.1	12.9	33.9
EPS[6] (sen)	1.95	3.20	9.65

The following table shows the selected financial information or components of our consolidated statements of comprehensive income for the years ended 31 December 2011, 2012 and 2013, after adjusting for certain exceptional items which arose as a result of (i) the Acquisition of ICON Ship and Acquisition of ICON Fleet; (ii) the Strategic Consolidation and review of our business plan in consequence of the Strategic Consolidation; and (iii) the Internal Reorganisation, in order to provide a better and fairer understanding of our financial performance as well as the trends relating thereto.

3. SUMMARY *(Cont'd)*

	Adjusted		
	Year ended 31December		
	2011	2012	2013
	(RM'000)	(RM'000)	(RM'000)
Revenue	226,487	291,705	334,863
Cost of sales	(112,447)	(142,619)	(162,890)
Gross profit	**114,040**	**149,086**	**171,973**
Other income	990	1,235	844
Administrative expenses	(16,562)	(23,785)	(30,943)
Other expenses	-	-	-
Profit from operations	**98,488**	**126,536**	**141,874**
Finance costs	(47,613)	(42,845)	(46,508)
Profit before taxation	**50,855**	**83,891**	**95,366**
Taxation	(6,369)	(18,890)	(5,793)
Profit after taxation[7]	**44,486**	**64,801**	**89,573**
Adjusted EBITDA[1]	136,010	166,928	190,867
Adjusted EBITDA margin[8] (%)	60.1	57.2	57.0
Adjusted profit before taxation margin [9] (%)	22.5	28.7	28.5
Adjusted profit after taxation margin[10] (%)	19.6	22.2	26.7
Adjusted EPS[11] (sen)	3.78	5.50	7.61

Notes:

(1) *EBITDA represents earnings before interest, taxation, depreciation and amortisation whilst Adjusted EBITDA represents our EBITDA after excluding certain exceptional items arising from the Strategic Consolidation and review of our business plan in consequence of the Strategic Consolidation. Please refer to Sections 12.1.1 and 12.2.6 of this Prospectus for the reconciliation of our profit after taxation to EBITDA and Adjusted EBITDA.*

EBITDA and Adjusted EBITDA as well as the related ratios presented in this Prospectus are supplemental measures of our performance and liquidity and are not required by or presented in accordance with the MFRS and IFRS. Please refer to the "Presentation of Financial Information and Other Information" section of this Prospectus for a discussion of the limitations of using EBITDA and Adjusted EBITDA as measures of our performance.

(2) *Computed based on gross profit over revenue.*

(3) *Computed based on EBITDA over revenue.*

(4) *Computed based on profit before taxation over revenue.*

(5) *Computed based on profit after taxation over revenue.*

(6) *Computed based on profit after taxation over the enlarged number of Shares in issue of 1,177,185,100, after taking into account the Subdivision of Shares, Conversion of RCPS-i and Public Issue.*

(7) *Adjusted profit after taxation represents profit after taxation after excluding certain exceptional items arising from (i) the Strategic Consolidation and review of our business plan in consequence of the Strategic Consolidation; (ii) the Internal Reorganisation; and (iii) the mandatory conversion of the RCPS-i on 23 May 2014 following the receipt of all approvals from the relevant authorities for our IPO and Listing. Please refer to Section 7.4 of this Prospectus for further information on the Strategic Consolidation and the Internal Reorganisation, and Section 12.2.6 of this Prospectus for further information on our adjusted profit after taxation.*

Adjusted profit after taxation as well as the related ratios presented in this Prospectus are supplemental measures of our performance and profitability and are not required by or presented in accordance with the MFRS and IFRS. Please refer to the "Presentation of Financial Information and Other Information" section of this Prospectus for a discussion of the limitations of using adjusted profit after taxation and the related ratios as measures of our performance.

(8) *Computed based on Adjusted EBITDA over revenue.*

(9) *Computed based on adjusted profit before taxation over revenue.*

(10) *Computed based on adjusted profit after taxation over revenue.*

[11] *Computed based on adjusted profit after taxation over the enlarged number of Shares in issue of 1,177,185,100, after taking into account the Subdivision of Shares, Conversion of RCPS-i and Public Issue.*

3.3.2 Pro forma consolidated statement of financial position

Our pro forma consolidated statement of financial position as at 31 December 2013 has been derived from our audited consolidated statement of financial position as at 31 December 2013, after adjustments to reflect the following transactions and on the assumption that such transactions were completed on 31 December 2013:

(i) the Subdivision of Shares;

(ii) the Conversion of RCPS-i; and

(iii) our IPO, Listing and the utilisation of proceeds from the Public Issue as set out in Section 4.9 of this Prospectus.

The pro forma consolidated statement of financial position should be read in conjunction with the Reporting Accountants' letter on our pro forma consolidated statement of financial position as at 31 December 2013 and the notes thereon as set out in Section 12.4 of this Prospectus.

	Audited	**Pro forma I**	**Pro forma II**
	As at 31 December 2013	**After Subdivision of Shares and Conversion of RCPS-i**	**After Pro forma I, our IPO, Listing and utilisation of proceeds**
	(RM'000)	**(RM'000)**	**(RM'000)**
Non-current assets			
Property, plant and equipment	1,203,594	1,203,594	1,369,794
Intangible assets	195,534	195,534	195,534
Deferred tax assets	41,305	41,305	41,305
	1,440,433	1,440,433	1,606,633
Current assets			
Inventories	1,376	1,376	1,376
Trade and other receivables	86,573	86,573	86,573
Tax recoverable	32	32	32
Cash and bank balances	47,303	47,303	91,681
	135,284	135,284	179,662
Less: Current liabilities			
Trade and other payables	33,856	33,856	33,856
Amount due to immediate holding company	52,650	52,650	-
Borrrowings	402,642	167,042	123,400
Taxation	2,750	2,750	2,750
	491,898	256,298	160,006
Net current (liabilities)/assets	(356,614)	(121,014)	19,656
Less: Non-current liabilities			
Trade and other payables	1,583	1,583	1,583
Borrowings	700,610	700,610	620,252
Deferred tax liabilities	2,262	2,262	2,262
	704,455	704,455	624,097

3. SUMMARY *(Cont'd)*

	Audited	Pro forma I	Pro forma II
	As at 31 December 2013	After Subdivision of Shares and Conversion of RCPS-i	After Pro forma I, our IPO, Listing and utilisation of proceeds
	(RM'000)	(RM'000)	(RM'000)
Equity attributable to equity holders of our Company			
Share capital	257,720	477,720	588,592
Share premium	-	-	289,657
Retained earnings	121,644	137,244	123,943
Shareholders' equity	379,364	614,964	1,002,192
Number of ordinary shares of RM1.00 each in ICON in issue ('000)	257,720	N/A	N/A
Number of ICON Shares in issue ('000)	[1]515,440	955,440	1,177,185
Net assets	379,364	614,964	1,002,192
Net assets per ordinary share of RM1.00 each in ICON (RM)	1.47	N/A	N/A
Net assets per ICON Share [2] (RM)	0.74	0.64	0.85

Notes:

(1) *Number of ordinary shares illustrated is assumed to be retrospectively adjusted after completion of the Subdivision of Shares.*

(2) *Computed based on net assets over number of ICON Shares in issue.*

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3.3.3 Capitalisation and indebtedness

The information in this table should be read in conjunction with the Accountants' Report together with its accompanying notes set out in Section 13 of this Prospectus, as well as the Reporting Accountants' letter on our pro forma consolidated financial information as set out in Section 12.4 of this Prospectus. The pro forma consolidated financial information below does not represent our Group's actual capitalisation and indebtedness as at 31 December 2013 and is provided for illustrative purposes only. The total indebtedness of our Group is not guaranteed by any third party.

	Audited	Pro forma
	As at 31 December 2013	After the Subdivision of Shares, Conversion of RCPS-i, our IPO and utilisation of proceeds
	(RM'000)	(RM'000)
Cash and bank balances[1]	47,303	91,681
Indebtedness		
Short-term debt		
Secured		
Term loans	126,503	102,861
Revolving credit	40,467	20,467
Finance lease liabilities	72	72
Unsecured		
RCPS-i	235,600	-
Total short-term debt	402,642	123,400
Long-term debt		
Secured		
Term loans	700,503	620,145
Finance lease liabilities	107	107
Total long-term debt	700,610	620,252
Total indebtedness[2]	1,103,252	743,652
Total shareholders' equity/capitalisation	379,364	1,002,192
Total capitalisation and indebtedness	1,482,616	1,745,844
Net gearing ratio (times)[3]	2.78	0.65
Gearing ratio (times)[4]	2.91	0.74

Notes:

(1) *Cash and bank balances include deposits with licenced banks, bank balances and cash in hand.*

(2) *Total indebtedness includes short-term debt and long-term debt.*

(3) *Computed based on total borrowings less cash and bank balances over shareholders' equity.*

(4) *Computed based on total indebtedness over shareholders' equity.*

3.4 Dividend policy

As our Company is a holding company, our income, and therefore our ability to pay dividends, is dependent upon the dividends that we receive from our subsidiaries.

The payment of dividends by our subsidiaries will depend upon their distributable reserves, operating results, financial condition, capital expenditure plans, debt servicing and any other obligations or business plans and applicable laws or agreements restricting their ability to pay dividends or make other distributions.

Currently, we do not have any fixed dividend policy. We intend to adopt a policy of active capital management and any dividends that our Board may recommend or declare in respect of any particular financial year or period will take into account various factors including:

(i) the level of our cash, gearing, debt profile and retained earnings;

(ii) our expected financial performance;

(iii) our projected levels of capital expenditure and other investment plans; and

(iv) our working capital requirements.

The actual dividend that our Board may recommend or declare in respect of any particular financial year or period will be subject to the factors above and the absence of any circumstances which may affect or restrict our ability to pay dividends as well as any other factors deemed relevant by our Board.

Please refer to Section 5.3.4 of this Prospectus for factors which may affect or restrict our ability to pay dividends.

No inference should be made from any of the foregoing statements as to our actual future profitability or our ability to pay dividends in the future.

3.5 Particulars of our IPO

Our IPO is subject to the terms and conditions of this Prospectus and upon acceptance, our IPO Shares are expected to be allotted/transferred in the manner described below, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.3.3 and 4.3.4 of this Prospectus respectively.

Our IPO of up to 510,767,000 IPO Shares, representing up to approximately 43.39% of the enlarged issued and paid-up share capital of our Company, comprising the Offer for Sale of up to 289,022,000 Offer Shares and the Public Issue of 221,745,000 Issue Shares are offered by the Selling Shareholders and our Company, respectively, in the manner set out below. For the avoidance of doubt, our IPO Shares that are offered under the Institutional Offering and Retail Offering do not include the Shares under the Over-allotment Option.

3.5.1 Institutional Offering

Offering of up to 460,148,000 IPO Shares (comprising up to 289,022,000 Offer Shares and 171,126,000 Issue Shares) at the Institutional Price, representing up to approximately 39.09% of our enlarged issued and paid-up share capital, to be allocated in the following manner:

(i) up to 324,772,000 IPO Shares to the following persons:

(a) Malaysian institutional and selected investors (other than Bumiputera investors approved by the MITI); and

(b) foreign institutional and selected investors outside the United States in reliance on Regulation S; and

(ii) 135,376,000 Issue Shares to Bumiputera investors approved by the MITI.

3.5.2 Retail Offering

Offering of 50,619,000 Issue Shares at the Retail Price, representing approximately 4.30% of our enlarged issued and paid-up share capital in the following manner:

(i) 35,316,000 Issue Shares for application by the Malaysian public via balloting, of which 23,544,000 Issue Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions; and

(ii) 15,303,000 Issue Shares reserved for application by the Eligible Persons.

For the avoidance of doubt, our IPO Shares that are offered under the Institutional Offering and the Retail Offering do not include the Shares under the Over-allotment Option.

Please refer to Section 4 of this Prospectus for further information on the particulars of our IPO.

3.6 Utilisation of proceeds

We expect to use the proceeds from our Public Issue of RM410.23 million in the following manner:

Details of utilisation	Estimated timeframe for utilisation from the date of our Listing	RM'000	%
Expansion of vessel fleet	Within 24 months	166,200	40.5
Repayment of bank borrowings	Within 12 months	124,000	30.2
Repayment of advances from Hallmark	Within 6 months	54,454	13.3
Working capital	Within 24 months	42,574	10.4
Estimated listing expenses	Within 6 months	23,000	5.6
Total		**410,228**	**100.0**

Our Company will not receive any proceeds from the Offer for Sale. The total gross proceeds from the Offer for Sale of up to RM534.69 million will accrue entirely to the Selling Shareholders.

Please refer to Section 4.9 of this Prospectus for further information on our utilisation of proceeds from the Public Issue.

3.7 Risk factors

Before investing in our Shares, you should carefully consider, along with the other matters in this Prospectus, the risks and investment considerations as summarised below. You should note that the following list is not an exhaustive list of all the risks that we face or risks that may develop in the future.

3.7.1 Risks relating to the industry in which we operate

(i) The demand of our services is, to a large extent, dependent on the levels of activity in offshore oil and gas exploration, development and production, such that any decline in the levels of such activity would result in a decrease in the demand for our OSV services, and the levels of activity are in turn dependent upon oil and gas prices and demand;

(ii) The offshore oil and gas industry is subject to government regulations where any failure to comply may result in, among others, the cancellation of our present contracts, failure to win new contracts, revocation of our licences or imposition of fines and penalties on us;

(iii) Our industry is highly competitive and subject to intense price competition;

(iv) We may be affected by a fundamental change in PETRONAS' policies towards the oil and gas industry such as the relaxation or liberalisation of licencing/registration requirements related to the oil and gas industry or permitting foreign suppliers to operate in Malaysia without restrictions;

(v) The market value of our vessels can fluctuate significantly and as a result, affect our ability to obtain financing. In particular, we may not be able to secure financing at attractive rates and terms, or at all, if the market value of our vessels drops significantly; and

(vi) Maritime claimants could enforce maritime liens by the arrest of our vessels through foreclosure proceedings, which could adversely affect our cash flow and result in a significant loss of earnings.

3.7.2 Risks relating to our business and our operations

(i) We require a number of approvals, licences, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner may adversely affect our operations;

(ii) We are dependent on our major end customer and any cancellation or termination of our contracts with our major end customer, if not replaced, could materially affect us;

(iii) Our charter contracts may be subject to early termination and there can be no assurance that we will be able to secure replacement contracts within a reasonable timeframe and on satisfactory terms;

(iv) Our results of operations may be adversely affected by our inability to secure contracts or negotiate favourable contract terms;

(v) We operate in a highly capital intensive industry which requires high levels of borrowings and the inability to obtain sufficient financing or raise adequate capital in a timely manner and on acceptable terms could adversely affect us;

(vi) We are exposed to the risk relating to the condition under certain of our financing agreements which requires ECSB to remain as our single largest shareholder;

(vii) Drydocking, maintenance and repair for our vessels and equipment may require substantial expenditure and time;

(viii) We are subject to evolving environmental regulations where compliance with such regulations can require significant expenditures and a breach may result in imposition of fines and penalties;

(ix) We are subject to hazards customary to the operation of vessels and unforeseen interruptions;

(x) We are dependent on our key management and key technical personnel and the inability to hire and retain skilled and qualified employees or the loss of the services of our Group's key management without suitable and timely replacements could impair our ability to manage and grow our business;

(xi) As we continue to expand internationally, we are increasingly susceptible to legal, regulatory, political, economic and competitive conditions outside of Malaysia, as well as operational risks different from those that we face in Malaysia;

(xii) We are exposed to changes in technological standards of our vessels, equipment and machinery based on the requirements of the industry and the cost to upgrade our vessel or equipment could be significant;

(xiii) We are exposed to business and operational risks pursuant to our future plans and strategies which are subject to change and we cannot be certain that they will be successfully implemented or that we will successfully address the risks that our future plans will expose us to;

(xiv) We are exposed to risks of shipyards and suppliers failing to perform their contractual obligations and any delayed delivery of vessels or equipment or services may affect our obligations to our customers;

(xv) We may have inadequate insurance coverage to cover all losses or liabilities that may arise in connection with our operations;

(xvi) We are exposed to risks arising from foreign exchange fluctuations; and

(xvii) Our controlling shareholder, substantial shareholders or non-executive Directors may have interests that may not be aligned or may conflict with those of our Company or our other shareholders.

3.7.3 Risks relating to our Shares

(i) Future issuance or sales, or market perception of sales, of substantial amounts of our Shares or other securities relating to our Shares in the public market could materially and adversely affect the prevailing market price of our Shares following our IPO;

(ii) There has been no prior market for our Shares and it is uncertain whether a sustainable market will ever develop;

(iii) Our Share price and trading volume may be volatile;

(iv) We may not be able to pay dividends or realise dividends from our subsidiaries;

(v) There may be a delay in, or failure of, our Listing; and

(vi) Certain transactions that our Company may undertake subsequent to the Listing may dilute the ownership of shareholders in our Shares.

3.7.4 Other risk

(i) Forward-looking statements are subject to uncertainties and contingencies.

Please refer to Section 5 of this Prospectus for further information on the risk factors.

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4. DETAILS OF OUR IPO

4.1 Opening and closing of applications

Application for the Issue Shares under the Retail Offering will open at 10.00 a.m. on 30 May 2014 and will remain open until 5.00 p.m. on 6 June 2014 or such other date or dates as our Directors and the Managing Underwriter may decide in their absolute discretion.

4.2 Indicative timetable

The following events are intended to take place on the following indicative dates:

Event	Date
Opening of the Institutional Offering[1]	30 May 2014
Issuance of Prospectus/Opening of the Retail Offering	10.00 a.m., 30 May 2014
Closing of the Retail Offering	5.00 p.m., 6 June 2014
Closing of the Institutional Offering	9 June 2014
Price Determination Date	10 June 2014
Balloting of applications for the Issue Shares under the Retail Offering	10 June 2014
Allotment/Transfer of the IPO Shares to successful applicants	23 June 2014
Listing	25 June 2014

Note:

(1) *Other than the Institutional Offering to the Cornerstone Investors. The master cornerstone placing agreement for the acquisition of the IPO Shares by the Cornerstone Investors was entered into on 22 May 2014.*

The Institutional Offering will close on the date stated above or such other date or dates as our Directors, the Selling Shareholders and the Joint Global Coordinators may decide in their absolute discretion. The Retail Offering will close at the time and on the date stated above or such other date or dates as our Directors and the Managing Underwriter may decide in their absolute discretion.

In the event that the closing date and/or time of either the Institutional Offering or the Retail Offering is extended, the Price Determination Date, the dates for the balloting of applications for the Issue Shares under the Retail Offering and allotment/transfer of the IPO Shares to successful applicants and our Listing may be extended accordingly. Any extension will be announced in widely circulated Bahasa Malaysia and English daily newspapers within Malaysia.

4.3 Particulars of our IPO

Our IPO is subject to the terms and conditions of this Prospectus and upon acceptance, our IPO Shares are expected to be allotted/transferred in the manner described below, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.3.3 and 4.3.4 of this Prospectus respectively.

Our IPO of up to 510,767,000 IPO Shares, representing up to approximately 43.39% of the enlarged issued and paid-up share capital of our Company, comprising the Offer for Sale of up to 289,022,000 Offer Shares and the Public Issue of 221,745,000 Issue Shares are offered by the Selling Shareholders and our Company, respectively, in the manner set out below. For the avoidance of doubt, our IPO Shares that are offered under the Institutional Offering and Retail Offering do not include the Shares under the Over-allotment Option.

4.3.1 Institutional Offering

Offering of up to 460,148,000 IPO Shares (comprising up to 289,022,000 Offer Shares and 171,126,000 Issue Shares) at the Institutional Price, representing up to approximately 39.09% of our enlarged issued and paid-up share capital, to be allocated in the following manner:

(a) up to 324,772,000 IPO Shares to the following persons:

(i) Malaysian institutional and selected investors (other than Bumiputera investors approved by the MITI); and

(ii) foreign institutional and selected investors outside the United States in reliance on Regulation S; and

(b) 135,376,000 Issue Shares to Bumiputera investors approved by the MITI.

As part of the Institutional Offering, our Company and the Selling Shareholders had on 22 May 2014 entered into a master cornerstone placing agreement with the Cornerstone Investors whereby the Cornerstone Investors have agreed to acquire from the Selling Shareholders and/or our Company, subject to the terms of the individual cornerstone placing agreements, an aggregate of 275,000,000 Shares, representing approximately 23.36% of the issued and paid-up share capital of our Company at the price as stipulated under the individual cornerstone placing agreements. In addition, a Cornerstone Investor may acquire additional IPO Shares such that its aggregate holding of IPO Shares under the Institutional Offering at the date of our Listing may equal or exceed 5.0% of the enlarged issued and paid-up capital of our Company. The Cornerstone Investors have also agreed to lock-up arrangements, the salient terms of which have been disclosed in Section 4.11.3 of this Prospectus.

The cornerstone placing agreements are conditional upon, among others, the Retail Underwriting Agreement and the Placement Agreements being entered into and not having been terminated pursuant to the respective terms.

4.3.2 Retail Offering

Offering of 50,619,000 Issue Shares at the Retail Price, representing approximately 4.30% of our enlarged issued and paid-up share capital in the following manner:

(i) 35,316,000 Issue Shares for application by the Malaysian public via balloting, of which 23,544,000 Issue Shares have been set aside for application by Bumiputera citizens, companies, co-operatives, societies and institutions; and

(ii) 15,303,000 Issue Shares reserved for application by the Eligible Persons.

The summary of the allocation of the 15,303,000 Issue Shares to the Eligible Persons is as follows:

Category of persons	No. of Eligible Persons	Aggregate no. of Issue Shares allocated
Eligible Directors of our Group(1)	4	525,000
Eligible employees of our Group(2)	250	8,240,000
Persons who have contributed to the success of our Group(3)	17	6,538,000
Total	**271**	**15,303,000**

Notes:

(1) The eligible Directors of our Group are allocated between 125,000 and 150,000 Issue Shares each.

(2) The criteria for the allocation to the eligible employees of our Group is based on their job grade in our Group.

(3) The criteria for the allocation to persons who have contributed to the success of our Group is based on their current and past contributions to our Group and the length of their business relationship with our Group.

In summary, our IPO Shares will be allocated and allotted, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.3.3 and 4.3.4 of this Prospectus, respectively, in the following manner:

	Offer for Sale		Public Issue		Total	
Categories	**No. of Shares**	**% of our enlarged share capital**	**No. of Shares**	**% of our enlarged share capital**	**No. of Shares**	**% of our enlarged share capital**
Retail Offering:						
Malaysian public (via balloting)						
- Bumiputera	-	-	23,544,000	2.00	23,544,000	2.00
- Non-Bumiputera	-	-	11,772,000	1.00	11,772,000	1.00
Eligible Persons	-	-	15,303,000	1.30	15,303,000	1.30
Sub-total	-	-	50,619,000	4.30	50,619,000	4.30
Institutional Offering:						
MITI approved Bumiputera investors	-	-	135,376,000	11.50	135,376,000	11.50
Other Malaysian and foreign institutional and selected investors	289,022,000	24.55	35,750,000	3.04	324,772,000	27.59
Sub-total	289,022,000	24.55	171,126,000	14.54	460,148,000	39.09
Total	**289,022,000**	**24.55**	**221,745,000**	**18.84**	**510,767,000**	**43.39**

The completion of the Institutional Offering and Retail Offering are inter-conditional. Our IPO is also subject to the public shareholding spread requirement under the Listing Requirements as set out in Section 4.3.7 of this Prospectus.

4.3.3 Clawback and reallocation

The Institutional Offering and the Retail Offering shall be subject to the following clawback and reallocation provisions:

(i) if the Issue Shares allocated to Bumiputera investors approved by the MITI are not fully taken up, the Issue Shares which are not taken up may be allocated to other Malaysian and foreign institutional and selected investors under the Institutional Offering;

(ii) subject to item (i) above, if there is an under-subscription in the Institutional Offering and an over-subscription in the Retail Offering, our IPO Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering; and

(iii) if there is an over-subscription in the Institutional Offering and an under-subscription in the Retail Offering, our IPO Shares may be clawed back from the Retail Offering and allocated to the Institutional Offering.

There will be no clawback and reallocation if there is an over-subscription in both the Institutional Offering and the Retail Offering.

Any Issue Shares not taken up by the Eligible Persons under Section 4.3.2 of this Prospectus ("**Excess Issue Shares**") shall be made available for application by the Eligible Persons who have applied for excess on top of their pre-determined allocation and allocated on a fair and equitable basis and in the following priority:

(i) firstly, allocation on a pro-rata basis to the Eligible Persons who have applied for the Excess Issue Shares based on the number of Excess Issue Shares applied for; and

(ii) secondly, to minimise odd lots.

Our Board also reserves the right to accept any Excess Issue Shares application, in full or in part, without assigning any reason.

Thereafter, any unsubscribed Issue Shares unallocated to the Eligible Persons will be made available for application by the Malaysian public under the Retail Offering, with any remaining Issue Shares thereafter underwritten by the Joint Underwriters, subject to the clawback and reallocation provisions.

4.3.4 Over-allotment Option

Hallmark, one of the Selling Shareholders, may grant an Over-allotment Option to the Stabilising Manager (on behalf of the Placement Manager(s)) and may appoint the Stabilising Manager to undertake any price stabilisation actions. The Stabilising Manager (or person(s) acting on behalf of the Stabilising Manager) may at its absolute discretion, over-allot our Shares (on behalf of the Placement Manager(s)) and subsequently, effect transactions to stabilise or maintain the market price of our Shares at levels that might not otherwise prevail in the open market.

Such transactions consist of bids or purchases to peg, fix or maintain the price of our Shares. If the Stabilising Manager creates a short position in our Shares in connection with the Institutional Offering, the Stabilising Manager may reduce that short position by purchasing our Shares in the open market. The Stabilising Manager may also elect to reduce any short positions by exercising all or part of the Over-allotment Option.

If granted, the Over-allotment Option will be exercisable in whole or in part by the Stabilising Manager, on one or more occasions, by giving written notice to Hallmark at any time, within 30 days from the date of our Listing on the Official List of the Main Market of Bursa Securities to purchase from Hallmark up to an aggregate of 76,615,000 Shares, representing up to approximately 15.00% of the total number of IPO Shares offered, at the Institutional Price for each Share, solely for purposes of covering over-allotments of our Shares (if any).

Subject to there being an over-allotment, the Stabilising Manager will (on behalf of the Placement Manager(s)) enter into the Share Lending Agreement with Hallmark to borrow up to an aggregate of 76,615,000 Shares to cover the over-allotments. Any Shares that may be borrowed by the Stabilising Manager under the Share Lending Agreement will be returned by the Stabilising Manager to Hallmark either through the purchase of our Shares in the open market by the Stabilising Manager in the conduct of stabilisation activities or through the exercise of the Over-allotment Option by the Stabilising Manager, or a combination of both. The exercise of the Over-allotment Option will not increase the total number of our Shares issued.

Purchases of a security to stabilise the price or to cover the over-allotment may cause the price of the security to be higher than it might be in the absence of these purchases. Such transactions may be effected on the Main Market of Bursa Securities and in other jurisdictions where it is permissible to do so, in each case, in compliance with all applicable laws and regulations, including the CMSA and any regulations thereunder. The number of Shares that the Stabilising Manager (or person(s) acting on behalf of the Stabilising Manager) may buy to undertake stabilising action shall not exceed an aggregate of 76,615,000 ICON Shares, representing up to approximately 15.00% of the total number of IPO Shares offered. There is no obligation on the Stabilising Manager (or person(s) acting on behalf of the Stabilising Manager) to undertake such stabilising action. Such stabilising actions may commence on or after the commencement of trading of our Shares on the Main Market of Bursa Securities and, if commenced, may be discontinued at any time and cannot be effected after the earliest of: (i) the date falling 30 days from the commencement of trading of our Shares on the Main Market of Bursa Securities; or (ii) the date when the Stabilising Manager has bought on the Main Market of Bursa Securities an aggregate of 76,615,000 Shares, representing up to approximately 15.00% of the total number of IPO Shares to undertake the stabilising action.

Neither our Company, Hallmark nor the Stabilising Manager makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our Shares. In addition, neither our Company, Hallmark nor the Stabilising Manager makes any representation that the Stabilising Manager will engage in such transactions, or that such transactions once commenced, will not be discontinued without notice (unless such notice is required by law).

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4.3.5 Share capital

Upon the completion of our IPO, our share capital would be as follows:

	No. of shares	RM
Authorised		
Ordinary shares	2,994,000,000	1,497,000,000
RCPS-i	300,000,000	3,000,000
Issued and fully paid-up		
Issued and fully paid-up ordinary shares as at the date of this Prospectus	955,440,100	477,720,050
Ordinary shares to be issued and fully paid-up pursuant to the Public Issue	221,745,000	110,872,500
Enlarged issued and paid-up ordinary share capital upon Listing	**1,177,185,100**	**588,592,550**

The Offer for Sale would not have any effect on our issued and paid-up share capital as the Offer Shares are already in existence prior to our IPO.

4.3.6 Classes of shares and ranking

As at the date of this Prospectus, we only have two classes of shares in our Company, namely ordinary shares of RM0.50 each and the RCPS-i, all of which rank equally with one another. There are no special rights attached to our Shares and the RCPS-i.

The Issue Shares will, upon allotment and issuance, rank equally in all respects with our other existing issued and paid-up Shares, including voting rights, and will be entitled to all rights, dividends and distributions that may be declared subsequent to the date of allotment of the Issue Shares, subject to any applicable Rules of Bursa Depository.

The Offer Shares rank equally in all respects with our existing issued and paid-up Shares, including voting rights, and will be entitled to all rights, dividends and distributions that may be declared subsequent to the date of transfer of the Offer Shares, subject to any applicable Rules of Bursa Depository.

Upon allotment and issuance and subject to any special rights attaching to any Shares which we may issue in the future, our shareholders shall, in proportion to the amount paid-up on the Shares held by them, be entitled to share the profits paid out by us in the form of dividends and other distributions. Similarly, if our Company is liquidated, our shareholders shall be entitled to the surplus, if any, in accordance with our Articles after the satisfaction of any preferential payments in accordance with the Act and our liabilities.

At every general meeting of our Company, each of our shareholders shall be entitled to vote in person, by proxy or by attorney or by duly authorised representative. On a show of hands, each shareholder present either in person, by proxy, by attorney or by other duly authorised representatives shall have one vote. On a poll, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative shall have one vote for each Share held or represented. A proxy may but need not be a member of our Company.

4.3.7 Minimum subscription level

There is no minimum subscription level in terms of the proceeds to be raised by our Company and the Selling Shareholders from our IPO. However, in order to comply with the public shareholding spread requirement under the Listing Requirements, the minimum subscription level in terms of the number of the IPO Shares to be subscribed will be the number of Shares required to be held by the public shareholders of our Company to comply with the public shareholding spread requirement under the Listing Requirements or as approved by Bursa Securities.

In the event that the public shareholding spread requirement is not met pursuant to our IPO and/or if we and the Selling Shareholders decide in our and their absolute discretion not to proceed with our Listing, monies paid in respect of any application for our IPO Shares will be returned in full without interest and if such monies are not returned in full within 14 days after our Company and the Selling Shareholders become liable to do so, then our Company, the Selling Shareholders and the officers of our Company shall be jointly and severally liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be prescribed by the SC from the expiration of that period until the full refund is made.

4.4 Selling Shareholders

Our Selling Shareholders who are offering the Offer Shares are as follows:

	Before our IPO[1]		**Shares offered pursuant to the Offer for Sale**[2]		**After our IPO**[2][3]	
Selling Shareholder	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**
Hallmark	769,014,420	80.49	238,302,000	20.24	454,097,420	38.57
SFSB	73,033,168	7.64	44,720,000	3.80	28,313,168	2.41
Dr. Jamal bin Yusof @ Gordon Duclos	61,484,412	6.44	2,400,000	0.20	59,084,412	5.02
Rahman bin Yusof	18,217,604	1.91	3,600,000	0.31	14,617,604	1.24

Notes:

(1) *Based on the existing issued and paid-up share capital of 955,440,100 Shares before the Public Issue.*

(2) *Based on the enlarged issued and paid-up share capital of 1,177,185,100 Shares after the Public Issue.*

(3) *Assuming full exercise of the Over-allotment Option.*

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Save for the interest in our Shares and as disclosed below, there is no other material relationship that the Selling Shareholders have had with our Company or any of the predecessors of our Group within the past three years:

Selling Shareholder	Material relationship with our Group or our predecessor
Hallmark	▪ Promoter and substantial shareholder of our Company
SFSB	▪ Substantial shareholder of our Company
Dr. Jamal bin Yusof @ Gordon Duclos	▪ Promoter, Chief Executive Officer/Non-Independent Executive Director and substantial shareholder of our Company
	▪ Shareholder and Managing Director of the ICON Fleet Group prior to the Strategic Consolidation
Rahman bin Yusof	▪ Shareholder of our Company and our Chief Operations Officer
	▪ Shareholder, Director and Chief Operations Officer of the ICON Fleet Group prior to the Strategic Consolidation

4.5 ESS

We are establishing an employees' share scheme which involves the ESOS for the grant of ESOS Options to our Eligible Employees and the ESGP for the grant of ESGP Shares to our Eligible Senior Management Employee.

The non-executive Directors of our Group will not be eligible to participate in the ESS.

The ESS shall be administered by the ESS Committee to be appointed by our Board and governed by the By-Laws.

The salient features of the ESS are as follows:

(i) Maximum number of new ICON Shares

The total number of our Shares that may be made available under the ESS and/or allotted and issued and/or acquired and/or transferred upon vesting of our ESOS Options and/or ESGP Shares shall not exceed five percent (5%) of our total issued and paid-up share capital (excluding treasury shares, if any) from time to time or at any point of time, during the tenure of the ESS.

(ii) Maximum allowable allotment and basis of allocation

Subject to any adjustments which may be made under the By-Laws, the maximum aggregate number of our Shares that may be allotted and issued and/or acquired and/or transferred to an Eligible Senior Management Employee or Eligible Employee shall be subject to the following:

(a) the Eligible Senior Management Employee do not participate in the deliberation or discussion of their own allocation; and

(b) the allocation to any Eligible Senior Management Employee and/or Eligible Employee who, either singly or collectively through persons connected with him/her, holds 20% or more of our issued and paid-up share capital (excluding treasury shares, if any), shall not exceed 10% of the total number of our Shares to be issued and granted under the ESS.

The basis for determining the aggregate number of our Shares that may be allotted and issued and/or acquired and/or transferred to the Eligible Senior Management Employee or Eligible Employee under the ESS shall be at the discretion of the ESS Committee, after taking into consideration factors that the ESS Committee may deem relevant (e.g. the position, ranking, performance, seniority and the length of service of the Eligible Senior Management Employee and/or Eligible Employee and such other matters which the ESS Committee may in its sole and absolute discretion deem fit).

(iii) Duration of the ESS

Subject to such conditions in the By-Laws, the ESS shall be in force for a period of five (5) years from 1 January 2015 unless terminated earlier (**"Duration of the ESS"**).

The ESS Committee shall be entitled to extend the Duration of the ESS for such number of years (**"Extended Duration"**), provided that the aggregate number of years in relation to the Duration of the ESS and the Extended Duration shall not exceed 10 years from the effective date of the ESS, and that the approval of our shareholders in a general meeting is obtained prior to the expiry of the Duration of the ESS.

(iv) Eligibility

(a) The Eligible Employee shall be eligible to participate in the ESOS if at the date the offer to participate in the ESOS is made in writing by the ESS Committee to him/her, he/she:

(aa) is a full time employee (not being an Eligible Senior Management Employee) whose employment with our Group has been confirmed in writing and has not served a notice of resignation or received a notice of termination (including employees serving in a specific designation under an employment contract for a fixed duration);

(ab) has been in employment with our Group for a minimum of one (1) year, consecutively;

(ac) has attained the age of at least 18 years;

(ad) is not an undischarged bankrupt; and

(ae) has fulfilled any other criteria and/or falls within such category as may be determined by the ESS Committee from time to time,

provided always that the selection of any Eligible Employees for participation in the ESOS shall be at the discretion of the ESS Committee and the decision of the ESS Committee shall be final and binding.

(b) The Eligible Senior Management Employee shall be eligible for participation in the ESGP if at the date the grant is made in writing by the ESS Committee to him/her, he/she:

(aa) is a full time senior management employee (as shall be determined by the ESS Committee) whose employment with our Group has been confirmed in writing and has not served a notice of resignation or received a notice of termination;

(ab) has been in employment with our Group for a minimum of one (1) year, consecutively;

(ac) has attained the age of at least 18 years;

(ad) if he/she is an executive Director, the specific allocation of our Shares granted by our Company to him/her in his/her capacity as an executive Director under the ESGP has been approved by our shareholders at a general meeting;

(ae) is not an undischarged bankrupt; and

(af) has fulfilled any other criteria and/or falls within such category as may be determined by the ESS Committee from time to time,

provided always that the selection of any Eligible Senior Management Employee for participation in the ESGP shall be at the discretion of the ESS Committee and the decision of the ESS Committee shall be final and binding.

(v) Pricing

The ESS Committee may at its discretion determine the price at which the holder of the offer made under the ESOS are entitled to subscribe for our Shares under the ESOS ("**ESOS Option Price**"), provided that the ESOS Option Price shall not be (i) at a discount as determined by the ESS Committee of more than 10% (or within any other limit allowed by the relevant authorities from time to time) from the five (5)-day weighted average market price of our Shares immediately preceding the date of the offer; and (ii) in any event, less than the par value (if any) of our Shares.

The ESOS Option Price shall be subject to adjustments as provided under the By-Laws.

The reference price which is used to determine the number of ICON Shares to be granted under the ESGP will be based on the fair value of our Shares with no entitlement to any discount, after taking into account among others, the five (5)-day weighted average market price of our Shares immediately preceding the date of the grant.

To facilitate the implementation and administration of the ESGP, we will establish a trust to be administered by a trustee ("**Trustee**") who shall hold our Shares contributed by SFSB and/or newly issued by our Company for the purposes of the ESGP.

None of the ESOS Options or ESGP Shares will be granted in conjunction with the Listing.

4.6 Basis of arriving at the Retail Price, Final Retail Price, Institutional Price and refund mechanism

4.6.1 Retail Price

The Retail Price of RM1.85 per Issue Share was determined and agreed upon amongst our Directors, the Selling Shareholders, the Principal Adviser, the Joint Global Coordinators and the Managing Underwriter, after taking into consideration the following factors:

(i) our operational and financial strengths, namely:

  (a) our OSV fleet size where we are the largest pure-play OSV provider in Malaysia with 32 vessels available for charter by our Group as at the LPD, comprises 30 vessels that we own, one AHTS on a bareboat charter to us which we expect to acquire by early June 2014 but is currently used as forerunner vessel for one of our long-term charter contracts and one AWB on a bareboat charter to us which we expect to acquire by end June 2014;

  (b) our young fleet which has an average age of approximately 5 years as compared to the Southeast Asia industry average of 11.2 years;

  (c) the high utilisation rates for our AHT/AHTSs and PSV/SSVs of 86.2% and 94.1% respectively as compared to the average utilisation rates in Malaysia of 82.0% and 78.0%, Southeast Asia of 82.0% and 78.0% and globally of 65.0% and 74.0% respectively; and

  (d) our high operating margin, in particular our Adjusted EBTDA margin;

(ii) our strong order book where as at the LPD, 89.1% of our order book consist of long-term charter contracts. In addition, the long-term contracts for our AHT/AHTSs and SSVs, representing 66.2% of our order book, are only expiring in 2018, thereby providing us with long-term earnings visibility and cash flow stability;

(iii) our proposed utilisation of RM166.2 million or approximately 40.5% the total proceeds that we plan to raise from the Public Issue for the expansion of our fleet which will enable us to enter into more charter contracts. The fleet expansion includes four additional new vessels comprising one AWB, one PSV and two AHTSs with expected delivery in 3Q 2015 and 1Q 2016. These new vessels will be equipped with the latest technology such as DP2 systems, diesel electric engines and/or higher BHP engines which will enable us to capitalise on new growth opportunities such as tendering for deepwater projects in Malaysia and projects in other countries going forward;

(iv) price-to-earnings multiple of approximately 19.2 times and 24.3 times based on our EPS and adjusted EPS of 9.65 sen and 7.61 sen, respectively, after taking into account our profit after taxation of approximately RM113.6 million and adjusted consolidated profit after taxation of approximately RM89.6 million, respectively for the year ended 31 December 2013 and our enlarged share capital upon Listing of 1,177,185,100 Shares;

(v) strong demand for OSVs, underpinned by robust Malaysian and Southeast Asian oil and gas industry outlook with offshore exploration and production capital expenditures are estimated to grow at a CAGR of 4.3% in Southeast Asia (including Malaysia), over the period 2013 to 2019, further details of which are described in Section 8 of this Prospectus; and

(vi) prevailing market conditions including the state of the capital markets including the Malaysian capital markets, market trends as well as investors' sentiments.

Based on our pro forma NA per Share as at 31 December 2013 of RM0.85, our price-to-book ratio is approximately 2.18 times which falls within the range of other OSV players operating in Malaysia.

The Final Retail Price will be determined after the Institutional Price is determined on the Price Determination Date and will be the lower of:

(i) the Retail Price of RM1.85 per Issue Share; and

(ii) the Institutional Price,

subject to rounding to the nearest sen.

In the event that the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to successful applicants, without any interest thereon. Further details on the refund mechanism are set out in Section 4.6.3 of this Prospectus.

Prospective retail investors should be aware that the Final Retail Price will not, in any event, be higher than the Retail Price of RM1.85 per Issue Share nor lower than the par value of our Shares.

The Final Retail Price and the Institutional Price are expected to be announced within two Market Days from the Price Determination Date via Bursa Listing Information Network ("**Bursa LINK**"). In addition, all successful applicants will be given written notice of the Final Retail Price and the Institutional Price, together with the notice of allotment for the Issue Shares.

Applicants should also note that the vagaries of market forces and other uncertainties may affect the market price of our Shares after our Listing.

4.6.2 Institutional Price

The Institutional Price will be determined by a bookbuilding process wherein prospective institutional and selected investors will be invited to bid for portions of the Institutional Offering by specifying the number of IPO Shares they would be prepared to acquire and the price they would be prepared to pay for such IPO Shares in respect of the Institutional Offering. This bookbuilding process commenced on 30 May 2014 and will end on 9 June 2014 or such date and time as our Directors, the Selling Shareholders and the Joint Global Coordinators may decide in their absolute discretion. Upon the completion of the bookbuilding process, the Institutional Price will be fixed by our Directors and the Selling Shareholders in consultation with the Joint Global Coordinators on the Price Determination Date.

4.6.3 Refund mechanism

In the event that the Final Retail Price is lower than the Retail Price, the difference between the Retail Price and the Final Retail Price will be refunded to the successful applicants without any interest thereon. The refund will be made in the form of cheques which will be despatched by ordinary mail to the address of the successful applicants maintained with Bursa Depository for applications made via the Application Form or by crediting into the accounts of the successful applicants with the Participating Financial Institution for applications made via the Electronic Share Application or by crediting into the accounts of the successful applicants with the Internet Participating Financial Institution for applications made via Internet Share Application, within 10 Market Days from the date of the final ballot of applications, at the successful applicants' own risk.

Please refer to Sections 16.10 and 16.11 of this Prospectus for further information on the refund mechanism.

4.6.4 Expected market capitalisation

Based on the Retail Price of RM1.85 per Issue Share, the total market capitalisation of our Company upon Listing is approximately RM2.18 billion.

4.7 Objectives of our IPO

The objectives of our IPO are as follows:

(i) to increase our visibility as one of the leading providers of offshore support services in Southeast Asia and beyond, that supports a growing number of international oil and gas players;

(ii) to enhance our profile nationally and internationally through the Listing so as to widen our reach and improve our market positioning;

(iii) to raise funds for the purposes set out in Section 4.9 of this Prospectus;

(iv) to give us direct access to the equity capital market for cost effective capital raising which will provide us with greater financial flexibility to facilitate the growth of our Group; and

(v) to provide an opportunity for the investing community, including the Eligible Persons as well as the shareholders of Tanjung Offshore who had subscribed for the RCPS-i to participate in the continuing growth of our Group by way of equity participation.

4.8 Dilution

Dilution is the amount by which the price paid by retail and institutional and selected investors for our Shares exceeds our pro forma consolidated net assets per Share after our IPO. Our proforma consolidated net assets per Share as at 31 December 2013 following the Subdivision of Shares and Conversion of RCPS-i but before adjusting for our IPO was RM0.64, based on our issued and paid-up share capital of RM477,720,050, comprising 955,440,100 Shares.

After giving effect to the issuance of 221,745,000 Issue Shares, and after adjusting for the estimated expenses for our IPO and Listing, our proforma consolidated net assets per Share as at 31 December 2013 (based on our enlarged issued and paid-up share capital of RM588,592,550, comprising 1,177,185,100 Shares) would be RM0.85 per Share. This represents an immediate increase in net assets per Share of RM0.21 to our existing shareholders and an immediate dilution in net assets per Share of RM1.00, representing 54.05% of the Retail Price and the Institutional Price (assuming the Institutional Price and the Final Retail Price will be the Retail Price), to our retail and institutional and selected investors.

The following table illustrates such dilution on a per Share basis assuming the Final Retail Price and the Institutional Price are equal to the Retail Price:

	RM
Assumed Institutional Price/Final Retail Price	1.85
Proforma consolidated net assets per Share as at 31 December 2013 after adjusting for the Subdivision of Shares and Conversion of RCPS-i but before adjusting for our IPO and Listing	0.64
Proforma consolidated net assets per Share as at 31 December 2013 after giving effect to our IPO and Listing	0.85

	RM
Increase in net assets per Share	0.21
Dilution in proforma consolidated net assets per Share to institutional/retail and selected investors	1.00
Dilution in proforma consolidated net assets per Share to institutional/retail and selected investors as a percentage of the Institutional Price/Retail Price	54.05%

Hallmark, our substantial shareholder, Dr. Jamal bin Yusof @ Gordon Duclos, our substantial shareholder, Chief Executive Officer/Non-Independent Executive Director, and Rahman bin Yusof, our Chief Operations Officer, had acquired or subscribed (as the case may be) for our Shares through the following transactions:

(i) the Strategic Consolidation; and

(ii) Shares issued pursuant to the Conversion of RCPS-i, where the RPCS-i were issued at RM1.00 each in September 2012. Further details of the RCPS-i are set out in Section 7.4 of this Prospectus.

In addition, our Shares were transferred by Hallmark to SFSB, our substantial shareholder, on 18 February 2014 as part of ECSB's portfolio management of its investment in our Group.

Save as disclosed above, none of our substantial shareholders, Directors, key management or persons connected to them have acquired and/or subscribed for Shares in our Company from the date of our incorporation up to and including the LPD.

4.9 Utilisation of proceeds

We expect to use the proceeds from the Public Issue of RM410.23 million[(1)] in the following manner:

Details of utilisation	Estimated timeframe for utilisation from the date of our Listing	RM'000	%
Expansion of vessel fleet[(2)]	Within 24 months	166,200	40.5
Repayment of bank borrowings[(3)]	Within 12 months	124,000	30.2
Repayment of advances from Hallmark[(4)]	Within 6 months	54,454	13.3
Working capital[(5)]	Within 24 months	42,574	10.4
Estimated listing expenses[(6)]	Within 6 months	23,000	5.6
Total		**410,228**	**100.0**

Notes:

(1) *We have assumed that the Institutional Price and the Final Retail Price will be the Retail Price of RM1.85 per Issue Share in arriving at this figure.*

(2) *In order to expand our fleet and diversify our fleet portfolio whilst maintaining a young fleet age, we currently have three additional new vessels comprising one AWB and two AHTSs under construction with expected delivery in 3Q 2015, and we are in final negotiation to have one PSV constructed with expected delivery in 1Q 2016, details of which are set out below:*

Type	***Expected registration (Country)***	***DP equipment***	***BHP***	***DWT***	***LOA***	***Accommodation /Passenger capacity***
PSV	*Malaysia*	*DP2*	*N/A*	*3,500*	*77m*	*60*
AWB	*Malaysia*	*DP2*	*N/A*	*3,500*	*82m*	*200*
AHTS	*Malaysia*	*DP2*	*10,930*	*N/A*	*70m*	*N/A*
AHTS	*Malaysia*	*DP2*	*10,930*	*N/A*	*70m*	*N/A*

The total costs of constructing these four vessels are estimated at RM284.0 million. RM166.2 million of the proceeds to be raised from the Public Issue is intended to be utilised for the progress payments, including the repayment of an amount drawn down pursuant to a bridge financing facility of up to RM60.0 million obtained to part-finance the construction of the vessels. The balance of RM117.8 million will be financed via internally generated funds and bank borrowings. This bridge financing facility was obtained to enable us to meet our payment obligations in relation to the four vessels prior to the receipt of the proceeds from the Public Issue.

(3) *We intend to repay the following bank borrowings:*

Facility	***Amount outstanding as at the LPD (RM'000)***	***Proposed repayment (RM'000)***	***Interest/ Profit rate (% per annum)***	***Maturity date/ Date of last repayment***	***Purpose of borrowing***
Bai Istisna	*8,826*	*8,400*	[(a)] *7.75%*	*December 2017*	*Vessel financing*
Ijarah Asset Acquisition Financing-i	*5,685*	*5,000*	[(b)] *6.70%*	*February 2016*	*Vessel financing*
Leasing-i	*93,963*	*90,600*	[(c)] *6.15%*	*March 2019*	*Vessel financing*
Commodity Murabaha Financing-i	*20,000*	*20,000*	[(d)] *6.28%*	*December 2014*	*General working capital requirements*
Total		***124,000***			

Notes:

[(a)] *Fixed rate.*
[(b)] *Computed based on the islamic cost of funds as at the LPD.*
[(c)] *Computed based on the one-month ended 30 April 2014 cost of funds.*
[(d)] *Computed based on the three-months ended 30 April 2014 cost of funds.*

These bank borrowings proposed to be repaid were selected for repayment after taking into consideration the interest/profit rates of each of the bank borrowings of our Group. The interest/profit rate savings from the repayment of these borrowings are set out below.

[(4)] *We intend to fully repay the advances from Hallmark including interest payable up to the date of repayment. The amount proposed to be repaid is RM54.5 million after taking into consideration the amount due to Hallmark of RM53.9 million as at the LPD and the estimated additional interest payable on the total amount owing up to 30 June 2014 of RM0.6 million. The amount was utilised for (i) the redemption of the convertible debt instruments of ICON Fleet; and (ii) our capital expenditure requirements as disclosed in Section 11.1.1 of this Prospectus. The difference between the sums allocated and the actual amount required to repay the advance will be funded from the sum allocated for working capital.*

[(5)] *We expect to utilise such sums to finance the general working capital requirements of our Group including financing our daily operations, payment for bank guarantees for performance of contracts and operating expenses as well as the expected increase in our working capital requirements in line with the expected increase in fleet and related operating expenses arising therefrom, such as crew wages, vessel operation costs and forerunner vessels.*

[(6)] *The expenses for our IPO and Listing to be borne by our Company are as follows:*

	RM'000
Professional fees	*9,508*
Brokerage, underwriting and placement fees	*9,699*
Fees payable to the authorities	*1,068*
Other expenses in connection with our IPO and Listing such as printing, advertising, travel and roadshow expenses	*2,300*
Miscellaneous expenses and contingencies	*425*
Total	*23,000*

Our utilisation of proceeds is expected to have the following financial impact on our Group:

(i) Fleet expansion, diversification and renewal

The utilisation of approximately 40.5% of the proceeds from the Public Issue to expand, diversify and renew our fleet through the construction of new vessels is expected to drive our revenue growth and consolidate our position as a leading OSV owner and operator. We expect the new vessels to improve our operations and financial performance over the coming years.

(ii) Interest/profit rate savings

The repayment of the advances from Hallmark and a portion of our outstanding bank borrowings are expected to give rise to interest/profit rate savings of approximately RM10.69 million per annum based on the respective rates of the advances from Hallmark and bank borrowings to be repaid.

Furthermore, the advances from Hallmark and borrowings to be repaid from the proceeds from the Public Issue represent those which generally have relatively higher interest/profit rates. Specifically, the interest/profit rates for the advances from Hallmark and borrowings to be repaid, all of which are denominated in RM, range from 5.00% to 7.75%, or equivalent to a weighted average rate of 5.92%, as compared to the interest/profit rates of our other RM denominated term loans ranging from 4.75% to 6.86% per annum.

(iii) Enhancement of capital structure

Our gearing level will reduce as a result of our IPO as our shareholders' equity will increase and our debt level will decrease through the utilisation of approximately 30.2% of the proceeds from the Public Issue to repay our bank borrowings. This is expected to provide us with greater debt headroom and financial flexibility for future expansion.

Pending full utilisation, we intend to place the proceeds raised from the Public Issue (including accrued interest, if any) or the balance thereof in interest/profit-bearing accounts with licensed financial institution(s) or in short-term money-market and/or Islamic deposit instruments.

The financial impact of the utilisation of proceeds from the Public Issue on our pro forma consolidated statement of financial position as at 31 December 2013 is set out in Section 12.4 of this Prospectus.

Our Company will not receive any proceeds from the Offer for Sale. The total proceeds from the Offer for Sale of up to RM534.69 million will accrue entirely to the Selling Shareholders. The Selling Shareholders will bear their own professional fees and placement fee, as well as other miscellaneous expenses in respect of our IPO, which is estimated to be approximately RM12.0 million.

4.10 Brokerage, underwriting commission and placement fee

4.10.1 Brokerage

We will pay brokerage in respect of the Issue Shares under the Retail Offering at the rate of 1.0% of the Final Retail Price in respect of all successful applications which bear the stamp of either the participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association and/or the Issuing House.

The Joint Global Coordinators, Joint Bookrunners and Placement Managers are entitled to charge brokerage commission to successful applicants under the Institutional Offering. For the avoidance of doubt, such brokerage commission under the Institutional Offering will not be payable by us or the Selling Shareholders.

4.10.2 Underwriting commission

As stipulated in the Retail Underwriting Agreement, the Managing Underwriter and the Joint Underwriters have agreed to underwrite the Issue Shares under the Retail Offering based on an underwriting commission of 1.75% of the Retail Price multiplied by the total number of Issue Shares underwritten pursuant to the Retail Offering in accordance with the terms of the Retail Underwriting Agreement.

4.10.3 Placement fee

The Selling Shareholders in respect of the Offer Shares and we in respect of the Issue Shares will pay the Placement Managers a placement fee of 1.75% of the Institutional Price multiplied by the total number of IPO Shares sold pursuant to the Institutional Offering and a discretionary fee of up to 0.5% of the Institutional Price multiplied by the number of IPO Shares sold pursuant to the Institutional Offering (other than Institutional Offering to Bumiputera investors approved by the MITI) in accordance with the terms of the Placement Agreement.

The placement fee to be paid by the Selling Shareholders to the relevant Placement Managers will be funded using proceeds raised from the Offer for Sale.

4.11 Underwriting, placement and lock-up arrangements

4.11.1 Underwriting

We have entered into the Retail Underwriting Agreement with the Managing Underwriter and the Joint Underwriters to jointly underwrite 50,619,000 Issue Shares under the Retail Offering, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.3.3 and 4.3.4 of this Prospectus and upon the terms and subject to the conditions of the Retail Underwriting Agreement.

Details of the underwriting commission are set out in Section 4.10.2 of this Prospectus, whilst the salient terms of the Retail Underwriting Agreement are set out below:

For the purposes of this Section,

(i) "**Force Majeure**" means an event, condition or circumstance or its effect which, in the reasonable opinion of the Joint Underwriters, after consultation with us:-

  (a) is unpredictable and beyond the reasonable control of the Party (as defined herein) claiming Force Majeure which could not have been avoided or prevented by reasonable foresight, planning and implementation; and

  (b) causes such Party (as defined herein) to be incapable of performing its obligations under the Retail Underwriting Agreement despite all reasonable efforts of such party claiming it as a Force Majeure to prevent it or mitigate its effects,

  subject to satisfying the foregoing criteria, a Force Majeure includes without limitation acts of war, acts of warfare, hostilities, invasion, incursion by armed force, act of hostile nation or enemy, government, strikes, lockouts, civil war or commotion, acts of war, hijacking, terrorism, sabotage, riot, uprising against constituted authority, disorder, rebellion, organized armed resistance to the government, insurrection, revolt, military or usurped power, accidents, interruptions or natural catastrophe including but not limited to fire, explosion, earthquakes, floods, fire, storm, lightning, tempest, explosions, epidemics or other Acts of God;

(ii) "**Majority Underwriters**" means such Joint Underwriters (which shall include the Managing Underwriter) whose underwriting commitment collectively represent not less than fifty per cent (50%) of the aggregate underwriting commitment of all of the Joint Underwriters as provided for under the Retail Underwriting Agreement;

(iii) "**Material Adverse Change**" means there shall have occurred a material adverse change, whether individually or in the aggregate, and whether or not arising in the ordinary course of business, (a) on the condition (financial or otherwise), general affairs, business, assets, liquidity, management, liabilities, prospects, properties or results of operations of our Company and our Group, taken as a whole, (b) on the ability of our Company and the Selling Shareholders (where relevant) to perform in any respect its obligations under or with respect to, or to consummate the transactions contemplated by, the the Offer Documents, the Placement Agreement or the Retail Underwriting Agreement, (c) on the ability of our Company or any of our Group company to conduct its businesses and to own or lease its assets as described in the Offer Documents or (d) on our IPO;

(iv) "**Material Adverse Effect**" means a material adverse effect on:-

(a) our condition (financial or otherwise), prospects, earnings, business or operations, taken as a whole; or

(b) our ability or the Selling Shareholders (where relevant) to perform our or their respective obligations under the Retail Underwriting Agreement, Placement Agreement or lock-up agreements;

(v) "**Offer Documents**" means the Preliminary Prospectus, the Prospectus and the Application Form and where the context permits, can be either one of these documents;

(vi) "**Party**" means individually our Company, the Managing Underwriter and the Joint Underwriters, and collectively as "**Parties**", as the context may require;

(vii) "**Prelimary Prospectus**" means the preliminary prospectus in relation to our IPO as delivered to the SC on 18 March 2014 pursuant to Section 241(6) CMSA, and shall include any pages supplemental thereto;

(viii) "**Retail Offer Documents"** means this Prospectus, and the Application Form, and where the context so permits or requires, either this Prospectus or the Application Form;

Subject to the conditions precedent set out in the Retail Underwriting Agreement, Maybank IB has agreed to underwrite 20,247,600 Issue Shares, RHB IB has agreed to underwrite 7,592,850 Issue Shares, Hong Leong has agreed to underwrite 7,592,850 Issue Shares, AFFIN has agreed to underwrite 5,061,900 Issue Shares, CIMB has agreed to underwrite 5,061,900 Issue Shares and KIBB has agreed to underwrite 5,061,900 Issue Shares.

The underwriting obligations of the Joint Underwriters and the Managing Underwriter are subject to the satisfaction or waiver (as the case may be) of the conditions precedent on or prior to three Market Days after the closing date of the Retail Offering or such later date as consented to in writing by the Joint Underwriters.

The Managing Underwriter acting under instruction in writing of the Majority Underwriters may, at any time before the date of our Listing by notice in writing to us, terminate their underwriting commitment under the Retail Underwriting Agreement if:

(a) there shall have been a breach by us of any of the representations and warranties contained in the Retail Underwriting Agreement;

(b) there shall have been a breach by us of any of the covenants or obligations contained in the Retail Underwriting Agreement;

(c) the Placement Agreement, lock-up agreements and agreements with Cornerstone Investors, if any, or any one or more of them, shall have been terminated in accordance with their terms or our Company shall have failed to perform its obligations thereunder;

(d) the SC, Bursa Securities or the MITI suspends or revokes any approval for our IPO or makes any ruling (or revokes any ruling previously made), the effect of which is to prevent our Listing;

(e) trading of all securities on Bursa Securities has been suspended or materially limited on, or by Bursa Securities, as the case may be;

(f) any new law or regulation or change in law, regulation, directive, policy or ruling in any jurisdiction that has been announced or carried into force which in the opinion of the Managing Underwriter and the Joint Underwriters may prejudice the success of our Listing or which would have or the effect of making it impracticable to enforce contracts to allot and/or transfer our Shares or making any obligation under the Retail Underwriting Agreement incapable of performance in accordance with its terms;

(g) there shall have been any other Material Adverse Change, or any development involving a prospective Material Adverse Change, in national or international monetary, financial (including stock market, foreign exchange market, inter-bank market or interest rates or money market or currency exchange rates or foreign exchange controls), political, legal, regulatory, taxation, industrial or economic conditions which in the reasonable opinion of the Joint Underwriters is likely to have a Material Adverse Effect (whether in the primary market or in respect of dealings in the secondary market). For the avoidance of doubt, if the FTSE Bursa Malaysia KLCI ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:

    (i) on or after the date of the Retail Underwriting Agreement; and

    (ii) prior to the date of our Listing,

    lower than 85% of the level of Index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to the date of the Retail Underwriting Agreement and remains at or below that level for at least three consecutive Market Days, it shall be deemed a material adverse change in the stock market condition;

(h) we withhold any information from the Managing Underwriter and the Joint Underwriters, which, in the opinion of the Managing Underwriter and the Joint Underwriters, is likely to have a Material Adverse Effect;

(i) an event or series of events in the nature of Force Majeure that, in the judgment of the Managing Underwriter and Joint Underwriters, is material and adverse and which, singly or together with any other Force Majeure event makes it, in the judgment of the Managing Underwriter and Joint Underwriters, impracticable or inadvisable to proceed with the offer, issuance, sale or delivery of the Issue Shares on the terms and in the manner contemplated in each of the Retail Offer Documents;

(j) any government requisition or other occurrence of any nature whatsoever which would affect the business, operations, financial condition or prospects of our Group or the success of our IPO;

(k) our Listing does not take place by 25 June 2014 or such other extended date as may be agreed by the Managing Underwriter after consultation with us;

(l) the date of closing of the Retail Offering does not occur within 15 days from the issuance of this Prospectus or such other extended date as may be agreed in writing by the Managing Underwriter;

(m) any commencement of legal proceedings or action against any member of our Group or any of our Directors within our Group, which in the opinion of the Managing Underwriter and the Joint Underwriters, would have a Material Adverse Effect or make it impracticable to enforce contracts to allot and/or transfer the Issue Shares;

(n) any of the approval from Bursa Securities and the SC and all necessary approvals and consents required in relation to our IPO including but not limited to governmental approvals is revoked, suspended or ceases to have any effect whatsoever, or is varied or supplemented upon terms that would have a Material Adverse Effect;

(o) our IPO is cancelled by our Company; or

(p) our Admission has not been completed by 9:00 a.m. (Kuala Lumpur time) on 25 June 2014 (or such later date as is agreed between our Company and the Managing Underwriter which, in any event, shall be no later than 25 July 2014).

4.11.2 Placement

We and the Selling Shareholders expect to enter into the Placement Agreement with the Placement Managers in relation to the placement of 460,148,000 IPO Shares under the Institutional Offering, subject to the clawback and reallocation provisions and the Over-allotment Option as set out in Sections 4.3.3 and 4.3.4 of this Prospectus. We and each of the Selling Shareholders will be requested, on a several basis, to give various representations, warranties and undertakings, and to indemnify the Placement Managers against certain liabilities in connection with our IPO.

4.11.3 Lock-up arrangements

(i) In connection with the Retail Underwriting Agreement and Placement Agreement, we agree, subject to certain exceptions, that we shall not, without the prior written consent of the Joint Global Coordinators and the Managing Underwriter, for a period of six months after the date of our Admission (both dates inclusive), directly or indirectly:

(a) issue, allot, sell, accept subscription for, offer to issue, allot or sell, contract or agree to issue, allot or sell, hypothecate, lend, grant or sell any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, conditionally or unconditionally, or create or agree to create an Encumbrance (as defined below) over, either directly or indirectly, conditionally or unconditionally, any of our Shares or any other securities of our Company that are substantially similar to our Shares (or any interest therein or in respect thereof), or any securities convertible into or exchangeable or exercisable for, whether any such transaction is to be settled by delivery of our Shares or such securities, in cash or otherwise. "**Encumbrances**" means any mortgage, lien, charge, option, pledge, assignment by way of security, security interest, title retention, preferential right or trust arrangement, claim, covenant, easement or any other security arrangement or any other arrangement having the same effect;

(b) enter into any swap, hedge, derivative, transaction or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of our Shares, or any other securities of our Company that are substantially similar to our Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase, the foregoing, whether any such transaction is to be settled by delivery of our Shares or such other securities, in cash or otherwise;

(c) enter into any transaction with the same economic effect as any transaction specified in (a) or (b) above; or

(d) offer to or agree to or, unless otherwise required to do so by applicable law, regulation or listing rules, publicly announce an intention to, effect any transaction specified in (a) or (b) above.

The foregoing restrictions do not, however, apply in respect of our Shares to be issued by us pursuant to our IPO or the grant of any of our Shares under the ESS.

(ii) In connection with the Retail Underwriting Agreement and Placement Agreement, Hallmark, SFSB and Dr. Jamal bin Yusof @ Gordon Duclos agree, subject to certain exceptions, that they shall not, without the prior written consent of the Joint Global Coordinators and the Managing Underwriter, for a period of six months after the date of the Admission (both dates inclusive), directly or indirectly in its capacity as a shareholder of our Company:

(a) sell, offer to sell, contract or agree to sell, hypothecate, lend, grant or sell any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, conditionally or unconditionally, or create or agree to create an Encumbrance over, either directly or indirectly, conditionally or unconditionally, any of our Shares held by them or any other securities of our Company that are substantially similar to our Shares (except those shares that are substantially similar to our Shares, that have been issued by our Company with the written consent of the Joint Global Coordinators and the Managing Underwriter) (or any interest therein or in respect thereof), or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase, the foregoing whether any such transaction is to be settled by delivery of our Shares or such other securities, in cash or otherwise;

(b) enter into any swap, hedge, derivative, transaction or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of our Shares held by them or any other securities of our Company that are substantially similar to our Shares (except those shares that are substantially similar to our Shares, that have been issued by us with the written consent of the Joint Global Coordinators and the Managing Underwriter), or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase, the foregoing, whether any such transaction is to be settled by delivery of our Shares or such other securities, in cash or otherwise;

(c) enter into any transaction with the same economic effect as any transaction specified in (a) or (b); or

(d) offer to or agree to or publicly announce an intention to, effect any transaction specified in (a) or (b).

The foregoing restrictions do not, however, apply in respect of: (i) any of our Shares held by them pursuant to our IPO; or (ii) any of our Shares acquired by them in the open market after the date of our Admission. With respect to Hallmark, the foregoing restrictions also do not apply in respect of (i) any of our Shares held by Hallmark sold pursuant to the Over-allotment Option; or (ii) in respect of the transfer of our Shares held by Hallmark pursuant to the Share Lending Agreement, provided that the restrictions will apply to any Shares returned to Hallmark pursuant to the Share Lending Agreement.

(iii) In connection with the Retail Underwriting Agreement and Placement Agreement, ECSB agrees, subject to certain exceptions, that it shall not, without the prior written consent of the Joint Global Coordinators and the Managing Underwriter, for a period of six months after the date of the Admission (both dates inclusive), directly or indirectly in its capacity as a substantial shareholder of our Company:

(a) sell, offer to sell, contract or agree to sell, hypothecate, lend, grant or sell any option to purchase, or otherwise dispose of or agree to dispose of, directly or indirectly, conditionally or unconditionally, or create or agree to create an Encumbrance over, either directly or indirectly, conditionally or unconditionally, any shares held in E-Cap 1, E-Cap 2 or SFSB (or any interest therein or in respect thereof) (collectively, "**EES Shares**") or any other securities of E-Cap 1, E-Cap 2 or SFSB that are substantially similar to EES Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase, the foregoing whether any such transaction is to be settled by delivery of ESS Shares or such other securities, in cash or otherwise;

(b) enter into any swap, hedge, derivative, transaction or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of ESS Shares or any other securities of E-Cap 1, E-Cap 2 or SFSB that are substantially similar to ESS Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase, the foregoing, whether any such transaction is to be settled by delivery of ESS Shares or such other securities, in cash or otherwise;

(c) enter into any transaction with the same economic effect as any transaction specified in (a) or (b); or

(d) offer to or agree to or publicly announce an intention to effect any transaction specified in (a) or (b).

(iv) In connection with the Retail Underwriting Agreement and Placement Agreement, E-Cap 1 and E-Cap 2 agree, subject to certain exceptions, that they shall not, without the prior written consent of the Joint Global Coordinators and the Managing Underwriter, for a period of six months after the date of the Admission (both dates inclusive), directly or indirectly in their capacity as substantial shareholders of our Company:

(a) sell, offer to sell, contract or agree to sell, hypothecate, lend, grant or sell any option to purchase, or otherwise dispose of or agree to dispose of, directly or indirectly, conditionally or unconditionally, or create or agree to create an Encumbrance over, either directly or indirectly, conditionally or unconditionally, any shares held in Hallmark (or any interest therein or in respect thereof) ("**Hallmark Shares**") or any other securities of Hallmark that are substantially similar to Hallmark Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase, the foregoing whether any such transaction is to be settled by delivery of Hallmark Shares or such other securities, in cash or otherwise;

(b) enter into any swap, hedge, derivative, transaction or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Hallmark Shares or any other securities of Hallmark that are substantially similar to Hallmark Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase, the foregoing, whether any such transaction is to be settled by delivery of Hallmark Shares or such other securities, in cash or otherwise;

(c) enter into any transaction with the same economic effect as any transaction specified in (a) or (b); or

(d) offer to or agree to or publicly announce an intention to, effect any transaction specified in (a) or (b).

(v) The Cornerstone Investors are also subject to lock-up arrangements pursuant to which they have agreed that for a period of six months after the date of the Admission (both dates inclusive), they will not, without the prior written consent of our Company, the Selling Shareholders and the Joint Global Coordinators:

(a) offer, pledge, sell, contract to sell, mortgage, charge, assign, issue or sell any option or contract to purchase, purchase any option or contract to sell, grant or agree to grant any option, right or warrant to purchase, lend, subscribe for, hypothecate or create any encumbrance or otherwise transfer or dispose of, directly or indirectly, conditionally or unconditionally, any of the Offer Shares acquired by the Cornerstone Investors from the Selling Shareholders and any shares or other securities of our Company which are derived therefrom pursuant to any rights issue, bonus issue, capitalisation issue or other corporate exercises of our Company ("**Cornerstone Investors Lock-up Shares**") or any securities convertible into or exercisable or exchangeable for the Cornerstone Investors Lock-Up Shares;

(b) enter into any swap, hedge or derivative or any other transaction or arrangement that transfer to another, in whole or in part, any of the economic consequences of ownership of the Cornerstone Investors Lock-up Shares;

(c) deposit the Cornerstone Investors Lock-up Shares in any depository receipt facilities;

(d) agree to do or announce any intention to do any of the above or an offering or sale of the Cornerstone Investors Lock-up Shares or file any registration statement under the U.S. Securities Act with respect to any of the foregoing; or

(e) sell, transfer or otherwise dispose of any interest in any shares in any company controlled by it which is directly or through another company the beneficial owner of the Cornerstone Investors Lock-up Shares.

4.12 Trading and settlement in secondary market

Upon our Listing, our Shares will be traded through Bursa Securities and settled by book-entry settlement through CDS (which is operated by Bursa Depository), which will be effected in accordance with the Rules of Bursa Depository and the provisions of the SICDA. Accordingly, we will not deliver share certificates to the purchasers of our IPO Shares.

Beneficial owners of our Shares are required under the Rules of Bursa Depository to maintain the Shares in CDS accounts, either directly in their name or through authorised nominees. Persons whose names appear in the Record of Depositors maintained by Bursa Depository will be treated as the shareholders of our Company in respect of the number of Shares credited to their respective securities accounts.

Transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for the Shares that are settled on a book-entry basis, although there is a nominal transfer fee of RM10 payable for each transfer not transacted on the market.

All Shares held in CDS accounts shall not be withdrawn from the CDS except in the following instances:

(i) to facilitate a share buy-back;

(ii) to facilitate conversion of debt securities;

(iii) to facilitate a company restructuring process;

(iv) where a body corporate is removed from the Official List;

(v) to facilitate a rectification of any error; or

(vi) in any other circumstances as determined by Bursa Depository from time to time, after consultation with the SC.

Trading of shares of companies listed on Bursa Securities is normally done in "board lots" of 100 shares. Investors who desire to trade less than 100 shares shall trade under the odd lot market. Settlement of trades done on a "ready" basis on Bursa Securities generally takes place on the third Market Day following the transaction date, and payment for the securities is generally settled on the third Market Day following the transaction date.

It is expected that the Shares will not commence trading on Bursa Securities until about 13 Market Days after the close of the Retail Offering. Holders of our Shares will not be able to sell or otherwise deal in our Shares (except by way of a book-entry transfers to other CDS accounts in circumstances which do not involve a change in beneficial ownership) prior to the commencement of trading on Bursa Securities.

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5. RISK FACTORS

Before investing in our Shares, you should pay particular attention to the fact that we and to a large extent, our business and operations, are governed by or dependent on, the legal, regulatory and business environment in Malaysia, which may in some aspects differ from those which prevail in other countries. Our business is subject to a number of factors, many of which are beyond our control. Prior to making an investment decision, you should carefully consider, along with the other matters in this Prospectus, the risks and investment considerations set forth below. You should note that the risks and investment considerations set forth below are not an exhaustive list of all the risks that we are currently facing or that may develop in the future. Additional risks, whether known or unknown, may in the future have a material and adverse effect on us or our Shares.

5.1 Risks relating to the industry in which we operate

5.1.1 The demand for our services is, to a large extent, dependent on the levels of activity in offshore oil and gas exploration, development and production which are in turn dependent upon oil and gas prices and demand

The demand for our services, to a large extent, depends on the levels of activity in offshore oil and gas exploration, the development and production activity of, and the corresponding capital spending by, oil and gas companies, which in turn are primarily affected by the trends in and outlook of oil and natural gas prices. A decline in the worldwide demand for oil and gas or in the event of prolonged lower prices of oil or gas in the future would result in reduced exploration and development of offshore areas and a decline in the demand in the offshore oil and gas industry. The levels of offshore oil and gas exploration, development and production activity are subject to large fluctuations in response to relatively minor changes in a variety of factors that are beyond our control, including:

- expectations of future oil and gas prices and price volatility;
- the cost of offshore exploration for, and production and transportation of, oil and gas;
- worldwide demand for oil and gas and other petroleum-based products;
- the level of oil production by non-OPEC countries, the ability of countries within OPEC to set and maintain oil production levels and oil prices and the availability of excess production capacity by countries within OPEC;
- availability and rate of discovery of new oil and gas resources in offshore areas;
- advances in exploration, development and production technology;
- government policies and initiatives in awarding offshore exploration blocks;
- local and international political and economic conditions and policies, including developments in international trade which affect cabotage and other local laws;
- substitution by, and availability of, alternative energy sources;
- environmental and other regulations affecting our customers and their other service providers, including regulations on gas emissions and climate change;
- state of the financial markets and availability of funding options to the oil and gas companies for the funding of exploration and production activities; and

- over supply of vessels.

A decline in the level of offshore oil and gas exploration, development and production activity as well as prolonged lower prices of oil or gas, due to one or more of the above factors, would result in a decrease in the demand within the offshore oil and gas industry, such as OSV services which we offer. This could, in turn, reduce our charter rates and utilisation rates and have an adverse effect on our business, financial condition, results of operations and prospects. Moreover, increases in oil and gas prices and higher levels of expenditure by oil and gas companies for exploration, development and production activities may not necessarily result in increased demand for our services or increases in our charter rates or utilisation rates.

5.1.2 The offshore oil and gas industry is subject to government regulations

The extraction and transport of oil and gas at sea is subject to inherent risks, such as blow-outs, equipment defects, accidents and crew safety, discharge of pollutants and oil spills, malfunctions, failures and misuses that could cause significant environmental damage, personal injury or loss of life and commercial damage. Our operations are subject to the local and international regulations in jurisdictions where our vessels operate, as well as in the countries in which our vessels are registered.

In almost all the jurisdictions that we operate, we are required by our customers as well as by governments and regulatory agencies, to maintain HSE and security standards in the course of providing our services. These regulations govern, among others, workers' health and safety, manning, construction and the operations of our vessels. In the event of any change in these standards, we may have to incur additional expenses to comply with such changes. Any failure to maintain such standards may result in the cancellation of our present contracts, failure to win new contracts, or regulatory authorities imposing fines, penalties or sanctions on us, revocation of our licences and permits or prohibition from continuing our operations, each of which could have a material adverse effect on our business. Failure to maintain HSE and security standards could also result in injuries, death, damage to property and to the environment and potential liability arising from such events, as well as damage to our reputation.

While we benefit from cabotage laws in Malaysia partial to Malaysian-flagged vessels, our operations in foreign markets are affected by the respective jurisdictions' and countries' laws to our disadvantage. Currently, the Malaysian cabotage laws are subject to certain exceptions under certain international trade agreements, including GATS. Please refer to Section 7.22.2 of this Prospectus for further information on cabotage laws. If maritime cabotage services were included in the GATS or other international trade agreements, or if such restrictions were otherwise altered, maritime transportation in Malaysia could be opened to foreign-flagged vessels. If this were to occur, or if the Government's policy on preferential treatment were to change, it could lead to the loss of preferential treatment for Malaysian-flagged vessels and significantly increase competition in the offshore oil and gas industry in Malaysia.

5.1.3 Our industry is highly competitive and subject to intense price competition

We operate in an intensely competitive industry. The principal competitive factors in the offshore oil and gas industry include:

- charter rates and other costs, service and reputation of vessel operations and crew;
- pre-qualification criteria and prior experience;
- suitability of vessel types and age of vessels;
- vessel availability and cost of moving vessels from one market to another;
- technical capabilities of vessels, equipment and personnel;
- safety and efficiency; and
- complexity of maintaining logistical support.

Most of our offshore oil and gas services contracts are traditionally awarded through competitive bidding process subject to the satisfaction of the prescribed pre-qualification criteria and experience. Our industry is subject to intense price competition and pricing is usually a key factor in determining which contractor is awarded a contract. The competitive bidding process may have an adverse effect on the profit margins that we are able to attain. In addition, our industry has historically been cyclical and is affected by oil and gas price levels and volatility. There have been periods of high demand, low OSV supply and high charter rates, followed by periods of low demand, excess OSV supply and low charter rates. Changes in oil and gas prices may have a dramatic effect on OSV demand. During periods of excess OSV supply, competition in the industry may intensify and we may have to enter into lower rate contracts or our OSVs could be idle for long periods of time.

There are a large number of vessels currently under construction and industry participants have placed a large number of orders for new vessels to be delivered over the next few years. Any increase in the availability of OSVs in the markets where we presently operate would increase competition for charter rates and may decrease our utilisation rates, which would adversely affect our operating margins and in turn, our financial condition and results of operations.

We compete with local, regional and global companies, many of whom have established reputations and long operational track records in our industry. Compared to us, some of our competitors are larger, have more diverse fleets and businesses, have greater financial, technical, marketing and other resources, greater brand recognition and reputation, longer operational track records, greater geographical reach and lower capital/operational costs. This allows them to better withstand industry downturns, compete on the basis of price, relocate assets more easily and build or acquire additional assets, all of which may affect our revenue and profitability. Moreover, if other companies relocate or acquire vessels or offshore assets for operations in the regions where we operate, the level of competition in such regions may increase, and our business and financial condition could be adversely affected as demand for our vessels and services could be negatively affected by increased supply of similar vessels or offshore assets and services. Local competitors in each country where we operate may have more domestic experience and better relationships with customers than we do. In addition, many governments favour or effectively require contracts to be awarded to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Such policies may affect our ability to compete effectively.

We cannot assure you that we will be able to successfully compete in the markets where we currently operate and intend to operate as well as against new market entrants in the future. Our failure to remain competitive may have a material adverse impact on our business, financial condition, results of operations and prospects.

5.1.4 We may be affected by a fundamental change in PETRONAS' policies towards the oil and gas industry

PETRONAS' current policies in Malaysia towards the oil and gas industry include the imposition of licensing/registration requirements and under these policies, only companies with valid licences/registrations may supply goods, products and services to the upstream sector of the oil and gas industry in Malaysia and the PETRONAS group of companies in the downstream sector. Furthermore, these policies also restrict the ability of suppliers of goods, products and services to operate in Malaysia by requiring, among others, foreign suppliers to use Malaysian content in their operations and to operate with a Malaysian partner or company either by forming a joint venture with the Malaysian partner or company or by designating the Malaysian partner or company as an exclusive agent representing such foreign entity.

Any fundamental change in PETRONAS' policies such as the relaxation or liberalisation of licencing/registration requirements for the provision of goods, products and services related to the oil and gas industry or permitting foreign suppliers to operate in Malaysia without restrictions (including without local content or a local partner or company) would have a material adverse effect on our business, financial condition, results of operations and prospects.

5.1.5 The market value of our vessels can fluctuate significantly and as a result, affect our ability to obtain financing at attractive rates and terms

The highly cyclical nature of the OSV industry could result in significant volatility in the value of vessels and affect our ability to obtain financing. In particular, we may not be able to secure financing at attractive rates and terms, or at all, if the market value of our vessels drops significantly. The fluctuation in the market value of our fleet is likely to be influenced by a number of factors including:

- age of the vessels, as older vessels generally attract lower valuations;
- vessel specification and the general condition of the vessels, as lower specification vessels generally attract lower valuations;
- global economic and market conditions affecting the offshore oil and gas industry, as a decline in market conditions would cause downward pressure on valuations and vice versa;
- changes in the supply of, and demand for, certain types and sizes of vessels, as lower demand for, or greater supply of, OSVs may cause valuations to fall, and vice versa;
- changes in the cost of building new vessels, as valuations may decline if it becomes cheaper to build new vessels;
- governmental or other regulations, as regulations which require material changes to vessel design may cause valuations of older vessels to fall;
- the prevailing level of day-rates, as lower day-rates will cause downward pressure on valuations and vice versa; and
- technological advances, as our existing vessels may be valued lower if new technology is introduced which makes our fleet less attractive.

Lower charter rates and utilisation rates could also adversely affect the resale and fair value of our vessels and consequently, cause us to breach certain covenants of some of our existing financing facilities such as the market value of vessel-to-loan outstanding ratio and/or impact our ability to secure financing at competitive rates or at all.

5.1.6 Maritime claimants could enforce maritime liens by the arrest of our vessels through foreclosure proceedings, which could adversely affect our cash flow and result in a significant loss of earnings

Under the maritime law of many jurisdictions, claimants for breach of certain maritime contracts, vessel mortgagees, crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In addition, in certain jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. This would apply even if our vessels are chartered-out.

In addition, international vessel arrest conventions and certain national jurisdictions permit so-called "sister ship" arrests, allowing the arrest of vessels that are within the same legal ownership as the vessel which is subject to the claim or lien. Certain jurisdictions go further, permitting not only the arrest of vessels within the same legal ownership, but also any "associated" vessel. In these jurisdictions, an "association" may be recognised when two vessels are owned by companies controlled by the same party. Consequently, a claim may be asserted against us or our vessels for the liability of one or more of the other vessels we own.

Any arrest or attachment of one or more of our vessels could result in a significant loss of earnings and cash flow or require us to provide security involving large sums of money to have the arrest lifted.

5.2 Risks relating to our business and our operations

5.2.1 We require a number of approvals, licences, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner may adversely affect our operations

Our Group requires certain approvals, licences, registrations, permits and certifications to operate. Please refer to Annexure A of this Prospectus for further information on our major licences and permits. We cannot assure you that the approvals, licences, registrations, permits and certifications issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If we fail to comply with the requirements of any such laws, rules or regulations or directions from the relevant regulatory authorities, we could be subject to substantial administrative, civil and criminal penalties, the imposition of remedial obligations, the issuance of injunctive relief or the non-renewal or revocation of our Group's business and operational approvals, licences, permits, registrations and certifications.

Further, certain of our approvals, licences, permits, registrations and certifications are subject to periodic renewal. There can be no assurance that we may be able to renew these approvals, licences, permits, registrations and certifications in a timely manner or at all, which could result in a material adverse effect on our business, financial condition, results of operations and prospects.

5.2.2 We are dependent on our major end customer

As our major end customer, PETRONAS Carigali contributes a substantial portion of our revenue, and any cancellation or termination of our contracts with PETRONAS Carigali in the future, if not replaced, could materially and adversely affect our financial condition and results of operations. In the years ended 31 December 2011, 2012 and 2013, PETRONAS Carigali contributed 64.6%, 80.4% and 71.7% of our total revenue, respectively. A reduction in the oil and gas sales prices or overall sales volumes may lead to reduced levels of activity by PETRONAS Carigali, resulting in lower demand for our services.

Any cancellation or termination of our contracts with PETRONAS Carigali in the future could have a material adverse effect on our business, financial condition, results of operations and prospects. Please refer to Section 7.8.6 of this Prospectus for further information on our relationship with PETRONAS Carigali as our major end customer.

5.2.3 Our charter contracts may be subject to early termination

Our charter contracts are for varying periods of time. In line with industry practice, our customer contracts ordinarily contain clauses which could, among others, give the customer a right of early termination with a notice of termination for any or no reason whatsoever. Some of our charter contracts may also be terminated due to, inter-alia, completion of customers' projects ahead of schedule, with related compensation and in certain cases, for cause upon the occurrence of certain events, such as non-performance events of force majeure, loss or seizure of vessels or unavailability of the vessel due to various reasons such as confiscation or requisition by the government of the jurisdiction under which the vessels are registered and/or operate.

In addition, our customers require the vessels which they are chartering to be inspected both prior to as well as during the period of our charter contracts. In particular, one of our customers performs regular inspection on the vessels which they have chartered in accordance with its vessel inspection and risk management system. In line with amendments to the manner in which the said customer handles inspection issues, it issued a notice of default notifying us that we had failed to comply with the inspection guidelines imposed by them in respect of one of our vessels and required corrective action to be taken within the stipulated period. Failure to undertake remedial action within the period stipulated in the notice could allow the said customer to exercise certain contractual rights, including the right to withhold payments due to us, invoke the bank guarantees provided and/or suspend or terminate the underlying contract. We have undertaken the required remedial actions to address such non-compliance. To date, the said customer has not exercised those contractual rights and the vessel is currently still in use by them. We cannot assure you that the said customer will not exercise any such contractual rights in the future. We expect that the said customer will continue to issue notices of default in the future in the event that we are not able to rectify, or take remedial action in respect of, any issues identified by such customer within the timeframe stipulated by it.

The termination of existing charter contracts and the inability to secure replacement contracts within a reasonable timeframe and on satisfactory terms may reduce our revenue and may have a material adverse impact on our financial condition and results of operations. Our revenue and profitability may also be materially and adversely affected if we are not able to re-deploy our vessels for a period of time upon termination of existing contracts.

5.2.4 Our results of operations may be adversely affected by our inability to secure contracts or negotiate favourable contract terms

Most charter contracts, especially, long-term contracts in the local and international markets, are awarded following competitive bidding processes and satisfaction of certain prescribed pre-qualification criteria, including experience in operating vessels under long-term charters, suitability of vessel types, technical capabilities of vessels, equipment and personnel as well as safety record. If we are unable to meet customers' pre-qualification requirements, we may lose the opportunity to bid for and consequently fail to secure new contracts which could materially and adversely affect our business and growth plans.

Although we generally endeavour to obtain better terms in contracts for our vessels where possible, low demand and adverse market conditions at the time of negotiating contracts may result in us accepting less favourable terms.

In addition, as most of our contracts are awarded through a competitive bidding process, our ability to negotiate contractual terms with our customers is limited. We generally seek to use standard form charter party contracts. In most instances, we may be required to use customer-specific standard forms of charter parties and contracts adopted as a matter of policy by a customer, which may further affect our ability to negotiate such contractual terms. As a result, we would be subject to less favourable terms, which could have a material adverse effect on our financial condition and profitability.

5.2.5 We operate in a highly capital intensive industry which requires high levels of borrowings

We operate in a capital intensive industry which requires high levels of funding. We have and will continue to have a significant amount of borrowings. As at 31 December 2013, our total borrowings stood at RM1,103.3 million, or RM867.7 million excluding the RCPS-i and accrued profit rate thereon, which were mandatorily converted into our Shares on 23 May 2014. Our ability to service our debts and other contractual obligations will depend on our future operations and cash flow generation, which in turn will be affected by various factors, many of which are beyond our control.

As a result of our indebtedness, we are exposed to interest/profit rate risk, primarily from borrowings bearing variable interest/profit rates. As at 31 December 2013, RM623.2 million or 56.5% of our total borrowings bore a variable rate of interest/profit. Excluding the RCPS-i and accrued profit rate thereon, 71.8% of our total borrowings as at 31 December 2013 bore a variable rate of interest/profit. Changes in economic conditions could result in higher interest/profit rates and reducing our profitability and funds available to meet capital and operational expenditure or other purposes. Please refer to Section 12.2.3(v) of this Prospectus for further information on the level of our borrowings and finance cost.

We cannot assure you that we will have sufficient capital resources to construct or acquire the vessels and equipment required to expand our fleet size. While we expect our cash on hand, cash flow from operations, proceeds from our Public Issue and available borrowings under our credit facilities to be adequate to fund our existing commitments, our ability to pay these amounts is dependent upon the success of our business and operations.

Our ability to obtain financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from financial institutions, the continued success of our operations and other laws that are conducive to our raising capital. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, financial condition, results of operations and prospects could be adversely affected. Further, if we decide to raise additional funds through the issuance of equity or equity-linked instruments, your interests as our shareholders may be diluted. If we decide to meet our capital requirements through debt financing, our debt interest obligations will increase and we may be subject to additional restrictive covenants.

5.2.6 We are exposed to the risk relating to the condition under certain of our financing agreements which requires ECSB to remain as our single largest shareholder

Certain of our financing agreements require that ECSB (directly or indirectly) shall remain as our single largest shareholder, where applicable, subject to the successful implementation of our Listing. We have no control over the actions of ECSB and we cannot assure you that ECSB will always comply with the said condition. In the event that ECSB ceases to be our single largest shareholder or notifies us of its intention to reduce its shareholding in our Company such that it ceases to be our single largest shareholder, we will negotiate for the removal of the said condition or seek to re-finance these facilities. There can be no assurance that we will be successful with such negotiation or re-financing exercise.

If we are unsuccessful in negotiating or refinancing any such agreements, then we may be in breach of such agreements which could result in the lenders exercising their rights to call for immediate repayment of the entire amount outstanding, which could also potentially trigger cross-default provisions in respect of our borrowings contained within our other financing arrangements, any of which could have a material adverse effect on our business, financial condition, results of operations and prospects. Please refer to Section 12.2.7 of this Prospectus for details of our financing facilities which require ECSB to remain as our single largest shareholder (directly or indirectly). As at the LPD, ECSB is indirectly our single largest shareholder and will remain as our single largest shareholder upon completion of our IPO.

5.2.7 Drydocking, maintenance and repair for our vessels and equipment may require substantial expenditure and time

We are required to maintain our vessels and/or our equipment to certain standards and to maintain the certification of such vessels and/or certain equipment. Such maintenance may involve substantial costs and result in loss of opportunity from downtime, which may materially and adversely affect our results of operations.

Our operations are dependent on the operating efficiency and reliability of our vessels and/or our equipment in terms of operational worthiness and the safety environment. Any unexpected breakdown or non-performance of vessels and/or equipment is difficult to predict and in the event of downtime, additional costs and losses may be incurred by our customers arising from the disruption of their workflow and scheduled activities and some of these costs may be passed on to us. Rectification of the breakdown or non-performance, depending on its severity, may also require replacement or repair of key components and there may be long lead times for the procurement of these components which may result in such vessels and/or equipment being out of service and being unable to generate revenue for us over extended periods of time.

5.2.8 We are subject to evolving environmental regulations

We are subject to environmental regulations pursuant to a variety of international conventions and state and municipal laws and regulations. Compliance with such regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental regulations is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. This may result in a material increase in our costs of operating our fleet or otherwise materially and adversely affect our business, financial condition, results of operations and prospects.

The discharge of pollutants into the air or water may give rise to liabilities to governmental authorities and third parties and may require us to incur costs to remedy such discharge. Changes in environmental regulations may also expose us to liability for the conduct of or conditions caused by others, or for actions which were in compliance with all applicable laws at the time such actions were taken. Furthermore, some environmental regulations provide for joint and several strict liabilities for environmental remediation of releases of hazardous substances, which could result in liability for environmental damage without regard to negligence or fault.

5.2.9 We are subject to hazards customary to the operation of vessels and unforeseen interruptions

Our operations are subject to various operating hazards and risks, including those beyond our control, such as:

- catastrophic marine and other natural disasters;
- adverse sea and weather conditions;
- infectious communicable diseases;
- unanticipated geological conditions; and
- war, sabotage, piracy and terrorism risks.

Our operations are also subject to operating hazards and risks that may be somewhat within our control, such as:

- equipment failures;
- navigation errors and crew negligence;
- collisions, grounding and fire;
- oil and hazardous substance spills, containment and clean up;
- labour shortages and strikes; and
- damage to and loss of vessels.

These risks present a threat to the safety of our personnel and damage to our vessels, cargo, equipment under tow and other property, as well as the environment. We could be required to suspend our operations as a result of these hazards. In such event, we would experience loss of revenue and possibly property damage, and additionally, third parties may have significant claims against us for damages due to personal injury, death, property damage, pollution and loss of business. Additionally, we may be penalised by the relevant authorities if we are determined to be responsible for the occurrence of any of such hazards. If we are unable to obtain adequate compensation under our insurance coverage, our business, financial condition and results of operations would be adversely affected. Furthermore, any deliberate misconduct by our crew members may create a liability for our Group or may cause reputational harm to our business.

5.2.10 We are dependent on our key management and key technical personnel as well as our ability to hire and retain skilled and qualified employees

Our key management have been and will continue to be instrumental in implementing our Group's business strategies determined by our Board. The loss of the services of our key management without suitable and timely replacements may lead to a loss or deterioration of important business relations which would have a material adverse impact on our business, financial condition, results of operations and prospects. Please refer to Section 9.2 of this Prospectus for further information on our key management.

Furthermore, our success depends largely on our ability to attract and retain highly skilled and qualified personnel and marine crew such as ship captains, sailors, engineers, operators and DP officers. Skilled personnel and marine crew with appropriate experience in the offshore oil and gas industry are scarce and the employment market for them is very competitive, resulting in inflationary pressure on hiring, training and retention costs for skilled marine crew. As a result of the volatility of the oil and gas industry and the demanding nature of the work, potential employees may choose to pursue employment in fields that offer a more desirable work environment at wage rates that are more competitive than ours. For such reasons, companies in the offshore oil and gas industry typically offer attractive compensation packages to attract and retain qualified personnel. In addition, due to the shortage of experienced, qualified and skilled local marine crew, particularly for the higher ranking deck officers and engineers,we have to employ foreign nationals to fill these posts, for which work permits and visas are required. We may experience a reduction in the experience level of our skilled personnel as a result of any increased attrition, which may lead to higher downtime and operating incidents, which in turn could adversely affect revenue and increase costs.

If we are unable to continue to attract and retain skilled and qualified employees and/or there is a change in labour laws and regulations in a particular country which restricts our skilled and expatriate personnel from working in such country, we may not be able to operate efficiently. Our inability to hire, train and retain sufficient number of skilled and qualified employees could impair our ability to manage and grow our business. Please refer to Section 7.17 of this Prospectus for further information on our OSV crew.

5.2.11 As we continue to expand internationally, we are increasingly susceptible to legal, regulatory, political, economic and competitive conditions outside of Malaysia, as well as operational risks different from those that we face in Malaysia

We expect to continue expanding our business activities outside of Malaysia. Some of our vessels operate in foreign waters and we are therefore subject to a number of risks inherent in any business operating in foreign countries. These risks include, among others, political instability, expropriation, nationalisation or detention of vessels and other forms of public and governmental regulation, foreign currency fluctuations, problems arising from collections from customers, repatriation of funds, piracy and terrorist attacks.

In addition, as we expand internationally, most of our operations will be subject to Port State Control regulations, including foreign laws. We may be required to procure a local partner or otherwise restructure our operations to comply with such regulations or may be required to cease operations in these areas.

Furthermore, a flag state government could seize one or more of our vessels for title or for hire. Requisition for title occurs when a flag state government takes control of a vessel and becomes her owner. Requisition for hire occurs when a flag state government takes control of a vessel and effectively becomes her charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency.

Although our business and operations have so far not been materially and adversely affected by such events, we are unable to predict whether we can remain unaffected by the consequences of such events in the future. If any of these events or other similar events occurs in the future, it may have a material impact on our operations and consequently, materially and adversely affect our financial condition, results of operations and prospects.

5.2.12 We are exposed to technological risk

The offshore oil and gas industry is a highly technical and technology-based industry. The technological standards of our vessels, equipment and machinery may change based on the requirements of the industry. While we currently have a modern fleet and many of our vessels have the latest technology, the vessels, equipment and processes that we currently use may become obsolete or less efficient compared to more technology advanced vessels, equipment and processes that may be developed in the future. As our customers move their offshore operations into deeper waters, they may demand more powerful vessels equipped with greater technological capabilities and larger capacities to support their operations. The cost to upgrade our vessels or equipment or implementation of such advanced technology processes could be significant and could adversely affect our business, financial condition, results of operations and prospects.

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5.2.13 We are exposed to business and operational risks pursuant to our future plans and strategies and our future plans and strategies are subject to change

As part of our future plans and strategies, we plan to, among others, expand our fleet size to provide our customers with a diversified range of value-added services across the offshore oil and gas life cycle as well as selectively expanding into deepwater projects. Our future plans and strategies may result in us facing various business and operational risks, which may include inability to secure contracts or negotiate favourable contract terms, insufficient cash flow, insufficient funding capability and inability to hire suitable workforce. Moreover, by undertaking these future plans and strategies, we may put additional strain on our operational and financial resources, as well as on our management, potentially reducing their focus in overseeing our day-to-day business. In addition, our plans to expand our fleet are subject to change based on market conditions, customer requirements and other future events. We evaluate our fleet and expansions plans on an on-going basis to ensure we balance customer needs with our vessel composition and, we may decide to change our future plans and strategies, which may include disposal of vessels before delivery, if the requirements change.

Accordingly, we cannot be certain that we will implement our future plans and strategies or successfully implement them or that we will successfully address the risks that our future plans will expose us to. In the event that we do not successfully address these risks, our business, financial condition, results of operations and prospects could be adversely affected.

5.2.14 We are exposed to risks of shipyards and suppliers failing to perform their contractual obligations

We depend on shipyards and suppliers for the timely delivery of our OSVs, equipment and services. Consequently, we may face the risk of delayed delivery of vessels or equipment or services such as drydocking, repair and maintenance, non-compliance with the specifications and/or non-delivery of our OSVs, equipment and services from shipyards and suppliers. In the event we are unable to find an alternative shipyard or supplier, this may affect our obligations to our customers. In such circumstances, our business, financial condition, results of operations and prospects may be adversely affected.

5.2.15 We may have inadequate insurance coverage to cover all losses or liabilities that may arise in connection with our operations

The operation of our vessels involves inherent risks such as oil spills, damage to or loss of vessels and cargo sustained in collisions, property loss and interruptions to operations caused by adverse weather and environmental conditions, mechanical failures, crew negligence and navigation errors.

The occurrence of any of these events may result in damage to or loss of our vessels and our vessels' cargo or other property and injury to passengers and personnel on board. In addition, concerns about other factors such as hijacking or attacks have caused significant increases in the cost of insurance coverage and may result in higher insurance charges and in turn, higher operating costs in the future.

In the event of an oil spill or damaged or lost cargo, we may incur liability for containment, clean-up, salvage costs and other damage that may arise. We may also be liable for damage sustained in collisions and wreck removal charges arising from the operation of our vessels. Moreover, our customers may become subject to penalties, fines or insurance claims and may attempt to pass on part or all of these costs to us. In addition, we may be liable for substantial fines and penalties imposed by the authorities of the relevant jurisdictions.

There can be no assurance that all potential liabilities and losses can be adequately insured at all times or that any insured sum will be paid. In the event of damage or losses in excess of our insurance coverage, we may be required to make material compensation payments. As such, our financial condition may be materially and adversely affected.

Furthermore, events such as wars, sabotage, piracy or terrorist attacks may result in substantial increases in our insurance premiums, thereby affecting our financial condition and results of operations.

5.2.16 We are exposed to risks arising from foreign exchange fluctuations

Our customer contracts in Malaysia and operating costs are generally denominated in RM while our international contracts, shipbuilding expenditure, one of our credit facilities and certain of our operating expenses are denominated in foreign currencies, primarily the USD. However, we report our financial results in RM. Therefore, as a result of adverse foreign currency fluctuations against the RM which would in turn result in translation differences when converting other currency amounts to RM for financial reporting purposes, our results of operations and financial condition will be affected.

We are also exposed to foreign exchange fluctuations in the event of differences in the timing and amounts of receipts and payments in foreign currencies. To the extent there are any such timing differences, a significant fluctuation in the applicable foreign currencies against the RM arising from such timing differences, for example in respect of credit terms given to our customers and by our suppliers, we may incur foreign exchange losses.

5.2.17 Our controlling shareholder, substantial shareholders or non-executive Directors may have interests that may not be aligned or may conflict with those of our Company or our other shareholders

Upon completion of our IPO and assuming the Over-allotment Option is not exercised, our controlling shareholder, ECSB (through its subsidiaries, Hallmark and SFSB), will own about 47.6% of our enlarged issued and paid-up share capital. As our controlling shareholder, other than in respect of certain votes regarding matters in which it is an interested party and must abstain from voting under the Listing Requirements, ECSB (through its subsidiaries) will be able to vote on matters such as election of our Directors and the approval of any corporate proposal or transaction requiring the approval of our shareholders, including the approval of all final dividends. The interests of our controlling shareholder may not be aligned or may conflict with those of our Company or our other shareholders.

Our substantial shareholders or non-executive Directors may also in the future engage in businesses carrying on a similar trade as ours or businesses which serve as our customers or suppliers, from which potential conflicts of interest may arise.

5.3 Risks relating to our Shares

5.3.1 Future issuance or sales, or market perception of sales, of substantial amounts of our Shares or other securities relating to our Shares in the public market could materially and adversely affect the prevailing market price of our Shares following our IPO

Future sales by us or our controlling shareholder of substantial amounts of our Shares or other securities relating to our Shares in the open market, the issuance of new shares or other securities relating to our Shares after the IPO, or the perception that such sales may occur, could adversely affect the market prices of our Shares prevailing from time to time. This could also materially and adversely affect our ability to raise capital at a time and at a price we deem appropriate.

5.3.2 There has been no prior market for our Shares and it is uncertain whether a sustainable market will ever develop

There has been no prior market for our Shares and it is uncertain whether a market will ever develop or, if a market does develop, whether it will be sustained. There can be no assurance as to the liquidity of any market that may develop for our Shares, the ability of holders to sell their Shares or the prices at which holders would be able to sell their Shares. None of us, our Promoters, the Selling Shareholders and the Placement Managers have an obligation to make a market in our Shares. It is expected that there will be an approximate twelve Market Day gap between the closing of the Retail Offering and the trading of our Shares. We cannot assure you that there will be no event or occurrence that will have an adverse impact on the securities markets, the industry in which we operate or us during this period that would adversely affect the market price of our Shares when they begin trading.

Our Shares could trade at prices that may be lower than the Institutional Price and/or Final Retail Price depending on many factors, including prevailing economic and financial conditions in Malaysia, our operating results and the markets for similar securities. In addition, markets for securities in emerging markets have been subjected to disruptions that have caused intense volatility in the prices of securities similar to our Shares. There can be no assurance that the market for our Shares, if any, will not be subject to similar disruptions. Any disruption in such markets may have an adverse effect on the price of our Shares.

5.3.3 Our Share price and trading volume may be volatile

The market price of our Shares may fluctuate as a result of, among others, trading liquidity of our Shares, differences between our actual financial operating results and those expected by investors and analysts, changes in analysts' recommendations or projections, changes in general market conditions and broad market fluctuations. The market price of our Shares is also susceptible to developments in the offshore oil and gas industry, including new developments or technology advancements, corporate exercises, acquisitions or strategic alliances by our competitors.

Furthermore, if the trading volume of our Shares is low, any price fluctuation may be exacerbated. Accordingly, there can be no assurance that our Shares will not trade at prices lower than the Institutional Price and/or Final Retail Price.

Over the past few years, the Malaysian, regional and global equity markets have experienced significant price and volume volatility which have affected the share price of many public listed companies. Share prices of these companies have experienced wide fluctuations which were not always related to their respective operating performance. There can be no assurance that the price and trading volume of our Shares will not suffer similar fluctuations in the future.

5.3.4 We may not be able to pay dividends or realise dividends from our subsidiaries

Currently, we do not have any fixed dividend policy. Dividend payments are not guaranteed and our Board may decide, at its absolute discretion, at any time and for any reason, not to pay dividends. If we are unable to pay dividends at levels anticipated by our shareholders, the market price of our Shares may be negatively affected and the value of any investment in our Shares may be reduced.

In addition, we are an investment holding company and we conduct our operations through subsidiaries. Accordingly, an important source of our income, and consequently an important factor in our ability to pay dividends on our Shares, is the amount of dividends and other distributions that we receive from our subsidiaries. The ability of our subsidiaries to pay dividends or make other distributions to us in the future will depend upon, among others, their operating results, earnings, capital requirements and general financial condition, and under certain circumstances, terms of our credit facilities and other legal and contractual restrictions which may limit our ability to obtain cash from our subsidiaries. Furthermore, certain of our subsidiaries are subject to financial covenants under their current credit facilities which restrict their ability to pay dividends to our Company.

5.3.5 There may be a delay in, or failure of, our Listing

Our Listing may be potentially delayed or aborted upon the occurrence of certain events, including the following:

(i) we are unable to meet the minimum public shareholding spread requirement under the Listing Requirements of having at least 25.0% of our Shares for which Listing is sought being held by at least 1,000 public shareholders holding not less than 100 Shares each at the point of Listing; or

(ii) the revocation of approvals from the relevant authorities for the Listing and/or admission to the Official List of the Main Market of Bursa Securities for whatever reason.

If our Listing is aborted, investors will not receive any Shares and the Selling Shareholders and us will return in full, without interest, all monies paid in respect of any application for our Shares. If any such monies are not repaid in full within 14 days after the Selling Shareholders and us become liable to do so, then, in accordance with the provision of sub-section 243(2) of the CMSA, the Selling Shareholders and us (including the officers of our Company and the Selling Shareholders) shall be jointly and severally liable to return such monies with interest at the rate of 10% per annum or at such other rate as may be prescribed by the SC upon expiration of that period until the full refund is made.

In the event that our Listing is aborted and our Shares have been allotted to the shareholders, a return of monies to our shareholders could only be achieved by way of a cancellation of share capital as provided under the Act and its related rules. Such cancellation requires the sanction of our shareholders by special resolution in a general meeting, consent by our creditors (unless dispensation with such consent has been granted by the High Court of Malaya) and the confirmation of the High Court of Malaya. In the event the approval of the High Court of Malaya is not obtained, there can be no assurance that such monies can be recovered within a short period of time or at all in such circumstances.

5.3.6 Certain transactions that our Company may undertake subsequent to the Listing may dilute the ownership of shareholders in our Shares

Shareholders may experience a dilution in their ownership of our Shares as a result of adjustments from rights offerings, issuances of new Shares pursuant to certain transactions to be undertaken by us and certain other actions which we may take to modify our capital structure subsequent to the Listing. There can be no assurance that we will not take any of the foregoing actions. Similar actions in the future may adversely affect the market price of our Shares.

5.4 Other risk

5.4.1 Forward-looking statements are subject to uncertainties and contingencies

This Prospectus contains forward-looking statements, including, without limitation, those regarding our financial position, business strategies, plans and prospects of our management for future operations. Such forward-looking statements are made based on assumptions that we believe to be reasonable as at the date hereof. Forward-looking statements can be identified by the use of forward-looking terminology such as the words “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast”, “projection” or similar expressions and include all statements that are not historical facts. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of our Group, or industry results, to be materially different from any results or performance expressed or implied by such forward-looking statements.

Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such factors include, among others, general economic and business conditions, competition, the impact of new laws and regulations affecting our industry and initiatives of the Government.

In light of these uncertainties, the inclusion of such forward-looking statements in this Prospectus should not be regarded as a representation or warranty by us or our advisers that such plans and objectives will be achieved.

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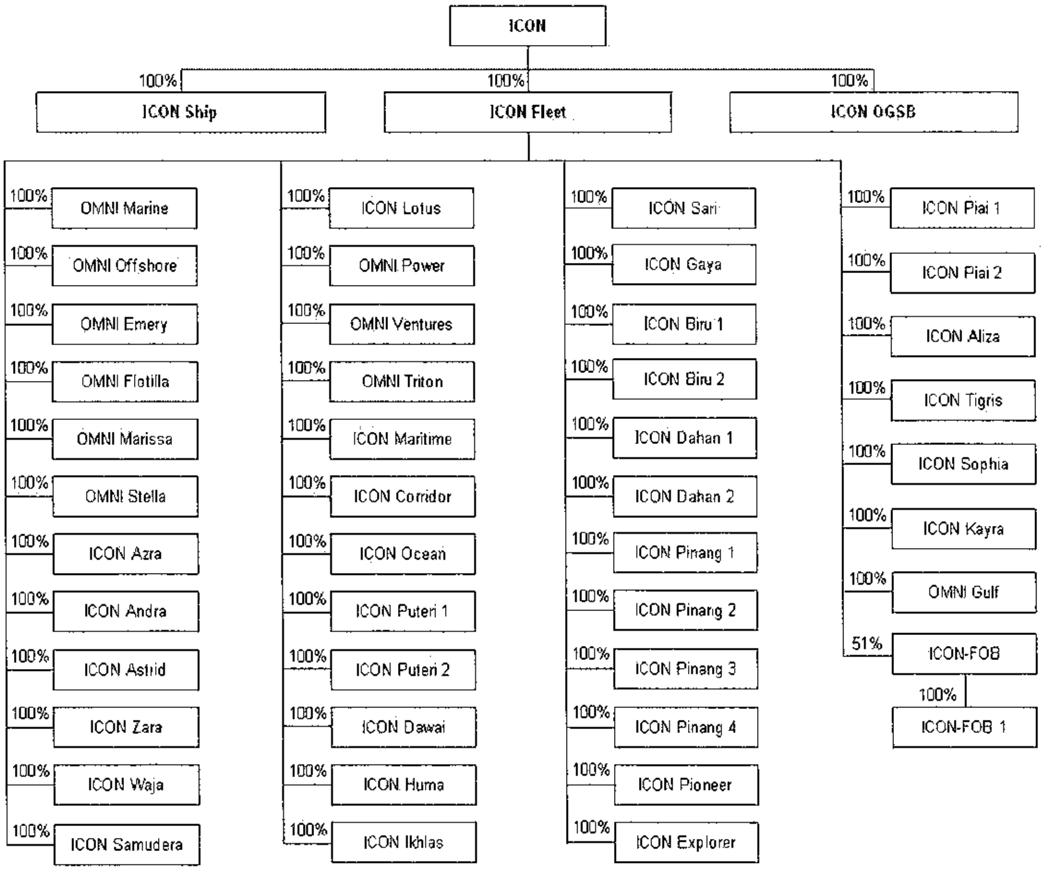
6. INFORMATION ON OUR GROUP

6.1 Our Company

Our Company was incorporated in Malaysia under the Act as a private limited company on 30 March 2012 under the name of Kota Bayu Ekuiti Sdn. Bhd. and commenced our business on even date. We were converted into a public company on 12 July 2012 and assumed our present name on 25 October 2012.

We are principally an investment holding company whilst our subsidiaries are principally involved in vessel owning/leasing and provision of vessel chartering and ship management services to oil and gas and related industries.

Our Group structure as at the LPD is set out below:



6.2 Pre-listing exercise

Prior to our IPO, our Company had implemented and completed a subdivision of every one existing ordinary share of RM1.00 each in our Company into two ordinary shares of RM0.50 each in our Company, all of which were credited as fully paid-up.

The Subdivision of Shares was completed on 22 May 2014. In consequence thereof, our authorised share capital then of RM1,500,000,000 comprising 2,994,000,000 Shares and 300,000,000 RCPS-i, of which RM257,720,050 comprising 515,440,100 Shares and RM2,200,000 comprising 220,000,000 RCPS-i were issued and fully paid-up. The Subdivision of Shares did not have an effect on the number of RCSP-i, of which 220,000,000 RCPS-i continued to be in issue.

Subsequent to the completion of the Subdivision of Shares, the outstanding 220,000,000 RCPS-i in our Company were converted into 440,000,000 Shares. The conversion took place on 23 May 2014.

In consequence thereof, our issued and paid-up share capital increased to RM477,720,050 comprising 955,440,100 Shares.

6.3 Share capital

Our authorised share capital as at the date of this Prospectus is RM1,500,000,000 comprising 2,994,000,000 Shares and 300,000,000 RCPS-i.

Our issued and paid-up ordinary share capital as at the date of this Prospectus is RM477,720,050 comprising 955,440,100 Shares.

The changes in the issued and paid-up ordinary shares and RCPS-i in the capital of our Company since our incorporation on 30 March 2012 up to the date of this Prospectus are as follows:

(i) Ordinary shares

Date of allotment/ conversion/ subdivision	No. of shares	Par value (RM)	Consideration	Cumulative issued and paid-up share capital (RM)
30 March 2012	2	1.00	Cash	2
20 July 2012	30,000,000	1.00	Cash	30,000,002
19 November 2012	227,720,048	1.00	Otherwise than cash[(1)]	257,720,050
22 May 2014	515,440,100	0.50	Not applicable[(2)]	257,720,050
23 May 2014	440,000,000	0.50	Not applicable [(3)]	477,720,050

Notes:

(1) *Pursuant to the sale and purchase agreement dated 16 November 2012 in relation to the Merger. Please refer to Section 15.6(ii) of this Prospectus for further details.*

(2) *Pursuant to the Subdivision of Shares.*

(3) *Pursuant to the Conversion of RCPS-i.*

(ii) RCPS-i

Date of allotment/ conversion	No. of RCPS-i	Par value (RM)	Consideration	Cumulative issued and paid-up RCPS-i (RM)
20 September 2012	220,000,000	0.01	Cash (issued at a premium of RM0.99 per RCPS-i)	2,200,000

Date of allotment/ conversion	No. of RCPS-i	Par value	Consideration	Cumulative issued and paid-up RCPS-i
		(RM)		(RM)
23 May 2014	(220,000,000)	0.01	Not applicable[(1)]	-

Note:

(1) *Pursuant to the Conversion of RCPS-i.*

The issued and paid-up share capital of our Company will increase to RM588,592,550 comprising 1,177,185,100 Shares following the completion of the Public Issue.

6.4 Our subsidiaries

As at the LPD, our subsidiaries are as follows:

Name	Date/Place of incorporation	Issued and paid-up share capital	Our effective equity interest	Principal activities
			(%)	
Subsidiaries of ICON				
ICON OGSB	3 October 2006/ Malaysia	RM2,000,000	100	Ship management, vessel operations and provision of related services
ICON Fleet	30 October 2008/ Malaysia	RM15,856,617	100	Investment holding
ICON Ship	17 September 1994/ Malaysia	RM40,000,000	100	Vessel owner and ship management services to the oil and gas and related industries
Subsidiaries of ICON Fleet				
ICON Azra	27 May 2010/ Labuan, Malaysia	USD1,917,076	100	Leasing of vessels
ICON Aliza	13 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels[(1)]
ICON Andra	21 March 2014/ Labuan, Malaysia	USD1	100	Leasing of vessels[(1)]
ICON Astrid	21 March 2014/ Labuan, Malaysia	USD1	100	Leasing of vessels[(1)]

6. INFORMATION ON OUR GROUP *(Cont'd)*

Name	Date/Place of incorporation	Issued and paid-up share capital	Our effective equity interest (%)	Principal activities
Subsidiaries of ICON Fleet *(Cont'd)*				
ICON Biru 1	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Biru 2	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Corridor	28 March 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Dahan 1	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Dahan 2	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Dawai	12 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Explorer	21 March 2014/ Labuan, Malaysia	USD1	100	Leasing of vessels [1]
ICON Gaya	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Huma	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Ikhlas	27 February 2013/ Labuan, Malaysia	USD2,025,001	100	Leasing of vessels
ICON Kayra	15 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels[1]
ICON Lotus	23 September 2013/ Labuan, Malaysia	USD2,600,000	100	Leasing of vessels
ICON Maritime	1 March 2006/ Malaysia	RM2,800,000	100	Maritime training
ICON Ocean	25 February 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Piai 1	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels

6. INFORMATION ON OUR GROUP *(Cont'd)*

Name	Date/Place of incorporation	Issued and paid-up share capital	Our effective equity interest (%)	Principal activities
Subsidiaries of ICON Fleet *(Cont'd)*				
ICON Piai 2	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels[1]
ICON Pinang 1	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Pinang 2	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Pinang 3	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Pinang 4	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Pioneer	21 March 2014/ Labuan, Malaysia	USD1	100	Leasing of vessels [1]
ICON Puteri 1	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Puteri 2	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Samudera	28 December 2011/ Labuan, Malaysia	USD1,872,076	100	Leasing of vessels
ICON Sari	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels
ICON Sophia	12 November 2013/ Labuan, Malaysia	USD2,560,000	100	Leasing of vessels
ICON Tigris	8 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels

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6. INFORMATION ON OUR GROUP *(Cont'd)*

Name	Date/Place of incorporation	Issued and paid-up share capital	Our effective equity interest (%)	Principal activities
Subsidiaries of ICON Fleet *(Cont'd)*				
ICON Waja	19 April 2013/ Labuan, Malaysia	USD3,000,001	100	Leasing of vessels[(1)]
ICON Zara	27 February 2013/ Labuan, Malaysia	USD2,025,001	100	Leasing of vessels
ICON-FOB	13 November 2013/ Labuan, Malaysia	USD1,200,000	51	Leasing of vessels[(1)]
OMNI Emery	5 January 2009/ Labuan, Malaysia	USD1,700,000	100	Leasing of vessels
OMNI Gulf	10 June 2010/ Malaysia	RM2	100	Dormant[(2)]
OMNI Flotilla	23 April 2009/ Labuan, Malaysia	USD4,670,548	100	Leasing of vessels
OMNI Marine	11 January 2007/ Malaysia	RM2,800,000	100	Vessel owner, operator and provision of vessel services for the oil and gas industry
OMNI Marissa	26 May 2010/ Labuan, Malaysia	USD1,309,438	100	Leasing of vessels
OMNI Offshore	21 April 2008/ Labuan, Malaysia	USD1,000,000	100	Leasing of vessels
OMNI Power	16 January 2006/ Malaysia	RM5,030,000	100	Vessel owner, operator and provision of vessel services for the oil and gas industry
OMNI Stella	4 August 2011/ Labuan, Malaysia	USD1,985,097	100	Leasing of vessels

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Name	Date/Place of incorporation	Issued and paid-up share capital	Our effective equity interest (%)	Principal activities
Subsidiaries of ICON Fleet *(Cont'd)*				
OMNI Triton	22 July 2009/ Malaysia	RM9,920,000	100	Vessel owner, operator and provision of vessel services for the oil and gas industry
OMNI Ventures	10 November 2006/ Malaysia	RM3,280,000	100	Vessel owner, operator and provision of vessel services for the oil and gas industry
OMNI Victory	27 May 2010/ Labuan, Malaysia	USD2,175,000	100	Leasing of vessels
Subsidiary of ICON-FOB				
ICON-FOB 1	18 November 2013/ Labuan, Malaysia	USD1	100	Leasing of vessels[(1)]

Notes:

(1) *Have yet to commence its principal activity as at the LPD.*

(2) *Commenced de-registration process.*

As at the LPD, we do not have any associated company.

The details of our subsidiaries as at the LPD are set out below.

6.4.1 Our subsidiaries

6.4.1.1 ICON OGSB (Company No. 749219-H)

(a) History and business

ICON OGSB was incorporated in Malaysia under the Act as a private limited company on 3 October 2006 under the name of Omni Group Sdn. Bhd. and commenced its business on even date. It subsequently assumed its present name on 26 December 2012.

The principal activities of ICON OGSB are ship management, vessel operations and provision of related services. ICON OGSB become our direct subsidiary pursuant to the Internal Reorganisation which was completed in December 2013. With the Internal Reorganisation, ICON OGSB became the holder of our PETRONAS licence.

(b) Share capital

As at the LPD, the authorised share capital of ICON OGSB is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each. As at the LPD, the issued and paid-up share capital of ICON OGSB is RM2,000,000 comprising 2,000,000 ordinary shares of RM1.00 each.

The change in the issued and paid-up share capital of ICON OGSB for the past three years preceding the LPD is as follows:

Date of allotment	No. of shares alloted	Par value	Consideration	Cumulative issued and paid-up share capital
		(RM)		(RM)
10 October 2011	1,900,000	1.00	Otherwise than cash	2,000,000

(c) Shareholder

As at the LPD, ICON OGSB is our wholly-owned subsidiary.

(d) Subsidiary and associated company

As at the LPD, ICON OGSB does not have any subsidiary or associated company.

6.4.1.2 ICON Fleet (Company No. 836930-T)

(a) History and business

ICON Fleet was incorporated in Malaysia under the Act as a private limited company on 30 October 2008 under the name of Omni Petromaritime Sdn. Bhd. and commenced its business on even date. It subsequently assumed its present name on 26 December 2012.

The principal activity of ICON Fleet is investment holding.

ICON Fleet was previously principally involved in the provision of various marine logistics services prior to the completion of the Internal Reorganisation.

(b) Share capital

As at the LPD, the authorised share capital of ICON Fleet is RM25,000,000 comprising 22,000,000 ordinary shares of RM1.00 each and 30,000,000 RCCPS. As at the LPD, the issued and paid-up share capital of ICON Fleet is RM14,684,415 comprising 14,684,415 ordinary shares of RM1.00 each. There are no RCCPS in issue as at the LPD.

There has been no change in the issued and paid-up ordinary shares capital of ICON Fleet for the past three years preceding the LPD.

The changes in the issued and paid-up RCCPS of ICON Fleet for the past three years preceding the LPD are as follows:

Date of allotment/ redemption of RCCPS	No. of RCCPS allotted/ (redeemed)	Par value (RM)	Consideration	Cumulative issued and paid-up RCCPS (RM)
15 September 2011	6,000,000	0.10	Cash	600,000
15 September 2011	1,722,022	0.10	Otherwise than cash	772,202
3 January 2012	4,000,000	0.10	Cash	1,172,202
27 December 2013	(11,722,022)	0.10	Cash	-

(c) **Shareholder**

As at the LPD, ICON Fleet is our wholly-owned subsidiary.

(d) **Subsidiary and associated company**

The subsidiaries of ICON Fleet as at the LPD are ICON Aliza, ICON Andra, ICON Astrid, ICON Azra, ICON Biru 1, ICON Biru 2, ICON Corridor, ICON Dahan 1, ICON Dahan 2, ICON Dawai, ICON Explorer, ICON Gaya, ICON Huma, ICON Ikhlas, ICON Kayra, ICON Lotus, ICON Maritime, ICON Ocean, ICON Pinang 1, ICON Pinang 2, ICON Pinang 3, ICON Pinang 4, ICON Pioneer, ICON Puteri 1, ICON Puteri 2, ICON Samudera, ICON Sari, ICON Sophia, ICON Tigris, ICON Waja, ICON Zara, ICON-FOB, OMNI Emery, OMNI Gulf, OMNI Flotilla, OMNI Marine, OMNI Marissa, OMNI Offshore, OMNI Power, OMNI Stella, OMNI Triton, OMNI Ventures, OMNI Victory, ICON Piai 1 and ICON Piai 2, details of which are set out in Section 6.4.2 of this Prospectus.

As at the LPD, ICON Fleet does not have any associated company.

6.4.1.3 ICON Ship (Company No. 316331- U)

(a) **History and business**

ICON Ship was incorporated in Malaysia under the Act as a private limited company on 17 September 1994 under the name of TKS and commenced its business on even date. It subsequently assumed its present name on 21 December 2012.

The principal activities of ICON Ship are vessel owner and ship management services to the oil and gas and related industries. ICON Ship was a wholly-owned subsidiary of Tanjung Offshore, a company listed on the Main Market of Bursa Securities that was involved in ship-owning, provision of equipment, and engineering and maintenance. On 20 July 2012, we completed the Acquisition of ICON Ship with ICON Ship becoming our wholly-owned subsidiary.

(b) Share capital

As at the LPD, the authorised share capital of ICON Ship is RM50,000,000 comprising 50,000,000 ordinary shares of RM1.00 each. As at the LPD, the issued and paid-up share capital of ICON Ship is RM40,000,000 comprising 40,000,000 ordinary shares of RM1.00 each.

The change in the issued and paid-up share capital of ICON Ship for the past three years preceding the LPD is as follows:

Date of allotment	No. of shares alloted	Par value	Consideration	Cumulative issued and paid-up share capital
		(RM)		(RM)
13 December 2012	30,000,000	1.00	Cash	40,000,000

(c) Shareholder

As at the LPD, ICON Ship is our wholly-owned subsidiary.

(d) Subsidiary and associated company

As at the LPD, ICON Ship does not have any subsidiary or associated company.

6.4.2 Subsidiaries of ICON Fleet

6.4.2.1 ICON Aliza (Company No. LL10105)

(a) History and business

ICON Aliza was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 13 November 2013.

As at the LPD, ICON Aliza has yet to commence its principal activity of leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Aliza is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Aliza since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Aliza is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, ICON Aliza does not have any subsidiary or associated company.

6.4.2.2 ICON Andra (Company No. LL10506)

(a) **History and business**

ICON Andra was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 21 March 2014.

As at the LPD, ICON Andra has yet to commence its principal activity of leasing of vessels.

(b) **Share capital**

As at the LPD, the issued and paid-up share capital of ICON Andra is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Andra since its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) **Shareholder**

As at the LPD, ICON Andra is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, ICON Andra does not have any subsidiary or associated company.

6.4.2.3 ICON Astrid (Company No. LL10505)

(a) **History and business**

ICON Astrid was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 21 March 2014.

As at the LPD, ICON Astrid has yet to commence its principal activity of leasing of vessels.

(b) **Share capital**

As at the LPD, the issued and paid-up share capital of ICON Astrid is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Astrid since its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Astrid is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Astrid does not have any subsidiary or associated company.

6.4.2.4 ICON Azra (Company No. LL07667)

(a) History and business

ICON Azra was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 27 May 2010 under the name of Omni Voyager (L) Inc. and commenced its business on 2 September 2010. It assumed its present name on 2 May 2013.

The principal activity of ICON Azra is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Azra is USD1,917,076 comprising 1,917,076 ordinary shares.

The change in the issued and paid-up share capital of ICON Azra for the past three years preceding the LPD is as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
15 May 2013	1,917,075	Otherwise than cash	1,917,076

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Azra is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Azra does not have any subsidiary or associated company.

6.4.2.5 ICON Biru 1 (Company No. LL10088)

(a) History and business

ICON Biru 1 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Biru 1 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Biru 1 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Biru 1 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Biru 1 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Biru 1 does not have any subsidiary or associated company.

6.4.2.6 ICON Biru 2 (Company No. LL10089)

(a) History and business

ICON Biru 2 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Biru 2 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Biru 2 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Biru 2 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Biru 2 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Biru 2 does not have any subsidiary or associated company.

6.4.2.7 ICON Corridor (Company No. LL09575)

(a) History and business

ICON Corridor was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 28 March 2013 and commenced its business on 25 July 2013.

The principal activity of ICON Corridor is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Corridor is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Corridor since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Corridor is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Corridor does not have any subsidiary or associated company.

6.4.2.8 ICON Dahan 1 (Company LL10091)

(a) History and business

ICON Dahan 1 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Dahan 1 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Dahan 1 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Dahan 1 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Dahan 1 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Dahan 1 does not have any subsidiary or associated company.

6.4.2.9 ICON Dahan 2 (Company No. LL10092)

(a) History and business

ICON Dahan 2 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Dahan 2 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Dahan 2 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Dahan 2 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Dahan 2 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Dahan 2 does not have any subsidiary or associated company.

6.4.2.10 ICON Dawai (Company No. LL10100)

(a) History and business

ICON Dawai was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 12 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Dawai is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Dawai is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Dawai since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) **Shareholder**

As at the LPD, ICON Dawai is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, ICON Dawai does not have any subsidiary or associated company.

6.4.2.11 ICON Explorer (Company No. LL10507)

(a) **History and business**

ICON Explorer was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 21 March 2014.

As at the LPD, ICON Explorer has yet to commence its principal activity of leasing of vessels.

(b) **Share capital**

As at the LPD, the issued and paid-up share capital of ICON Explorer is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Explorer since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) **Shareholder**

As at the LPD, ICON Explorer is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, ICON Explorer does not have any subsidiary or associated company.

6.4.2.12 ICON Gaya (Company No. LL10079)

(a) **History and business**

ICON Gaya was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Gaya is the leasing of vessels.

(b) **Share capital**

As at the LPD, the issued and paid-up share capital of ICON Gaya is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Gaya since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) **Shareholder**

As at the LPD, ICON Gaya is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, ICON Gaya does not have any subsidiary or associated company.

6.4.2.13 ICON Huma (Company No. LL10077)

(a) **History and business**

ICON Huma was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Huma is the leasing of vessels.

(b) **Share capital**

As at the LPD, the issued and paid-up share capital of ICON Huma is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Huma since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) **Shareholder**

As at the LPD, ICON Huma is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, ICON Huma does not have any subsidiary or associated company.

6.4.2.14 ICON Ikhlas (Company No. LL09500)

(a) History and business

ICON Ikhlas was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 27 February 2013 and commenced its business on 5 July 2013.

The principal activity of ICON Ikhlas is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Ikhlas is USD2,025,001 comprising 2,025,001 ordinary shares.

The changes in the issued and paid-up share capital of ICON Ikhlas since the date of its incorporation are as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
27 February 2013	1	Cash	1
26 July 2013	2,025,000	Otherwise than cash	2,025,001

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Ikhlas is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Ikhlas does not have any subsidiary or associated company.

6.4.2.15 ICON Kayra (Company No. LL10117)

(a) History and business

ICON Kayra was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 15 November 2013 under its present name.

As at the LPD, ICON Kayra has yet to commence its principal activity of leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Kayra is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Kayra since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Kayra is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Kayra does not have any subsidiary or associated company.

6.4.2.16 ICON Lotus (Company No. LL09960)

(a) History and business

ICON Lotus was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 23 September 2013 and commenced its business on 15 January 2014.

The principal activity of ICON Lotus is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Lotus is USD2,600,000 comprising 2,600,000 ordinary shares.

The changes in the issued and paid-up share capital of ICON Lotus since the date of its incorporation are as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
23 September 2013	1	Cash	1
16 December 2013	2,599,999	Cash	2,600,000

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Lotus is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Lotus does not have any subsidiary or associated company.

6.4.2.17 ICON Maritime (Company No. 725273-P)

(a) History and business

ICON Maritime was incorporated in Malaysia under the Act as a private limited company on 1 March 2006 under the name of Omni Auto Sdn. Bhd. and commenced its business on even date. It changed its name to Omni Technologies Sdn. Bhd. on 4 September 2006 and assumed its present name on 19 November 2013.

The principal activity of ICON Maritime is maritime training.

(b) Share capital

As at the LPD, the authorised share capital of ICON Maritime is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each. As at the LPD, the issued and paid-up share capital of ICON Maritime is RM2,800,000 comprising 2,800,000 ordinary shares of RM1.00 each.

There has been no change in the issued and paid-up share capital of ICON Maritime for the past three years up to the LPD.

(c) Shareholder

As at the LPD, ICON Maritime is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Maritime does not have any subsidiary or associated company.

6.4.2.18 ICON Ocean (Company No. LL09493)

(a) History and business

ICON Ocean was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 25 February 2013 and commenced its business on 4 March 2013.

The principal activity of ICON Ocean is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Ocean is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Ocean since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Ocean is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Ocean does not have any subsidiary or associated company.

6.4.2.19 ICON Piai 1 (Company No. LL10084)

(a) History and business

ICON Piai 1 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Piai 1 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Piai 1 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Piai 1 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Piai 1 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Piai 1 does not have any subsidiary or associated company.

6.4.2.20 ICON Piai 2 (Company No. LL10085)

(a) History and business

ICON Piai 2 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013.

As at the LPD, ICON Piai 2 has yet to commence its principal activity of leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Piai 2 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Piai 2 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Piai 2 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Piai 2 does not have any subsidiary or associated company.

6.4.2.21 ICON Pinang 1 (Company No. LL10081)

(a) History and business

ICON Pinang 1 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Pinang 1 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Pinang 1 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Pinang 1 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Pinang 1 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Pinang 1 does not have any subsidiary or associated company.

6.4.2.22 ICON Pinang 2 (Company No. LL10082)

(a) History and business

ICON Pinang 2 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Pinang 2 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Pinang 2 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Pinang 2 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Pinang 2 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Pinang 2 does not have any subsidiary or associated company.

6.4.2.23 ICON Pinang 3 (Company No. LL10083)

(a) History and business

ICON Pinang 3 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Pinang 3 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Pinang 3 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Pinang 3 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Pinang 3 is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, ICON Pinang 3 does not have any subsidiary or associated company.

6.4.2.24 ICON Pinang 4 (Company No. LL10090)

(a) **History and business**

ICON Pinang 4 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Pinang 4 is the leasing of vessels.

(b) **Share capital**

As at the LPD, the issued and paid-up share capital of ICON Pinang 4 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Pinang 4 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) **Shareholder**

As at the LPD, ICON Pinang 4 is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, ICON Pinang 4 does not have any subsidiary or associated company.

6.4.2.25 ICON Pioneer (Company No. LL10504)

(a) **History and business**

ICON Pioneer was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 21 March 2014.

As at the LPD, ICON Pioneer has yet to commence its principal activity of leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Pioneer is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Pioneer since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Pioneer is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Pioneer does not have any subsidiary or associated company.

6.4.2.26 ICON Puteri 1 (Company No. LL10086)

(a) History and business

ICON Puteri 1 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Puteri 1 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Puteri 1 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Puteri 1 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Puteri 1 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Puteri 1 does not have any subsidiary or associated company.

6.4.2.27 ICON Puteri 2 (Company No. LL10087)

(a) History and business

ICON Puteri 2 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Puteri 2 is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Puteri 2 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Puteri 2 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Puteri 2 is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Puteri 2 does not have any subsidiary or associated company.

6.4.2.28 ICON Samudera (Company No. LL08647)

(a) History and business

ICON Samudera was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 28 December 2011 under the name of Omni Group (L) Inc and commenced its business on 4 March 2013. It subsequently assumed its present name on 2 May 2013.

The principal activity of ICON Samudera is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Samudera is USD1,872,076 comprising 1,872,076 ordinary shares.

The changes in the issued and paid-up share capital of ICON Samudera since the date of its incorporation are as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
28 December 2011	1	Cash	1
15 May 2013	1,872,075	Otherwise than cash	1,872,076

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Samudera is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Samudera does not have any subsidiary or associated company.

6.4.2.29 ICON Sari (Company No. LL10080)

(a) History and business

ICON Sari was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Sari is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Sari is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Sari since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Sari is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Sari does not have any subsidiary or associated company.

6.4.2.30 ICON Sophia (Company No. LL10101)

(a) History and business

ICON Sophia was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 12 November 2013 and commenced its business on 6 January 2014.

The principal activity of ICON Sophia is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Sophia is USD2,560,000 comprising 2,560,000 ordinary shares.

The changes in the issued and paid-up share capital of ICON Sophia since the date of its incorporation are as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
12 November 2013	1	Cash	1
16 December 2013	2,559,999	Cash	2,560,000

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Sophia is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Sophia does not have any subsidiary or associated company.

6.4.2.31 ICON Tigris (Company No. LL10078)

(a) History and business

ICON Tigris was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 8 November 2013 and commenced its business on 1 January 2014.

The principal activity of ICON Tigris is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Tigris is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON Tigris since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Tigris is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Tigris does not have any subsidiary or associated company.

6.4.2.32 ICON Waja (Company No. LL09624)

(a) History and business

ICON Waja was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 19 April 2013.

As at the LPD, ICON Waja has yet to commence its principal activity of leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Waja is USD3,000,001 comprising 3,000,001 ordinary shares.

The changes in the issued and paid-up share capital of ICON Waja since the date of its incorporation are as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
19 April 2013	1	Cash	1
19 July 2013	3,000,000	Otherwise than cash	3,000,001

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Waja is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Waja does not have any subsidiary or associated company.

6.4.2.33 ICON Zara (Company No. LL09499)

(a) History and business

ICON Zara was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 27 February 2013 and commenced its business on 25 July 2013.

The principal activity of ICON Zara is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON Zara is USD2,025,001 comprising 2,025,001 ordinary shares.

The changes in the issued and paid-up share capital of ICON Zara since the date of its incorporation are as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
27 February 2013	1	Cash	1
26 July 2013	2,025,000	Otherwise than cash	2,025,001

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON Zara is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, ICON Zara does not have any subsidiary or associated company.

6.4.2.34 ICON-FOB (Company No. LL10104)

(a) History and business

ICON-FOB was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 13 November 2013.

As at the LPD, ICON-FOB has yet to commence its principal activity of leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON-FOB is USD1,200,000 comprising 1,200,000 ordinary shares.

The changes in the issued and paid-up share capital of ICON-FOB since the date of its incorporation up to the LPD are as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
13 November 2013	1	Cash	1
30 April 2014	34,597	Cash	
	1,165,402	Otherwise than cash	1,200,000

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, the shareholders of ICON-FOB and their shareholdings in ICON-FOB are as follows:

Name	No. of ordinary shares held	%
ICON Fleet	612,000	51.00
FOB SWATH	588,000	49.00

(d) Subsidiary and associated company

As at the LPD, ICON-FOB has one wholly-owned subsidiary, ICON-FOB 1, details of which are set out in Section 6.4.3 of this Prospectus.

6.4.2.35 OMNI Emery (Company No. LL06871)

(a) History and business

OMNI Emery was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 5 January 2009 and commenced its business on 16 March 2009.

The principal activity of OMNI Emery is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of OMNI Emery is USD1,700,000 comprising 1,700,000 ordinary shares.

There has been no change in the issued and paid-up share capital of OMNI Emery for the past three years up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, OMNI Emery is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, OMNI Emery does not have any subsidiary or associated company.

6.4.2.36 OMNI Gulf (Company No. 904077-X)

(a) History and business

OMNI Gulf was incorporated in Malaysia under the Act as a private limited company on 10 June 2010.

As at the LPD, OMNI Gulf has commenced de-registration.

(b) Share capital

As at the LPD, the authorised share capital of OMNI Gulf is RM100,000 comprising 100,000 ordinary shares of RM1.00 each. As at the LPD, the issued and paid-up share capital of OMNI Gulf is RM2 comprising 2 ordinary shares of RM1.00 each.

There has been no change in the issued and paid-up share capital of OMNI Gulf for the past three years up to the LPD.

(c) Shareholder

As at the LPD, OMNI Gulf is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, OMNI Gulf does not have any subsidiary or associated company.

6.4.2.37 OMNI Flotilla (Company No. LL07041)

(a) History and business

OMNI Flotilla was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 23 April 2009 under the name of Omni Triton (L) Inc. and commenced its business on 1 July 2010. It subsequently assumed its present name on 27 January 2010.

The principal activity of OMNI Flotilla is leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of OMNI Flotilla is USD4,670,548 comprising 4,670,548 ordinary shares.

There has been no change in the issued and paid-up share capital of OMNI Flotilla for the past three years up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) **Shareholder**

As at the LPD, OMNI Flotilla is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, OMNI Flotilla does not have any subsidiary or associated company.

6.4.2.38 OMNI Marine (Company No. 758925-T)

(a) **History and business**

OMNI Marine was incorporated in Malaysia under the Act as a private limited company on 11 January 2007 and commenced its business on 10 September 2007.

The principal activities of OMNI Marine are vessel owner, operator and the provision of vessel services for the oil and gas industry.

(b) **Share capital**

As at the LPD, the authorised share capital of OMNI Marine is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each. As at the LPD, the issued and paid-up share capital of OMNI Marine is RM2,800,000 comprising 2,800,000 ordinary shares of RM1.00 each.

There has been no change in the issued and paid-up share capital of OMNI Marine for the past three years up to the LPD.

(c) **Shareholder**

As at the LPD, OMNI Marine is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, OMNI Marine does not have any subsidiary or associated company.

6.4.2.39 OMNI Marissa (Company No. LL07663)

(a) **History and business**

OMNI Marissa was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 26 May 2010 and commenced its business on 25 October 2011.

The principal activity of OMNI Marissa is the leasing of vessels.

(b) **Share capital**

As at the LPD, the issued and paid-up share capital of OMNI Marissa is USD1,309,438 comprising 1,309,438 ordinary shares.

The change in the issued and paid-up share capital of OMNI Marissa for the past three years preceding the LPD is as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
27 February 2012	1,309,437	Otherwise than cash	1,309,438

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, OMNI Marissa is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, OMNI Marissa does not have any subsidiary or associated company.

6.4.2.40 OMNI Offshore (Company No. LL06458)

(a) History and business

OMNI Offshore was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 21 April 2008 and commenced its business on 10 February 2009.

The principal activity of OMNI Offshore is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of OMNI Offshore is USD1,000,000 comprising 1,000,000 ordinary shares.

There has been no change in the issued and paid-up share capital of OMNI Offshore for the past three years up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, OMNI Offshore is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, OMNI Offshore does not have any subsidiary or associated company.

6.4.2.41 OMNI Power (Company No. 721128-H)

(a) History and business

OMNI Power was incorporated in Malaysia under the Act as a private limited company on 16 January 2006 and commenced its business on 18 August 2006.

The principal activities of OMNI Power are vessel owner, operator and the provision of vessel services for the oil and gas industry.

(b) Share capital

As at the LPD, the authorised share capital of OMNI Power is RM10,000,000 comprising 10,000,000 ordinary shares of RM1.00 each. As at the LPD, the issued and paid-up share capital of OMNI Power is RM5,030,000 comprising 5,030,000 ordinary shares of RM1.00 each.

There has been no change in the issued and paid-up share capital of OMNI Power for the past three years up to the LPD.

(c) Shareholder

As at the LPD, OMNI Power is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, OMNI Power does not have any subsidiary or associated company.

6.4.2.42 OMNI Stella (Company No. LL08374)

(a) History and business

OMNI Stella was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 4 August 2011 and commenced its business on 25 October 2011.

The principal activity of OMNI Stella is the leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of OMNI Stella is USD1,985,097 comprising 1,985,097 ordinary shares.

The changes in the issued and paid-up share capital of OMNI Stella since the date of its incorporation are as follows:

Date of allotment	No. of shares alloted	Consideration	Cumulative issued and paid-up share capital (USD)
4 August 2011	1	Cash	1
20 December 2011	1,305,771	Otherwise than cash	1,305,772
19 March 2012	679,325	Cash	1,985,097

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, OMNI Stella is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, OMNI Stella does not have any subsidiary or associated company.

6.4.2.43 OMNI Triton (Company No. 865516-A)

(a) History and business

OMNI Triton was incorporated in Malaysia under the Act as a private limited company on 22 July 2009 and commenced its business on 22 July 2009.

The principal activities of OMNI Triton are vessel owner, operator and the provision of vessel services for the oil and gas industry.

(b) Share capital

As at the LPD, the authorised share capital of OMNI Triton is RM 10,000,000 comprising 10,000,000 ordinary shares of RM1.00 each. As at the LPD, the issued and paid-up share capital of OMNI Triton is RM9,920,000 comprising 9,920,000 ordinary shares of RM1.00 each.

There has been no change in the issued and paid-up share capital of OMNI Triton for the past three years up to the LPD.

(c) Shareholder

As at the LPD, OMNI Triton is a wholly-owned subsidiary of ICON Fleet.

(d) Subsidiary and associated company

As at the LPD, OMNI Triton does not have any subsidiary or associated company.

6.4.2.44 OMNI Ventures (Company No. 752789-V)

(a) History and business

OMNI Ventures was incorporated in Malaysia under the Act as a private limited company on 10 November 2006 and commenced its business on 6 June 2007.

The principal activities of OMNI Ventures are vessel owner, operator and the provision of vessel services for the oil and gas industry.

(b) **Share capital**

As at the LPD, the authorised share capital of OMNI Ventures is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each. As at the LPD, the issued and paid-up share capital of OMNI Ventures is RM3,280,000 comprising 3,280,000 ordinary shares of RM1.00 each.

There has been no change in the issued and paid-up share capital of OMNI Ventures for the past three years up to the LPD.

(c) **Shareholder**

As at the LPD, OMNI Ventures is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, OMNI Ventures does not have any subsidiary or associated company.

6.4.2.45 OMNI Victory (Company No. LL07668)

(a) **History and business**

OMNI Victory was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 27 May 2010 and commenced its business on 11 October 2011.

The principal activity of OMNI Victory is the leasing of vessels.

(b) **Share capital**

As at the LPD, the issued and paid-up share capital of OMNI Victory is USD2,175,000 comprising 2,175,000 ordinary shares.

There has been no change in the issued and paid-up share capital of Omni Victory for the past three years up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) **Shareholder**

As at the LPD, OMNI Victory is a wholly-owned subsidiary of ICON Fleet.

(d) **Subsidiary and associated company**

As at the LPD, OMNI Victory does not have any subsidiary or associated company.

6.4.3 Subsidiary of ICON-FOB

6.4.3.1 ICON-FOB 1 (Company No. LL10123)

(a) History and business

ICON-FOB 1 was incorporated in Labuan, Malaysia under the Labuan Act as a private limited company on 18 November 2013.

As at the LPD, ICON-FOB 1 has yet to commence its principal activity of leasing of vessels.

(b) Share capital

As at the LPD, the issued and paid-up share capital of ICON-FOB 1 is USD1 comprising one ordinary share.

There has been no change in the issued and paid-up share capital of ICON-FOB 1 since the date of its incorporation up to the LPD.

Note:

Under the Labuan Act, there is no requirement for a Labuan company to have an authorised share capital and par value for its shares.

(c) Shareholder

As at the LPD, ICON-FOB 1 is a wholly-owned subsidiary of ICON-FOB.

(d) Subsidiary and associated company

As at the LPD, ICON-FOB 1 does not have any subsidiary or associated company.

None of our Shares or shares of our subsidiaries were alloted and issued at a discount or have any special terms. Our issued Shares and the issued shares in the capital of our subsidiaries are fully paid-up.

As at the date of this Prospectus, neither our Company nor our subsidiaries has any outstanding warrants, options, convertible securities or uncalled capital.

7. BUSINESS

7.1 Overview

We are the largest pure-play OSV provider in Malaysia and one of the largest in Southeast Asia in terms of number of vessels, according to the Infield Report. We are involved solely in the operation of OSVs as we are of the view that such business model will allow us to strategically focus on a segment within the oil and gas value chain which has one of the highest profit margin and low execution risk.

The fleet available for charter by our Group are equipped with technologically advanced equipment and machineries to provide a wide range of logistical support services throughout the entire offshore oil and gas project life cycle. Our vessels can be used for a wide range of services including seismic survey, drilling operations support, towing, anchor handling and mooring of barges, repair and maintenance support, accommodation facilities for personnel and transportation of personnel and supplies to platforms.

The table below shows the life cycle of an offshore oil and gas project and illustrates how our customers may make use of the vessels available for charter by our Group in the various field development stages throughout the oil and gas project life cycle:

Offshore oil and gas project life cycle

	Exploration and appraisal	**Field development**	**Operation and maintenance**	**Decommissioning**
OSV Deployment Opportunities	➢ Appraisal wells commissioned to assess the potential of any discovery made during the exploration phase ➢ Flow rates assessment	➢ Pre-FEED[(1)] and FEED studies ➢ Detailed engineering ➢ Fabrication and procurement	➢ Enhanced oil recovery ➢ Brownfield development and injection wells ➢ Working over existing wells	➢ The decommissioning of end-of-field infrastructure ➢ Re-use/ recycle/ dispose
	OSVs used to support drilling units by performing positioning duties, towing them into place, handling anchors, performing supply runs	OSVs deployed to support installation vessels and the towing and positioning of infrastructure and perform supply runs as well as to provide safety standby and emergency rescue services	OSVs primarily used for support of production infrastructure, supply runs and transport of personnel as well as standby vessels	OSVs are equipped to provide support for removal of infrastructure
AHT/AHTS	√	√	√	√
SSV	√	√	√	√
UV	√	√	√	√
PSV	√	√	√	√

Note:

(1) *Front-end engineering and design.*

We also provide ship management services to third party vessel owners. We are a Malaysia-based OSV provider and all of our vessels are Malaysian-flagged. As at the LPD, there are 32 vessels available for charter by our Group comprising of 30 vessels that we own, one AHTS on a bareboat charter to us which we expect to acquire by early June 2014 but is currently used as a forerunner vessel for one of our long-term charter contracts and one AWB on a bareboat charter to us which we expect to acquire by end June 2014.

Our business strategy is to focus on the OSV market in Malaysia and Southeast Asia which we believe has enabled us to maintain a track record of strong earnings growth and high operating margins. From the year ended 31 December 2011 to 31 December 2013, our revenue, Adjusted EBITDA and adjusted profit after taxation increased at a CAGR of 21.6%, 18.5% and 19.6%, respectively whilst our adjusted profit after taxation margins increased from 19.6% to 26.7%. As at the LPD, we have an order book of RM502.4 million and certain of our contracts have an extension option with a potential contract sum totalling RM197.8 million. Please refer to Section 12.2.3(iii) of this Prospectus for further information regarding our order book.

As at the LPD, 20 vessels of the fleet available for charter by our Group are under long-term charter (for a duration of 12 months or longer, including optional extensions). The average duration of our long-term charter contracts is approximately 4.4 years. Our ability to secure long-term charter contracts for the majority of our vessels provides us with long-term cash flow stability and earnings visibility.

The composition of our current fleet and our planned newbuilds as at the LPD are as follows:

	AHT/AHTS	SSV	UV	PSV	AWB	FCB
Current fleet	24	4	2	1	1	-
Newbuilds under construction or in final negotiation to have constructed	2	-	-	2	2	1
Average age (years)	4.8	7.5^	7.5	1.0^	1.0	-
Specifications	BHP: 3,200 to 8,000	BHP: 5,110	BHP: 3,500	DWT: 3,500 tonnes Accommodation capacity: 60	Accomodation capacity: 200	Passenger capacity: 40

Note:

^ *The average age of our PSV/SSVs is approximately 6.2 years which is computed based on the total age of the vessels over number of vessels.*

We have a relatively young fleet, with an average age of approximately 5.0 years as at the LPD which is lower than the Southeast Asia industry average of 11.2 years, according to the Infield Report. As at the LPD, the average age of our AHT/AHTSs and PSV/SSVs of approximately 4.8 years and 6.2 years respectively is lower than the Southeast Asia industry average of 7.3 years for AHT/AHTSs and 17.0 years for PSV/SSVs, according to the Infield Report. We believe that maintaining a young fleet leads to cost efficiencies in terms of lower maintenance and operating costs. Furthermore, our young fleet which is equipped with up-to-date technology and equipment allows us to better meet our customers' requirements, be more competitive in securing long-term contracts and attract highly skilled crew. Our principal market is Malaysia but we also operate vessels in other parts of Southeast Asia and the Middle East. As at the LPD, our vessels are operating in Malaysia, Thailand and Qatar. Historically, our vessels have operated in other countries such as Vietnam, Indonesia, Egypt, Iraq, the U.A.E, India, Myanmar, Saudi Arabia and Australia.

We are licensed by PETRONAS to provide OSV services, allowing us to participate in all tender calls and quotation requests issued by PETRONAS Carigali and other PSC contractors. Furthermore, as a Malaysian group, we benefit from Government policies (including cabotage laws) meant to give preference to Malaysian-flagged vessels. We believe that our local identity and our Malaysian-flagged vessels coupled with our strong operational experience provide us with an advantage over our international competitors within Malaysia.

Our customers are primarily companies in the offshore oil and gas industry that charter our vessels for the various stages of their projects. In addition to PETRONAS Carigali, we provide or have provided services to a number of well-known companies in the oil and gas industry, both domestic and international, including affiliates of SapuraKencana Petroleum Berhad, Shell, A.P. Moller - Maersk Group, Exxonmobil, Petrofac Limited, Newfield Exploration Company and Hess Corporation.

We have a joint venture arrangement with FOB SWATH, an affiliate of Odfjell, a Norwegian-based company engaged in shipping and OSVs, to operate ICON-FOB which will commission ship builders for the construction of FCBs and thereafter, lease the FCBs which are equipped with proprietary technology that enables them to travel at faster speeds as well as enable crew transfers between the boat and offshore platforms to be undertaken in an expeditious and safer manner, compared to crew transfers involving conventional crew boats. Pursuant to the joint venture agreement dated 27 January 2014 between ICON Fleet and FOB SWATH, FOB SWATH shall, *inter alia*, provide technical expertise in respect of the FCBs after delivery from the shipyard to ensure smooth, efficient and safe operation of the FCBs.

7.2 Competitive strengths

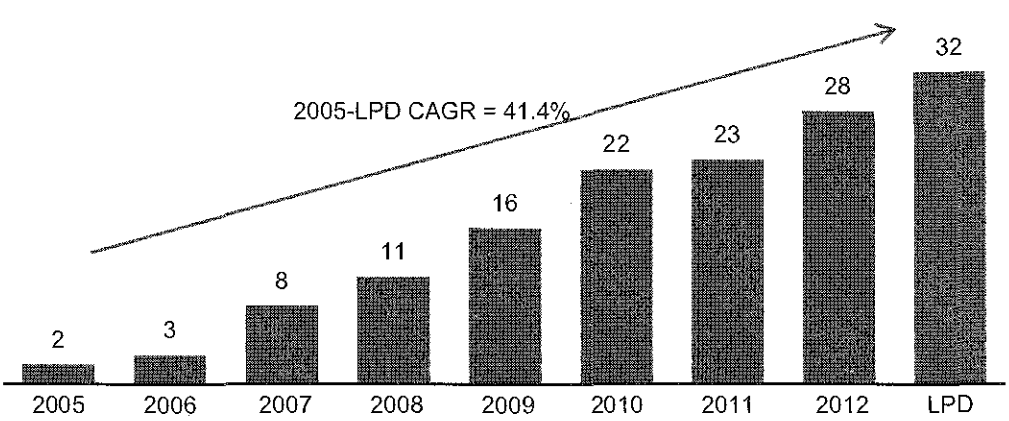
We believe that our position as a leading OSV operator in the Malaysian and Southeast Asia offshore oil and gas industry is primarily attributable to our competitive strengths.

7.2.1 Fast growing and largest pure-play OSV provider in Malaysia and one of the largest in Southeast Asia

We are the largest pure-play OSV provider in Malaysia in terms of number of vessels, according to the Infield Report. As at the LPD, the fleet available for charter by our Group comprises 24 AHT/AHTSs, four SSVs, two UVs, one PSV and one AWB. According to the Infield Report, our market share of the Malaysian OSV industry for AHT/AHTSs and PSV/SSVs is approximately 16% and 9% respectively based on the number of operational vessels in Malaysia in 2013.

To-date, we have focused on shallow water tender opportunities where the vast majority of Malaysia's operational offshore infrastructure is located, offering a combination of strong and stable earnings visibility with an appropriate risk profile.

ICON's fleet growth [(1)]



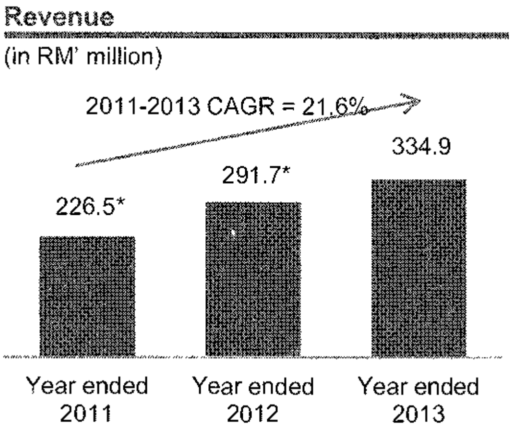
Note:

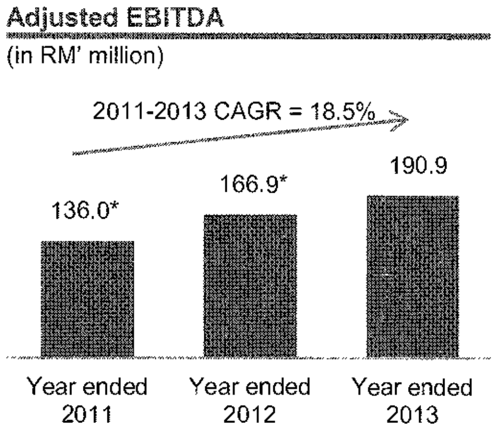
[(1)] As at 31 December of the respective years. The number of vessels in the chart above represents the vessels available for charter by both ICON Ship and the ICON Fleet Group since 31 December 2005 given that ICON Ship took delivery of its first vessels in 2005.

The fleet available for charter by our Group has grown at a CAGR of 41.4% from just two vessels in 2005 which represents the vessels owned by both ICON Ship and the ICON Fleet Group since 31 December 2005 given that ICON Ship took delivery of its first vessels in 2005, to 32 vessels as at the LPD.

7.2.2 A highly profitable OSV provider

Our business focus and strategy in Malaysia's and Southeast Asia's OSV industry have resulted in strong revenue and earnings growth as well as high operating margins underpinned by a robust OSV market in Malaysia and Southeast Asia which continues to be large and fast-growing.





Note:

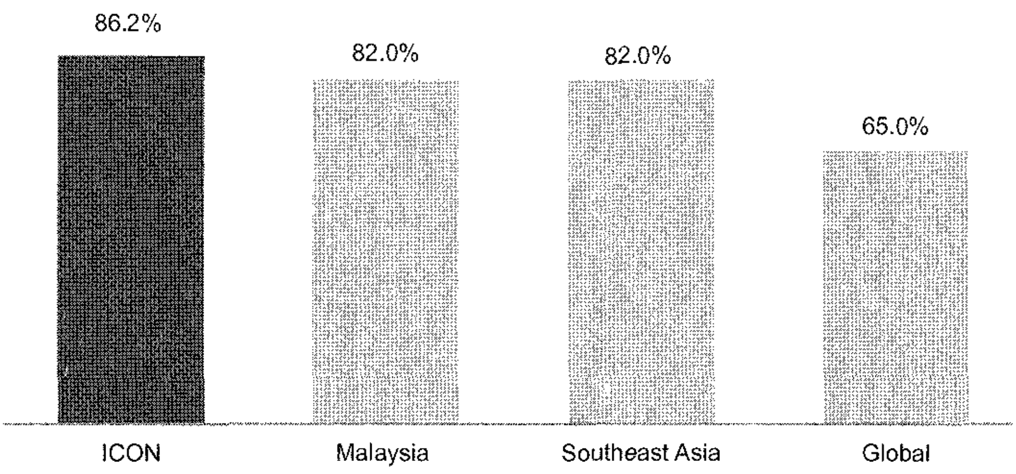
* *Based on pro forma consolidated statements of comprehensive income.*

Our revenue has increased at a CAGR of 21.6% from the year ended 31 December 2011 to the year ended 31 December 2013 as a result of high average utilisation rate of 86.5% and increase in the number of vessels available for charter from 23 as at 31 December 2011 to 31 as at 31 December 2013. Our Adjusted EBITDA also increased at a CAGR of 18.5% from the year ended 31 December 2011 to the year ended 31 December 2013. Our track record of delivering high profitability is evident in our higher Adjusted EBITDA margin of 57.2% as compared to our peer average of 41.0% for the year ended 31 December 2012 *(Source: Infield Report)*. Please refer to Section 12 of this Prospectus for further information on our financial information.

Our higher profitability margins relative to the majority of our competitors both in Malaysia and Southeast Asia are primarily driven by (i) our high utilisation rates, which in turn are attributable to the quality and young age of the fleet available for charter by our Group; (ii) our competitive cost structure which is a result of our operational and business process efficiencies as well as our strategic base in Malaysia; and (iii) our effective fleet management strategy, including the use of MATS and BASSnet fleet management software, as detailed in Section 7.21 of this Prospectus. In addition, we are also able to enjoy higher profitability margins compared to the majority of our foreign competitors or foreign-flagged vessels due to the barriers to entry in Malaysia, including the need for PETRONAS licensing and favourable cabotage laws which ensures a market share for the domestic companies. Further details of Malaysian cabotage laws are set out in Section 7.22.2 of this Prospectus.

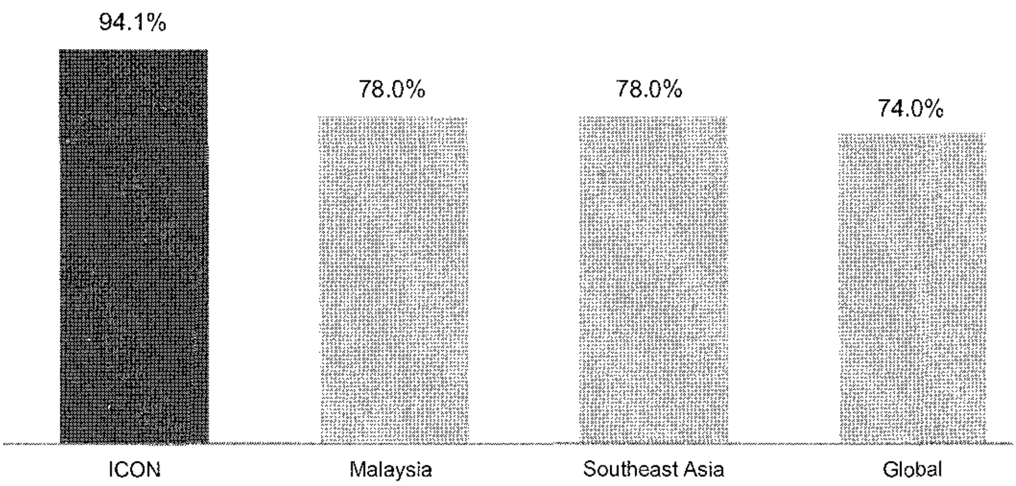
In spite of the strong growth of our vessel fleet, we have been able to maintain high average utilisation rates for our AHT/AHTSs and PSV/SSVs of 86.2% and 94.1% respectively in 2013, compared to the average utilisation rate for AHT/AHTSs and PSV/SSVs in Southeast Asia of 82.0% and 78.0% respectively in 2013 *(Source: Infield Report)*. Please refer to Section 12.2.3 (iii) of this Prospectus for details of the computation of our utilisation rates.

AHT/AHTSs average utilisation rates for 2013



Source: Infield Report

PSV/SSVs average utilisation rates for 2013



Source: Infield Report

Historically, the quality and composition of our fleet, including our focus on shallow water OSVs, has contributed to our high utilisation rates given the robust activity levels in Malaysia's shallow water oil and gas projects which we expect to remain high over the next few years. We continuously monitor and review our fleet composition, including deepwater vessels, in such a way that we are able to capitalise on new business opportunities.

Our leading position as the largest pure-play OSV provider in Malaysia in terms of number of vessels and our industry-leading operating efficiencies in terms of utilisation rates differentiate us from our competitors, position us well for sustainable growth and enable us to navigate better through periods of volatility in the oil and gas markets.

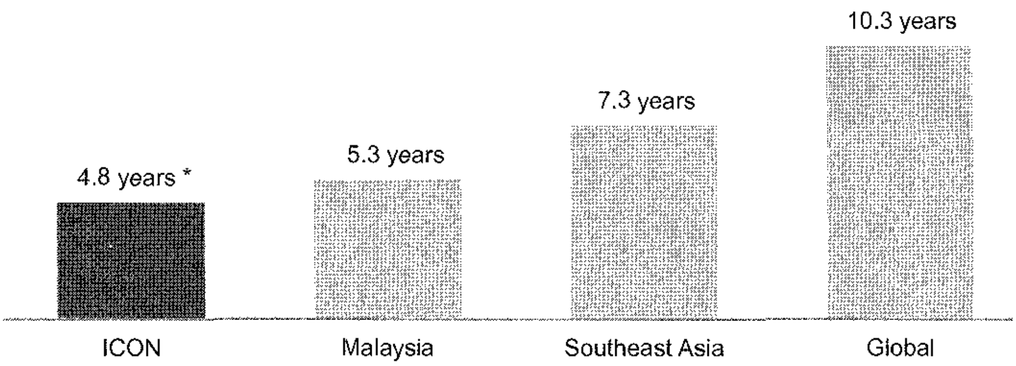
7.2.3 Young and versatile fleet as well as international track record

A fleet of young and modern OSVs gives us a competitive advantage in securing contracts for our vessels and in attracting and retaining highly skilled marine crew. In addition, newer or relatively young vessels generally have lower operating and maintenance costs, are more fuel efficient and have higher utilisation rate as they are less prone to breakdowns. Newer or relatively young vessels are also equipped with the latest equipments and machineries which are in compliance with the latest statutory, environmental and requirements of classification societies.

Our experienced team manages and operates our full range of vessels with great care and caution. Timely maintenance and regular servicing ensure that the vessels are in good working condition to be able to assist in fulfilling clients' needs and demands.

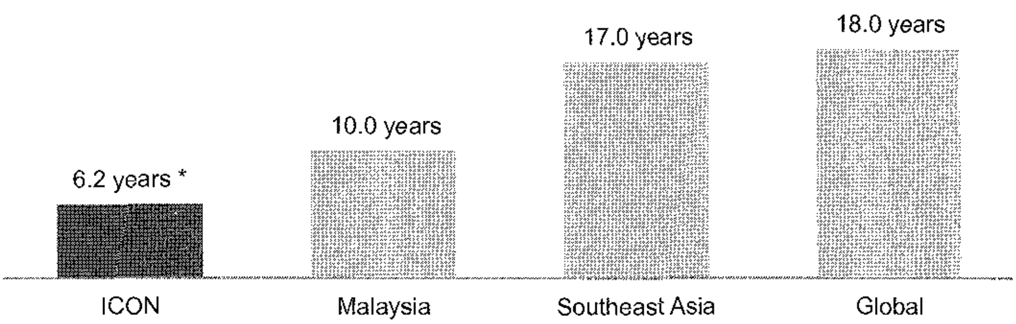
The fleet available for charter by our Group as at the LPD has an average fleet age of approximately 5 years which is lower compared to the Southeast Asia industry average of 11.2 years. As at the LPD, the average age of our AHT/AHTSs and PSV/SSVs of 4.8 years and 6.2 years respectively, is lower than the Southeast Asia industry average of 7.3 years for AHT/AHTSs and 17.0 years for PSV/SSVs *(Source: Infield Report)*.

Average age of fleet AHT/AHTSs as at 31 December 2013



Source: Infield Report

Average age of fleet PSV/SSVs as at 31 December 2013



Source: Infield Report

Note:

* *As at the LPD.*

In addition, our diverse portfolio of OSVs enables us to be versatile and provides a wide range of services throughout the offshore oil and gas project life cycle. Please refer to Section 7.5.1 of this Prospectus for a full spectrum of the scope of services provided by our OSVs within the oil and gas life cycle.

We have, over the years, expanded our vessel deployment footprint from our origins in Malaysia to over 10 countries in the Southeast Asia and Middle East regions. Internationally, our OSVs operate or have operated in oil and gas markets such as Thailand, Qatar, Vietnam, Indonesia, Egypt, Iraq, the U.A.E, India, Myanmar, Saudi Arabia and Australia. Our technical advantages and established international track record provide us with the flexibility and ability to operate across boundaries and to capitalise on the expected growth in demand for offshore services in the Southeast Asia and Middle East regions while continuing to focus on the highly attractive Malaysian market.

7.2.4 Strong order book providing long-term cash flow stability and earnings visibility

As at the LPD, we have an order book of RM502.4 million and certain of our contracts have an extension option with a potential contract sum totalling RM197.8 million over the entire duration of the extension option period. The order book consists of contracts from a wide range of customers, including NOCs such as PETRONAS Carigali and IOCs such as Sarawak Shell Berhad/Sabah Shell Petroleum Company Limited, Exxonmobil Malaysia, Maersk, Newfield Peninsular Malaysia Inc., Petrofac (Malaysia-PM304) Limited and CPOC.

	Firm contract period			Optional extension period	
Owned vessels	**Contract period**	**Contract expiry**	**Remaining contract sum**	**Option Period**	**Potential contract sum**
			(RM'000)		**(RM'000)**
AHT	120 days to 3 years	Between 2014 and 2018	31,767	120 days to 1 year	5,840
AHTS[1]	1 month to 5 years	Between 2014 and 2018	371,099	1 month to 5 years	134,152
SSV	180 days to 5 years	Between 2014 and 2018	85,471	180 days to 1 year	47,239
PSV/UV	90 days to 3 years	2014	10,246	60 days to 2 years	7,250
Subtotal			**498,583**		**194,481**
Third party vessels	3 years	2015	[2]3,767	1 year	[2]3,285
Total			**502,350**		**197,766**

Notes:

(1) *Includes contract for one AHTS which we operate on a bareboat charter and expect to acquire by early June 2014.*

(2) *Represents the contract sum net of the charter-in cost, which will be recognised as revenue.*

89.1% of our order book consists of long-term contracts (i.e. more than 12 months) which provides for long-term earnings visibility and cash flow stability. In particular, some of our long-term contracts for our AHT/AHTSs and SSVs only expire in 2018.

The fleet available for charter by our Group and our contracts are dynamically managed which allows us to optimise our fleet utilisation and capitalise on rising OSV day-rates. For instance, we maintain a certain number of vessels on spot charters to provide us with the flexibility to deploy and mobilise as a replacement for other vessels on long-term contracts that are due for drydocking. This minimises the need to charter-in third party vessel as a replacement and hence, reduce our cost. It will also allow us to better capitalise on the positive outlook of average day rates for AHTSs and PSV/SSVs, which Infield expects to see an increase in rates between 2013 and 2019.

7.2.5 Well-positioned to benefit from robust Malaysian and Southeast Asian oil and gas industry outlook underpinning strong demand for OSVs

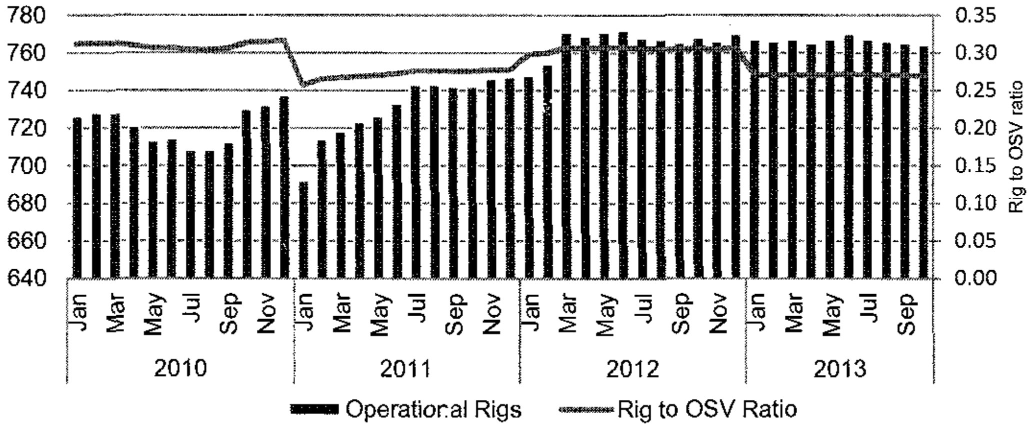
Our leading market position as the largest pure-play OSV provider in Malaysia in terms of number of vessels coupled with our extensive experience will enable us to benefit from the anticipated increase in upstream activity and spending in the Malaysian and the wider Southeast Asian oil and gas industry. Offshore exploration and production capital expenditures are estimated to grow at a CAGR of 4.3% in Southeast Asia (including Malaysia), over the period 2013 to 2019, according to the Infield Report.

In particular, we expect demand for the fleet available for charter by our Group to be underpinned by (i) PETRONAS' capital expenditure plan over the next five years, where 89.8% or USD17.6 billion is planned to be spent on shallow water projects; (ii) vessel owners docking their older vessels which offer more opportunities for our newer vessels to be utilised; and (iii) increased replacement of foreign-flagged vessels by Malaysian-flagged vessels, particularly high-end vessels (i.e. FPSO, OSV).

The operational base of platforms is a key driver for the demand for our PSV and SSVs. Southeast Asia is expected to have 2,044 platforms operational by the end of 2019, up from 1,795 in 2013. Malaysia is expected to contribute 45% of the increase in the number of operating platforms with its total operating platforms expected to increase to 519 platforms by end of 2019 from 406 platforms in 2012 *(Source: Infield Report)*. In addition, the bulk of our AHT and AHTS work is associated with the support of drilling rigs, which in turn are engaged in offshore exploration drilling, appraisal and development wells.

According to the Infield Report, the historical co-relation between the number of drilling rigs and the demand for OSVs has been relatively strong, and is expected to remain so during the period of 2014 to 2019.

Global Rig to OSV ratio



Source: Infield Report

Overall, the continued high level of investment on the back of a very active 2013, during which offshore capital expenditures in Malaysia increased by 45% to USD4,896 million in 2013 from USD3,362 million in 2012 is expected to provide a considerable opportunity to OSV service providers within the Malaysian market *(Source: Infield Report)*. As the largest pure-play OSV provider in Malaysia, we are well-positioned to benefit from the projected increase in offshore capital expenditures in Malaysia.

7.2.6 Ability to better capitalise on high barriers to entry for foreign OSV providers in Malaysia due to strict licensing and cabotage requirements

As a Malaysian-based company, we benefit from any government policies which give preference to Malaysian oil and gas asset owners and operators. While robust growth is expected in the offshore oil and gas industry in Malaysia, there are high barriers to entry into the Malaysian OSV industry, specifically the need for PETRONAS licensing and cabotage requirements. We believe we are well-positioned to leverage off PETRONAS licensing and Malaysian cabotage requirements in bidding and winning contracts against foreign companies. We currently possess the necessary PETRONAS licence for the provision of OSVs in Malaysia. This provides us with a competitive advantage as it enables us to participate in all tender calls and quotation requests issued by PETRONAS Carigali and its PSC contractors for the segment of activity stated in the licence.

Cabotage laws in Malaysia may give us an advantage in the Malaysian market over foreign competitors or foreign-flagged vessels. The operation of vessels in Malaysian waters is governed by the MSO. Pursuant to the MSO, all vessels carrying domestic shipping activities in Malaysian waters must hold a Domestic Shipping Licence issued by the Domestic Shipping Licensing Board. The MSO purports to reserve the national trade in domestic waters for Malaysian owned companies and Malaysian-flagged vessels, explicitly prohibiting non-Malaysian vessels from engaging in domestic shipping activities. The increasing usage of local-flagged vessels will provide distinct opportunities for local players, such as us, to increase our market share at the expense of foreign operators. All of our vessels are Malaysian-flagged. Infield reported that 56% of AHT/AHTSs and 66% of PSV/SSVs that are operating in Malaysia are Malaysian-flagged. Soaring demand and limited competition (due to stringent cabotage rules) will likely continue to support the high day-rates for our Malaysian vessels. Our local presence coupled with our strong operational track record provides us with a strong advantage over our international competitors within Malaysia.

7.2.7 Established relationships with high quality customers and shipyards

We have been active in the OSV industry since 1994. Owing to our quality service and reliability, we have established a good track record which provides us with an edge in retaining our present pool of customers as well as attracting new customers. We have relationships with major oil and gas companies or their affiliates such as PETRONAS Carigali (9 years relationship), whose parent company, PETRONAS, has a credit rating of A1 (Moody's rating). Other companies include (i) Exxonmobil Malaysia (8 years relationship), whose parent company ExxonMobil has a credit rating of Aaa (Moody's rating), (ii) CPOC (5 years relationship), whose ultimate holding companies namely, PETRONAS and PTT Exploration & Production Public Company Limited, have credit ratings of A1 and Baa1 (Moody's rating) respectively, (iii) PTSC (4 years relationship), (iv) Geokinetics Inc. (4 years relationship), (v) TLO (5 years relationship) and (vi) Maersk (3 years relationship) whose parent company has a credit rating of Baa1 (Moody's rating).

Our Company has relationships with shipyards across Southeast Asia like Muhibbah Marine Engineering Sdn. Bhd., Malaysia Marine and Heavy Engineering Holdings Berhad, Coastal Contracts Bhd., Nam Cheong Limited, Otto Marine Limited, Guangzhou Shunhai Shipyards Ltd., Sapor Shipbuilding Sdn. Bhd., Grade One Marine Shipyard Sdn. Bhd. and Labuan Shipyard & Engineering Sdn. Bhd. Vessel maintenance and repair can be done in various parts of Southeast Asia depending on the location of the vessel at that time and thus potentially saving fuel. In addition, our relationships with shipyards allow us to obtain favourable pricing and access to yard space even during periods of high demand so as to avoid fleet planning and scheduling disruptions.

7.2.8 Excellent HSE track record

Our Group maintains comprehensive HSE practices across our entire fleet to ensure the safe operation of our vessels and the prevention of pollution so as to provide an injury and incident-free work environment. The HSE track record of vessel providers is an important criterion for customers when awarding a charter contract. The lack of an established HSE track record can also be a significant barrier to entry for potential competitors.

We have a strong commitment to maintain high HSE standards. This commitment is reflected in the numerous awards received by our Group in 2014, among others, an award for outstanding HSE performance and dedication for achieving 3,000,000 man hours without lost time incident from PETRONAS Carigali, and the "4th Quarter 2013 Marine Business Partner Award in Recognition of Safety Reliable Operations" and "2013 Safety Recognition Award" from Exxonmobil Malaysia. In 2013, we received, among others, the "Best Marine Vessel Contractor" award for HSE from PETRONAS Carigali and an award for outstanding safety performance for two years for operating without a lost workday from Maersk. Please refer to Section 7.4 of this Prospectus for further details of the awards that we have received.

As at 31 December 2013, our Group has achieved over 14.9 million man hours with zero Lost Time Injury ("**LTI**") since our last LTI on 27 May 2007. We have also managed to reduce the number of HSE incidents from 21 incidents in 2012 to 16 incidents in 2013 and improved our Total Recordable Incident Case Frequency ("**TRICF**") from 1.06 in 2012 to zero TRICF in 2013. We have also established the Safety Awareness Coaches programme as we seek to uphold our HSE track record and maintain our zero TRICF.

We also have strict HSE and security policies in place which include a HSE policy to provide safe and healthy working conditions on vessels and premises, a Safety Management System Policy to maintain safe and reliable operations of ships and environmental impact, a Stop Work Policy to pursue the goal of "no harm" to people, properties and environment, and lastly, a Drug and Alcohol Policy to maintain a safe, healthy and conducive environment for all personnel.

We believe that our track record in HSE has and will continue to distinguish us from our competitors when tendering for new contracts.

7.2.9 Experienced management team with proven execution track record

We have a highly-qualified management team with experience in various senior leadership and operational positions in the oil and gas and other industries.

Our management team's significant industry experience both in Malaysia and/or internationally enhances our ability to effectively operate on an international basis and will continue to play a key role in the further success and growth of our Group.

Our Group is headed by Dr. Jamal bin Yusof @ Gordon Duclos, our Chief Executive Officer, who was the co-founder and Managing Director of OMNI *(now known as ICON Fleet)*. Dr. Jamal bin Yusof @ Gordon Duclos has over 17 years of experience in the OSV industry. He is currently the President of the Malaysian OSV Owners' Association.

Our Chief Corporate Officer and Deputy Chief Executive Officer, Hassan bin Ali, who was the former Chief Executive Officer of TKS *(now known as ICON Ship)*, has over 38 years of experience in the marine transportation industry, working with Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)*, PETRONAS Carigali, Malaysian Maritime Academy, Orient Overseas Container Line (Malaysia) Sdn. Bhd. and Gugusan Maritime Sdn. Bhd.

Our Chief Operations Officer, Rahman bin Yusof, has over 32 years of experience in the marine transportation and shipbuilding industry working with, among others, PETRONAS Tankers Sdn. Bhd. and Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* and in countries like France, Japan and Korea. Currently, Rahman bin Yusof is a member of the Bureau Veritas South East Asia's Technical Committee and a member of the technical advisory committee for the marine industry with Ships Classification Malaysia.

Our Chief Financial Officer, Zaleha binti Abdul Hamid, is responsible for overseeing finance, IT, corporate finance and strategy functions of our Group. She has approximately 16 years of experience in audit and finance functions. Zaleha binti Abdul Hamid is well-versed with the operations and structure of our Group, having oversaw the completion of the Strategic Consolidation.

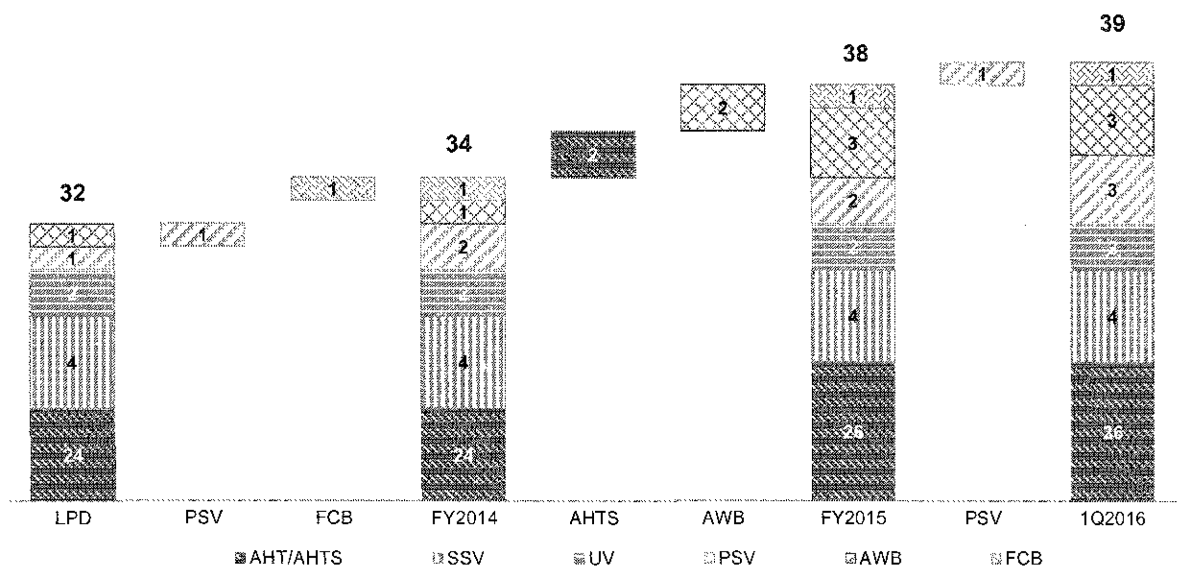
Please refer to Section 9.2.1 of this Prospectus for the profiles of our key management.

7.3 Future plans and strategies

7.3.1 Revenue growth through selective fleet expansion, diversification and renewal programmes to capture market opportunities

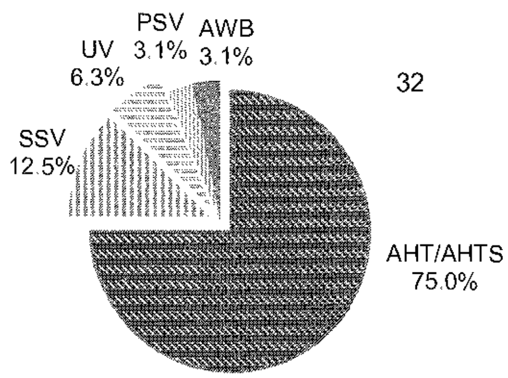
We intend to pursue our fleet expansion, diversification and renewal programmes to drive our revenue growth. We continuously manage our fleet portfolio in order to achieve an optimal fleet size and fleet composition. Our fleet expansion programme reflects our strategy to consolidate our leading position in shallow water operations within the OSV space with a selective expansion into deepwater operations.

ICON fleet renewal and shipbuilding plan as at the LPD



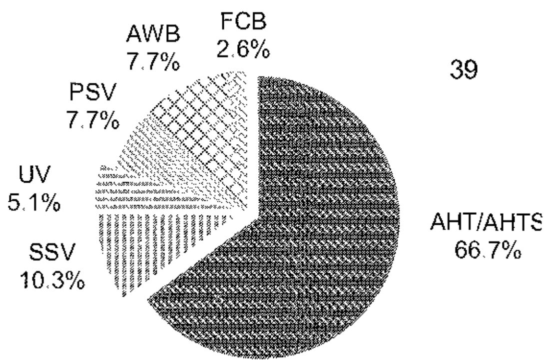
Note: *The chart does not take into account any future disposals of vessels.*

Fleet size by type as at the LPD



Note: *The chart above does not take into account any future disposals of vessels.*

Expected fleet size by type by 1Q 2016



Note: *The chart above does not take into account any future disposals of vessels.*

We have six vessels which are currently under construction which include two AWBs (expected delivery in 1Q 2015 and 3Q 2015 respectively), one PSV (expected delivery in 4Q 2014), one FCB in connection with a joint venture with FOB SWATH, an affiliate of Odfjell (expected delivery in 4Q 2014) and two AHTSs (expected delivery in 3Q 2015). The delivery of our new vessels will allow us to further strengthen our order book going forward. By continuing to expand our fleet size, we will be able to provide our customers with a diversified range of value-added services across the offshore oil and gas project life cycle.

As part of our fleet renewal programme and in order to move up the OSV value chain, in line with the review of our business plan in consequence of the Strategic Consolidation, we expect to replace some of our lower specification vessels with vessels that have greater engine capacity and which are equipped with DP capabilities to ensure that our fleet is up-to-date and that we have the capability to operate in harsher environments and deeper water conditions, if required. We believe that maintaining a younger fleet comprising OSVs with such technical capabilities will improve the marketability of our fleet and also ensure that our current high utilisation rates remain stable over time. In accordance with this strategy, we disposed of one non-OSV as well as one UV and one AHT with lower specifications in 2013 and one AHT on 25 March 2014, but we had also acquired five new 5,150 BHP AHTSs with DP1 and DP2 systems in 2013, one 3,500 DWT PSV in 2013 and one AWB in 2014.

We continue to selectively diversify our OSV fleet composition with the addition of two new AWBs to be delivered in 2015 as we continue to manage our fleet according to our customers' requirements and capture the growth in the OSV space.

7.3.2 Consolidate our position in shallow water space whilst selectively expanding into deepwater projects

We intend to continue to focus primarily on shallow water opportunities as these contracts will deliver high earnings visibility with low execution risk. This strategy reflects where we believe the major opportunities are and is supported by PETRONAS' capital expenditure plan over the next five years where significant amounts are planned to be spent on shallow water projects.

Notwithstanding this, we will selectively expand our fleet with deepwater capabilities to ensure that we can continue to service the requirements of our customers and have the flexibility to participate in the growing deepwater market. Most of the vessels that are currently under construction and those that we are in final negotiations to construct are designed to be powered and fitted with the latest technology such as DP2 systems, diesel electric engines and/or higher BHP engines. These vessels will provide us with the flexibility to meet the different needs of our customers and to capitalise on new growth opportunities such as tendering for deeper water projects in Malaysia as well as projects in other countries.

According to the Infield Report, much of the forecasted 2013 to 2019 Malaysian offshore upstream capital expenditure is to be directed towards the development of pipeline and platform infrastructures which are being installed to exploit the country's shallow water reserves. However, a CAGR of 6% over the period 2012 to 2018 is expected in deepwater expenditure, leading to an increased investment in the floating platform, control line and sub-sea production markets particularly towards the latter part of the forecast period. To capitalise on this, we plan to build two deepwater 10,930 BHP AHTSs which are expected to be delivered in 2015. We believe that there are relatively few Malaysian companies currently active in the deepwater OSV segment which strengthens our good position to capitalise on opportunities from this segment.

7.3.3 Focus on delivering strong earnings visibility and growth supported by robust financial discipline

Our current strategy is to focus mainly on long-term contracts with customers. Moving forward, we intend to continue to maintain a greater proportion of our order book in the form of long-term contracts which provide secured revenues with a mix of short-term contracts which allows our Group to capture potential earnings upside from short-term charter rates. A high proportion of long-term contracts will enable us to continue to generate high earnings and maintain cash flow visibility. As at the LPD, 89.1% of our order book consists of long-term contracts.

After our IPO and with the use of part of the proceeds to retire a portion of our debt, we expect our balance sheet to be robust and well-capitalised to fund our expansion plan. We continue to focus on prudent financial management to ensure good liquidity via optimising the working capital cycle and to continue avoiding off-balance sheet financing structures. In addition, we intend to explore options to reduce our cost of financing.

7.3.4 Enhance crew and management capabilities by developing top talent in-house through a performance driven culture and establishing ICON as an employer of choice

Based on an extensive Competency Framework and Training Needs Analysis conducted in 2013, we have identified core focus areas for staff training and development, and we intend to continue to invest in staff training and development going forward. We have also established the IMTC which aims to enhance the skills of our offshore mariners as well as to address the gap in skills between offshore and non-offshore mariners by developing a syllabus and providing training necessary for mariners to operate effectively and safely in our offshore operations.

Through the ICON leadership programme, we intend to develop our next generation of leaders from our own ranks. Our aim is to appropriately reward high performances by our staff and we have implemented group-wide key performance indicators to assess staff performances semi-annually. We have put in place performance-based bonus plans and other incentives to recognise high performers. We continue to monitor our compensation plans to ensure that pay levels are aligned with industry standards and we are adopting market practice for staff compensation and benefits plans.

We believe that we are moving in the right direction to becoming the employer of choice given our ability to retain marine crew. We measure this through the returning rate (total marine crew returns to work for our vessels over the total marine crew on duty). The marine crew signs on and off on each vessel on a periodic basis, generally every three months. A higher returning rate indicates less of a need to recruit new crew. Based on our manning team records, we have historically achieved high returning rates. From 1 January 2014 up to the LPD, our returning rate was approximately 88.4% to 91.0%, for the year ended 31 December 2013, our returning rate was approximately 84.3% to 91.0%, and for the year ended 31 December 2012, our returning rate was approximately 72.0% to 95.0%.

7.3.5 Harness cost synergies through economies of scale and improve operational and business process efficiencies

In 2013, we achieved significant cost savings from cost synergy initiatives relating to our vessel operations, such as the introduction of bulk purchasing agreements, among others. We also streamlined our practices for ship repairs, maintenance and dry docking, and established the Special Action Team to assist in achieving a quicker turnaround time for maintenance and repairs. Our implementation of the MATS and BASSnet fleet management software enables us to optimise our vessel management systems for our customers.

MATS assist the Special Action Team to identify repairs and maintenance and is connected to our procurement team. Going forward, we aim to capitalise on the Special Action Team and use of MATS in order to further improve our operational costs. We will continue to focus on ensuring our maintenance requirements are met in the most cost-effective manner possible. This entails maximising the maintenance services procured in-house as well as ensuring that the optimum maintenance timeframe is achieved against the maintenance costs that we incur by monitoring the man-hours that have been utilised for each repair work carried out, all of which is critical to the continued growth of our fleet size.

We have installed BASSnet, a modular software that provides integrated solution covering all main areas of vessel operations, on 17 of our vessels. We will continue to implement BASSnet on all of our vessels in order to introduce dashboard reporting and payroll administration based on BASSnet. In addition, we are also planning to further invest in IT infrastructure and software. For example, we intend to invest in a new accounting system with higher capabilities for timely reporting and data mining capabilities and timely information to ensure efficient use of cash on hand. The implementation of MATS and BASSnet will have a positive impact on our cost structure and profitability.

We are currently working with a few prominent Malaysia-based shipyards for drydocking to ensure the availability of yard access. This should enable us to achieve further efficiencies in our drydock scheduling and reduce our reliance on third party replacement vessels whilst our vessels are dry-docked. We will also continue to maintain and establish good relationships with other shipyards to ensure the timely delivery of new orders as well as to procure favourable funding terms with the shipyards. Close tracking and monitoring of fuel consumption is also being introduced to further enhance our reputation with end customers and to ensure greater efficiencies.

7.3.6 Introduce new technologies through joint ventures and grow further through opportunistic acquisitions of new technologies

We have a joint venture arrangement with FOB SWATH, an affiliate of Odfjell, a Norwegian-based company engaged in shipping and OSVs, which will focus on the development of new vessel technology. In particular, the joint venture is working on a design for a FCB equipped with proprietary technology which will allow the vessel to travel at faster speeds as well as enable crew transfers between the boat and offshore platforms to be undertaken in an expeditious and safer manner. We expect the delivery of our first FCB equipped with this proprietary technology by 4Q 2014. We intend to intensify our marketing efforts in order to build a reputation as an OSV technology leader in the region.

We will continue to seek opportunities to enter into further joint ventures similar to our joint venture arrangement with FOB SWATH, an affiliate of Odfjell or acquire similar businesses on an opportunistic basis in order to grow our business.

7.3.7 Continuous effort to maintain our high HSE standards

A good HSE track record is a key selection criteria imposed by all of our customers. We will continue to improve our HSE performance through our framework of procedures, emergency drills, practices and standards to prevent, identify, organise, and control potential hazards in a proactive manner. This includes key safety system elements such as management and employee training, inspections, safety and incident analysis, incident investigation, emergency preparedness, protective equipment, health controls, group meetings, promotion of safety culture, environmental protection as well as our Safety Awareness Coaches programme. To further improve our HSE performance, we will take concerted effort throughout our operations emphasising personal safety, identification of safety risks and the specification of critical control measures. We also conduct an annual HSE day with staff, charterers, clients and suppliers in order to foster collaboration and ensure a seamless response in case of any emergency. To foster continuous HSE awareness, we will intensify our efforts to conduct tailor-made training at worksites.

As we expand our business, we seek to deliver an exceptional customer experience by consistently meeting or exceeding our customers' expectations for operational performance that includes maintaining the highest HSE standards and eliminating workplace incidents and injuries, in line with the requirements of the NOCs and IOCs.

7.4 History and key milestones

Our Company was incorporated in Malaysia under the Act on 30 March 2012 as a private limited company under the name Kota Bayu Ekuiti Sdn. Bhd. and commenced its business on the same date. We were converted into a public limited company on 12 July 2012 and assumed our present name on 25 October 2012.

Our Group is a result of a strategic consolidation of two groups of pure-play OSV companies within Ekuinas' portfolio, namely ICON Ship *(formerly Tanjung Kapal Services Sdn. Bhd.)* and the ICON Fleet Group *(formerly Omni Petromaritime Sdn. Bhd. group of companies)* under ICON. ICON Ship was the offshore marine arm of Tanjung Offshore, a company listed on the Main Market of Bursa Securities. TKS was established in 1994 and had commenced its OSV operations as an agent and a third party charterer. It took delivery of its first two vessels in 2005. Hassan bin Ali was appointed as Executive Director of TKS in 2005 and was subsequently redesignated as Chief Executive Officer of TKS in 2006. TKS' vessels previously operated in Malaysia waters as well as in Thailand, Vietnam and Myanmar.

The ICON Fleet Group was previously headed by Dr. Jamal bin Yusof @ Gordon Duclos. He ventured further into the OSV business through OMNI Power which he co-founded in 2006 with the acquisition of its first vessel. As the Managing Director of the OMNI group of companies, Dr. Jamal bin Yusof @ Gordon Duclos was instrumental in establishing the 'OMNI' brand as a vessel owner and operator in Malaysia which subsequently expanded to other countries such as Vietnam, Indonesia, Egypt, Iraq, the U.A.E, India, Saudi Arabia, Qatar and Australia. Under his management, the ICON Fleet Group had established a diversified customer base with major oil and gas companies including affiliates of PETRONAS, TLO, CPOC, PTSC, Geokinetics Inc., SapuraKencana Petroleum Berhad, A.P. Moller – Maersk Group, Exxonmobil, Petrofac Limited and Newfield Exploration Company. Under his leadership, the ICON Fleet Group grew from a fleet size of three vessels to 12 vessels within a span of five years from 2008 to 2012. In fact, between 2011 and 2012, the ICON Fleet Group had also received several awards for its HSE performance.

From the year ended 31 December 2011 to 31 December 2012, the ICON Fleet Group registered an increase in revenue and PAT of 35.3% and 70.5% respectively, although its fleet size only increased from 10 to 12 vessels over the same period. TKS registered an increase in revenue and PAT of 23.6% and 20.4% respectively, with its fleet size increasing from 13 to 16 vessels over the same period.

The strategic consolidation of ICON Ship and the ICON Fleet Group under our Company, leading to the formation of our Group, is a consequence of the following:

(i) the acquisition of the entire issued and paid-up share capital of ICON Ship by our Company from Tanjung Offshore for a total cash consideration of RM220.0 million which was funded via a shareholders' advance from E-Cap 1, a wholly-owned subsidiary of ECSB, which in turn is a wholly-owned subsidiary of YEN ("**Shareholders' Advance**") ("**Acquisition of ICON Ship**"). At the time of the Acquisition of ICON Ship, E-Cap 1 held 70,000,000 ordinary shares of RM0.50 each in Tanjung Offshore, representing 24.13% of its equity interest. The Acquisition of ICON Ship was completed on 20 July 2012.

    After the completion of the Acquisition of ICON Ship, E-Cap 1 had instructed ICON to issue 220,000,000 RCPS-i where the consideration for the issuance of the 220,000,000 RCPS-i was to be set-off against the Shareholders' Advance. On 13 August 2012, E-Cap 1 undertook a restricted offer for sale of the RCPS-i on a non-renounceable basis to the shareholders of Tanjung Offshore, other than E-Cap 1 and/or its affiliates ("**Entitled Shareholders**"), at an offer price of RM1.00 per RCPS-i on the basis of 75 RCPS-i for every 100 ordinary shares of RM0.50 each in Tanjung Offshore ("**E-Cap 1 Offer for Sale**"). Pursuant to the E-Cap 1 Offer for Sale, 59,393,433 RCPS-i were allotted to the Entitled Shareholders who had subscribed for the RCPS-i by way of reinvesting their special dividends from Tanjung Offshore, with the balance of the RCPS-i being retained by E-Cap 1. Based on the terms of the RCPS-i, all the outstanding RCPS-i will be mandatorily converted into new ICON Shares at a conversion ratio of one RCPS-i for every one new ordinary share of RM1.00 each in ICON (subject to adjustments) on the business day following the receipt of the last regulatory approval for our IPO and Listing;

(ii) the acquisition of 82.5% equity interest in ICON Fleet by Hallmark, a wholly-owned subsidiary of E-Cap 2 which in turn is a wholly-owned subsidiary of ECSB, from Eaglemax Plus Sdn. Bhd., Razali bin Mohd Yusof, Kanagalingam a/l Chinniah, Dr. Jamal bin Yusof @ Gordon Duclos and Rahman bin Yusof for a total cash consideration of RM150.9 million ("**Acquisition of ICON Fleet**"). The Acquisition of ICON Fleet was completed on 28 September 2012. The remaining 17.5% equity interest in ICON Fleet were held by Dr. Jamal bin Yusof @ Gordon Duclos and Rahman bin Yusof in the proportion of 13.5% equity interest and 4.0% equity interest respectively; and

(iii) the acquisition of the entire issued and paid-up share capital of ICON Fleet by ICON from Hallmark, Dr. Jamal bin Yusof @ Gordon Duclos and Rahman bin Yusof for a total purchase consideration of RM227.7 million which was satisfied by the issuance of new ordinary shares of RM1.00 each in ICON at an issue price of RM1.00 per share ("**Merger**"). The Merger was completed on 19 November 2012,

(to be collectively referred to as "**Strategic Consolidation**")

As we had contemplated the Merger at the time of the Acquisition of ICON Fleet, we started consolidating the results of the ICON Fleet Group from 28 September 2012, being the date of completion of the Acquisition of ICON Fleet.

In consequence of the Strategic Consolidation, we undertook a review of our business plan which led us to pursue a divestment of our non-OSV, lower specification OSVs as well as older OSVs, and to focus on newer and higher specification OSVs, reflecting our strategy to consolidate our position in shallow water operations within the OSV space with selective expansion into deepwater operations.

In addition, our Group also completed an internal reorganisation exercise in December 2013 to streamline our subsidiaries into three core business functions such that ICON OGSB holds our PETRONAS licence and charter contracts, ICON Ship undertakes our ship management services and ICON Fleet serves as the holding company of our various Labuan-incorporated vessel owning companies. Pursuant to the Internal Reorganisation, ICON OGSB, which was previously held by ICON Fleet, has become our direct subsidiary and 16 of our vessels were transferred to the newly-incorporated Labuan companies. Please refer to Section 6.1 of this Prospectus for our Group structure.

Under the leadership of our Chief Executive Officer, Dr Jamal bin Yusof @ Gordon Duclos backed by our highly-qualified management team with significant industry experience both in Malaysia and internationally, we have, since the completion of the Strategic Consolidation, integrated the various operational and organisational aspects of ICON Ship and the ICON Fleet Group and in consequence thereof, have been able to strengthen our position to become the largest pure-play OSV provider in Malaysia in terms of the number of vessels operated by us and continue to enjoy high operating margin on the back of high utilisation rates for our AHT/AHTSs and PSV/SSVs.

Our key milestones and achievements are as follows:

Year	Milestone/Achievement
1994	TKS *(now known as ICON Ship)* commenced operations as an agent and a third party charterer
2005	TKS *(now known as ICON Ship)* took delivery of its first vessels, one AHTS and one UV
	TKS *(now known as ICON Ship)* executed its first contract for PETRONAS Carigali
	TKS *(now known as ICON Ship)* executed its first contract for Exxonmobil Malaysia
2006	OMNI Power acquired its first vessel, an AHT
	Omni Group Sdn. Bhd. *(now known as ICON OGSB)* executed its first contract as ship manager and operator
2007	TKS *(now known as ICON Ship)* executed its first international contract for charter of its SSV, Tanjung Pinang 3 in Vietnam
	Omni Group Sdn. Bhd. *(now known as ICON OGSB)* was awarded a PETRONAS licence
2011	Our Omni Emery 1 AHT received an award for Excellent HSE Performance from PTSC for achieving one year of operations without any lost time incident
	Our Omni Victory AHTS received an award from Saujana Marine Sdn. Bhd. for 1,000,000 man hours without any lost time incident
2012	ICON Ship was awarded Best HSE Performance by PETRONAS Carigali
2013	We took delivery of our first PSV, Tanjung Piai I, the first Malaysian constructed and Malaysian-flagged diesel electric PSV
	Our Omni Tigris AHTS received an award for outstanding safety performance from Maersk for two years for operating without a lost workday
	Our Tanjung Puteri 2 AHTS received "4^{th} Quarter 2013 Vessel Award in Recognition of Safety Reliable Operations" from Exxonmobil Malaysia
	We received "Best Marine Vessel Contractor" award for HSE from PETRONAS Carigali

Year	Milestone/Achievement
2014	We entered into a joint venture arrangement with FOB SWATH, an affiliate of Odfjell, a Norwegian-based company engaged in shipping and OSVs, for the construction and lease of FCBs using proprietary technology
	We received "4th Quarter 2013 Marine Business Partner Award in Recognition of Safety Reliable Operations" from Exxonmobil Malaysia
	We received an award for outstanding HSE performance and dedication from PETRONAS Carigali for achieving 3,000,000 man hours without lost time incident
	We received "2013 Safety Recognition Award" from Exxonmobil Malaysia for achieving 100,000 man hours for hurt-free operations

7.5 Business activities

7.5.1 Vessel chartering

We are a pure-play owner and operator of OSVs, providing OSVs and related services to the upstream activities of offshore oil and gas companies. Whilst our primary market is Malaysia, our vessel footprint has also expanded, with vessels currently operating in Thailand and Qatar. Historically, our vessels have operated in Vietnam, Indonesia, Egypt, Iraq, the U.A.E, India, Myanmar, Saudi Arabia and Australia. Our young fleet provides us with a competitive advantage in an industry with increasingly strict environmental standards and regulatory requirements and also enables us to maintain lower maintenance and operating costs.

We charter our vessels on a time charter basis where we provide a vessel to a customer and we are responsible for all operating expenses except for fuel costs which are borne by the charterer. We also charter-in third party vessels as forerunner in instances where we secure a larger number of contracts than our available vessels and the customer agrees for the forerunner vessel to temporarily service the contract until one of our vessels become available. In such cases, we recognise the entire income from the contract as revenue and the entire cost of chartering-in the forerunner vessel as cost of sales.

Our fleet provides logistical support throughout the entire life cycle of offshore oil and gas projects, from the exploration and appraisal stage to the decommissioning stage.

Exploration and appraisal

Once an operator has identified a suitably prospective formation, it may seek to confirm the presence of hydrocarbons by commissioning an exploration well. During the exploration and appraisal period, our OSVs can be used to support drilling units by performing positioning duties, towing them into place, handling anchors and performing supply runs such as transporting of personnel, provisions, fuel, equipment, spares and other supplies to and from shore, or between drilling rigs and other support vessels and installations.

Field development

If the appraisal and reservoir modelling work establishes a reserve base deemed large enough to support commercial production, full field development studies are then commissioned. Full commercial production commences once development wells are connected up to platform and processing infrastructure. For most projects, this is normally at least five years from initial discovery but lead times can often be far longer.

During the field development phase, our OSVs can be deployed to support installation vessels (heavy lift and pipelay assets) and the towing and positioning of drilling rigs to their drilling locations for development drilling. Our OSVs can also be used within harbours to tow infrastructure into place and to perform supply runs during offshore installation work and to transport food, production materials, equipment and goods such as cement, fuel oil, cargo pipes, drilling mud and fresh water to and from shore, or between construction vessels, drilling rigs and offshore platforms, as well as to provide safety standby and emergency rescue services.

Operation and maintenance

Once a field enters the production phase, operators must perform routine IMR work to ensure system integrity and performance. The opportunity with the operational and maintenance phase for our OSVs is primarily centred upon the support of production infrastructure through the transport of personnel, provisions, fuel, equipment, spares and other supplies to and from shore or between the offshore construction/installation vessels, drilling rigs and other platforms. Our PSVs and AHTSs can perform supply runs to production platforms as well as acting as standby vessels to ensure safety whilst offshore.

Decommissioning

Once production from a mature field ceases to be commercially viable, the decommissioning and removal of production and processing infrastructure can begin. Although decommissioning is not particularly common in Malaysia or in most of the markets where we have operated historically, our vessels are equipped to provide support for removal of infrastructure to oil and gas operators in the process of de-commissioning.

7.5.2 Ship management services

We also provide ship management services where we enter into a contract with the owner of a vessel to provide operational, safety and commercial services to the vessel. The operational and safety services we provide under these contracts typically include ensuring compliance with the laws of the flag state, providing maintenance services to the vessel, managing crew, arranging and supervising drydocking and arranging for the supplies of necessary supplies, spares and lubricating oil. The commercial management services we offer typically include seeking and negotiating contracts for the vessel's employment. We generally negotiate a fixed management fee for the services to be provided. The vessel's owners are responsible for expenses related to certain agreed services necessary for the management of the vessel.

As at the LPD, we have two vessels under such arrangements, Grade One Manjung 1 and Grade One Manjung 2, both of which will expire on 31 May 2014, with respective options to extend for another one year.

7.5.3 Third party arrangements

In addition to the fleet available for charter by our Group, we also charter-in third party vessels on time charters in instances where we are able to secure long-term contracts but are unable to free up our own vessels for those contracts and we agree with the customer to service the contract with a third party vessel for the entire duration of the contract. In such cases, we will earn the spread between the charter rates that we pay to the vessel owner and the charter rates that are paid to us by our customers.

As at the LPD, we have two third party vessels which we had chartered-in, Grade One Manjung 1 and Grade One Manjung 2.

7.6 Existing fleet

The fleet available for charter by our Group has grown from 23 vessels as at 31 December 2011 to 32 vessels as at the LPD. As at the LPD, our existing fleet comprises 24 AHT/AHTSs, four SSVs, one PSV, two UVs and one AWB and our vessels have an average age of approximately 5.0 years. All our vessels have been issued with the necessary licences and certificates to carry on their operations. Please refer to Section 7.22 of this Prospectus for the main laws and regulations governing our business and Annexure A for further information on our major licences and permits.

The following table shows the age profile of the vessels available for charter by our Group as at the LPD:

Type	0 to 3 years	>3 to 6 years	>6 to 9 years	>9 to 12 years	Total
			No. of vessels		
AHT/AHTS	8	11	3	2	24
SSV	-	-	4	-	4
UV	-	1	1	-	2
PSV	1	-	-	-	1
AWB	1	-	-	-	1
Total	**10**	**12**	**8**	**2**	**32**

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7. BUSINESS (*Cont'd*)

The following table shows key information about each of the vessels in the fleet available for charter by our Group as at the LPD:

No.	Vessel	Registered owner	Type	Classifi-cation	Year built	Date of acquisition	DP equipped	Current location	BHP	DWT	LOA	On hire	NBV as at 31 December 2013 (RM'000)	Charter start date	Charter duration (including option to extend)	Customer
1.	ICON Azra	ICON Azra	AHTS	ABS	2012	2Q 2013	DP1	Malaysia	5,150	1,374	59m	Yes	38,197	1 January 2013	5 years + 1 year	PETRONAS Carigali
2.	ICON Ikhlas	ICON Ikhlas	AHTS	ABS	2012	3O 2013	DP2	Malaysia	5,150	1,340	59m	Yes	42,545	31 December 2013	19 months + 12 months	Petrofac (Malaysia - PM 304) Limited
3.	ICON Samudera	ICON Samudera	AHTS	ABS	2012	2O 2013	DP1	Malaysia	5,150	1,374	59m	Yes	37,250	1 January 2013	5 years + 1 year	PETRONAS Carigali
4.	Icon Sophia	ICON Sophia	AHTS	BV	2013	4Q 2013	DP1	Malaysia	5,150	1,340	59m	Yes	40,020	21 January 2014	19 months + 1 year	Petrofac (Malaysia - PM 304) Limited
5.	SK Line 77	ICON Zara	AHTS	ABS	2012	3O 2013	DP2	Malaysia	5,150	1,340	59m	Yes	42,556	2 August 2013	6 months + 115 days	Sarawak Shell Berhad/ Sabah Shell Petroleum Company Limited
6.	Omni Marissa	OMNI Marissa	AHTS	ABS	2010	2Q 2012	DP1	Malaysia	5,220	1,740	60m	Yes	38,807	6 June 2012	1 year + 1 year	PETRONAS Carigali
7.	Omni Stella	OMNI Stella	AHTS	ABS	2010	1Q 2012	DP1	Malaysia	5,220	1,300	61m	Yes	44,970	20 January 2013	5 years + 1 year	PETRONAS Carigali
8.	Tanjung Biru 1	ICON Ship	AHTS	BV	2009	4O 2009	N/A	Malaysia	5,220	1,601	60m	Yes	39,931	12 March 2014	3 months + 1 month	Petrofac (Malaysia - PM 304) Limited

7. BUSINESS *(Cont'd)*

No.	Vessel	Registered owner	Type	Classifi-cation	Year built	Date of acquisition	DP equipped	Current location	BHP	DWT	LOA	On hire	NBV as at 31 December 2013 (RM'000)	Charter start date	Charter duration (including option to extend)	Customer
9.	Tanjung Biru 2	ICON Ship	AHTS	BV	2009	4Q 2009	N/A	Malaysia	5,220	1,601	60m	Yes	39,930	26 November 2009	3 years + 1 year + 1 year	PETRONAS Carigali
10.	Omni Victory	OMNI Victory	AHTS	BV	2009	1Q 2011	DP2	Malaysia	8,000	2,524	67m	Yes	60,194	26 April 2014	120 days per year, for 3 years	TLO
11.	Tanjung Puteri 1	ICON Ship	AHTS	BV	2008	3Q 2008	N/A	Malaysia	5,444	1,650	60m	Yes	37,101	8 June 2013	1 year + 1 year	PETRONAS Carigali
12.	Tanjung Puteri 2	ICON Ship	AHTS	BV	2008	3Q 2008	N/A	Malaysia	5,444	1,650	60m	Yes	37,355	20 August 2013	1 year + 1 year	Exxonmobil Malaysia
13.	Omni Tigris	OMNI Triton	AHTS	BV	2008	1Q 2010	DP1	Qatar	5,220	1,730	61m	Yes	44,393	17 January 2011	5 years + 5 years[(1)]	Maersk
14.	Tanjung Dahan 1	ICON Ship	AHTS	ABS	2007	1Q 2010	N/A	Malaysia	5,444	1,790	60m	Yes	37,908	20 April 2014	90 days + 30 days	Petra Energy Berhad
15.	Tanjung Dahan 2	ICON Ship	AHTS	ABS	2007	2Q 2010	N/A	Malaysia	5,444	1,790	60m	Yes	38,038	23 June 2010	5 years + 1 year + 1 year	PETRONAS Carigali
16.	Tanjung Dawai	ICON Ship	AHTS	BV	2007	4Q 2007	N/A	Malaysia	5,444	1,650	59m	Yes	31,202	11 November 2013	6 months + 2 months	Sarawak Shell Berhad/ Sabah Shell Petroleum Company Limited
17.	Tanjung Sari	ICON Ship	AHTS	BV	2009	4Q 2009	N/A	Malaysia	5,444	1,593	60m	Yes	38,979	1 January 2013	5 years + 1 year	PETRONAS Carigali

7. BUSINESS (*Cont'd*)

No.	Vessel	Registered owner	Type	Classification	Year built	Date of acquisition	DP equipped	Current location	BHP	DWT	LOA	On hire	NBV as at 31 December 2013 (RM'000)	Charter start date	Charter duration (including option to extend)	Customer
18.	Tanjung Huma	ICON Ship	AHTS	ABS	2005	1Q 2012	N/A	Malaysia	5,428	1,650	60m	Yes	28,522	1 January 2013	5 years + 1 year	PETRONAS Carigali
19.	Omni Gagah	OMNI Flotilla	AHTS	BV	2003	3Q 2010	N/A	Malaysia	5,500	3,961	59m	Yes	19,578	22 April 2014	120 days per year, for 3 years	TLO
20.	Omni Perkasa	OMNI Flotilla	AHTS	BV	2003	4Q 2010	N/A	Malaysia	5,500	1,396	59m	Yes	20,868	22 June 2012	3 years + 1 year	PETRONAS Carigali
21.	Omni Emery 1	OMNI Emery	AHT	BV	2008	1Q 2009	N/A	Malaysia	4,200	671	48m	Yes	16,812	15 March 2014	120 days per year, for 3 years	TLO
22.	Omni Anteia	OMNI Offshore	AHT	BV	2008	1Q 2009	N/A	Malaysia	5,220	857	49m	Yes	17,495	2 March 2014	120 days per year, for 3 years	TLO
23.	Omni Akira	OMNI Marine	AHT	BV	2006	3Q 2007	N/A	Malaysia	3,200	330	37m	Yes	8,228	To be determined [(2)]	3 years + 1 year	Hess Exploration and Production Malaysia B.V.
24.	Tanjung Piai 1	ICON Ship	PSV	BV	2011	2Q 2013	DP2	Malaysia	6,970	3,500	77m	Yes	102,424	15 December 2013	3 months + 2 months	Sarawak Shell Berhad/ Sabah Shell Petroleum Company Limited
25.	Tanjung Pinang 1	ICON Ship	SSV	ABS	2006	3Q 2006	N/A	Malaysia	5,110	1,650	60m	Yes	33,518	15 January 2014	180 days + 180 days	Newfield Peninsula Malaysia Inc.

No.	Vessel	Registered owner	Type	Classifi-cation	Year built	Date of acquisition	DP equipped	Current location	BHP	DWT	LOA	On hire	NBV as at 31 December 2013 (RM'000)	Charter start date	Charter duration (including option to extend)	Customer
26.	Tanjung Pinang 2	ICON Ship	SSV	ABS	2006	4Q 2006	N/A	Malaysia	5,110	1,650	60m	Yes	33,533	1 January 2013	5 years + 1 year	PETRONAS Carigali
27.	Tanjung Pinang 3	ICON Ship	SSV	BV	2006	1Q 2007	N/A	Malaysia	5,110	1,650	60m	Yes	22,660	5 July 2011	3 years + 1 year + 1 year	PETRONAS Carigali
28.	Tanjung Pinang 4	ICON Ship	SSV	BV	2006	2Q 2007	N/A	Malaysia	5,110	1,650	60m	Yes	33,602	1 January 2013	5 years + 1 year	PETRONAS Carigali
29.	Tanjung Gaya	ICON Ship	UV	BV	2008	4Q 2008	N/A	Thailand	3,600	908	49m	Yes	19,242	16 October 2010	3 years + 1 year + 1 year	CPOC
30.	Tanjung Manis [(3)]	ICON Ship	UV	ABS	2005	1Q 2012	N/A	Malaysia	3,484	750	45m	Yes	7,197	27 April 2014	120 days per year, for 3 years	TLO
31.	SK Line 80	Nam Cheong International Ltd	AHTS	BV	2012	Bareboat	DP1	Malaysia	5,150	1,340	59m	Yes	N/A	1 January 2013	5 years + 1 year	PETRONAS Carigali
32.	SK Line 600	Nam Cheong International Ltd	AWB	ABS	2013	Bareboat	DP2	Malaysia	5,500	3,500	78m	No	N/A	N/A	Available for charter	N/A

Notes:

[(1)] *We have entered into an agreement with Maersk to terminate the contract effective 31 December 2014.*

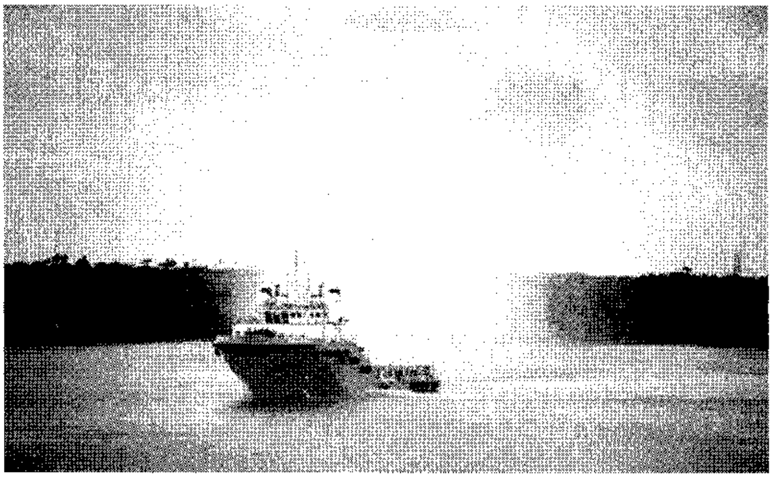
[(2)] *Letter of award received on 30 April 2014.*

[(3)] *We have received an offer and are currently in negotiations for the potential disposal of this vessel. As at the date of this Prospectus, we have yet to enter into any agreement to effect the disposal.*

The table below sets out the aggregate NBV as at 31 December 2013 of the vessels owned by our Group as at the LPD:

Type	No. of vessels	Aggregate NBV as at 31 December 2013
		(RM'000)
AHT/AHTS	23	800,879
SSV	4	123,313
UV	2	26,439
PSV	1	102,424
Total	**30**	**1,053,055**

7.6.1 AHT/AHTS



As at the LPD, there are three AHTs and 21 AHTSs available for charter by our Group with an average age of approximately 4.8 years. As at the LPD, 15 of the AHTS and one of our AHTs are on long-term charters (for a duration of 12 months or more, including optional extensions). All of our AHTs and AHTSs are currently operating in Kemaman and Labuan, Malaysia, except for one of our AHTS which is on a charter in Qatar. These vessels are used to support offshore oil rigs, platforms and other installations and to tow mobile structures and position their mooring anchors in order to ensure their anchors are placed in a proper position.

The AHT/AHTSs have a bollard pull that ranges from 40 to 100 tonnes and horsepower engines ranging from 3,200 to 8,000 BHP which are suitable to operate in shallow water fields. We plan to expand our fleet to include two larger AHTS with 10,930 BHP capacity which are capable of operating in deeper water which are under construction with delivery due in 3Q 2015.

The defining characteristics of AHT/AHTS are their engine power, measured in BHP and the size of their winches in terms of line pull and wire storage capacity. AHT/AHTS also possess large aft decks which are utilised during anchor handling and towing operations and for the carriage of deck cargo. The stern of the vessel is open to the sea, with a stern roller fitted to enable the vessel to recover and deploy anchors, while maintaining a clear area for the vessel's work wire.

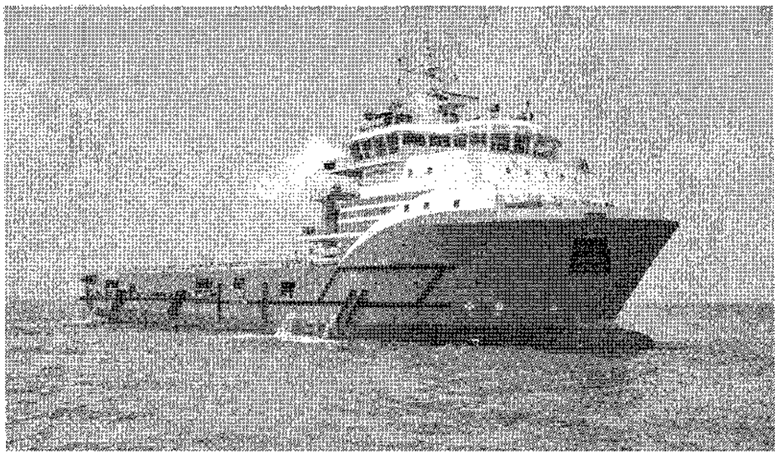
AHT/AHTSs are also capable of performing a variety of functions in harsher weather conditions compared to traditional vessels. AHTs are capable of providing long range towage services when floating platforms need to be mobilised to other fields, countries or repair yards. Deepwater AHTs also provide support for construction work in transporting and carrying out projects for mobilisation of structures for floatovers, or launching or installation, positioning, hook-up and commissioning work. In contrast to AHTs, AHTSs are suited for "in-field support" as the vessels have to leave space and deadweight capacity for the carriage of drilling mud, cement, base oil, drill water, and other supplies. Some AHTSs are also equipped for firefighting, rescue operations and oil spill recovery. From time to time, when not performing anchor handling and towing services, our AHT/AHTSs also function as SSVs and are also able to serve as safety standby rescue and fire-fighting vessels for oil spill response and recovery efforts.

AHT/AHTSs are required to maintain drilling rigs at a specific position at a high degree of accuracy and are fitted with powerful thrusters that provide increased manoeuvering capabilities during slow speed or static operations alongside platforms and oil rigs. 10 of our AHTSs and one PSV are equipped with DP systems that allow continued operation in adverse weather conditions, especially in deepwater installations. The larger open deck space and greater storage and offloading capacity of AHT/AHTS also increase efficiency for servicing installations remotely from an onshore infrastructure, using AHT/AHTS.

Our AHT/AHTSs:

- have engines ranging from 3,200 to 8,000 BHP, which is appropriate for shallow water;
- are fitted with DP systems and specialised equipment such as anchor handling towing winches;
- are capable of accommodating between 14 and 50 personnel, including marine crew; and
- have firefighting and pollution control capabilities.

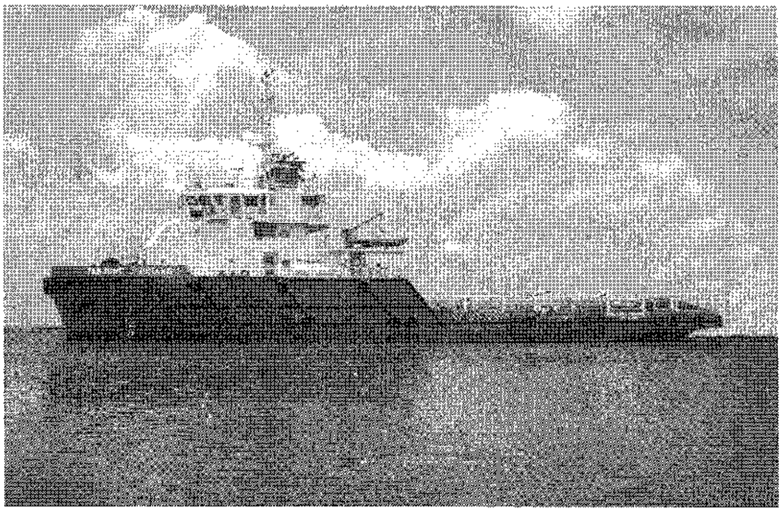
7.6.2 PSV



As at the LPD, we have one PSV which is operating in Malaysia. Our PSV is 77m in length and has a capacity of 3,500 DWT. It is capable of working in deepwater conditions and serves various types of drilling rigs and platforms, including drill ships, fixed platforms, FPSOs and semi-submersible rigs. Our PSV is equipped with a DP2 system, enabling it to accurately manoeuvre and operate in adverse weather conditions. Our PSV is the first Malaysian built diesel electric PSV and has a $750m^2$ main deck cargo area. It can accommodate up to 60 personnel, including marine crew. PSVs are designed to deliver large quantities of cargo to offshore drilling and production sites. They also provide logistical support during offshore construction work. PSVs are designed for optimum capacity and are distinguished by their (i) deadweight; (ii) available deck area for the transportation of cargo such as pipes, equipment and spares; and (iii) below-deck capacity for the storage of drilling fluid, mud and cement used in the drilling process and tank storage for water and fuel oil.

We plan to expand our fleet to include one PSV under construction with delivery due in 4Q 2014 and we are in final negotiation to have another PSV constructed and delivered in 1Q 2016.

7.6.3 SSVs



As at the LPD, we have four SSVs with an average age of approximately 7.5 years, all of which are operating on Malaysian waters. Our SSVs have engines with 5,110 BHP and are capable of accommodating up to 28 personnel, including marine crew.

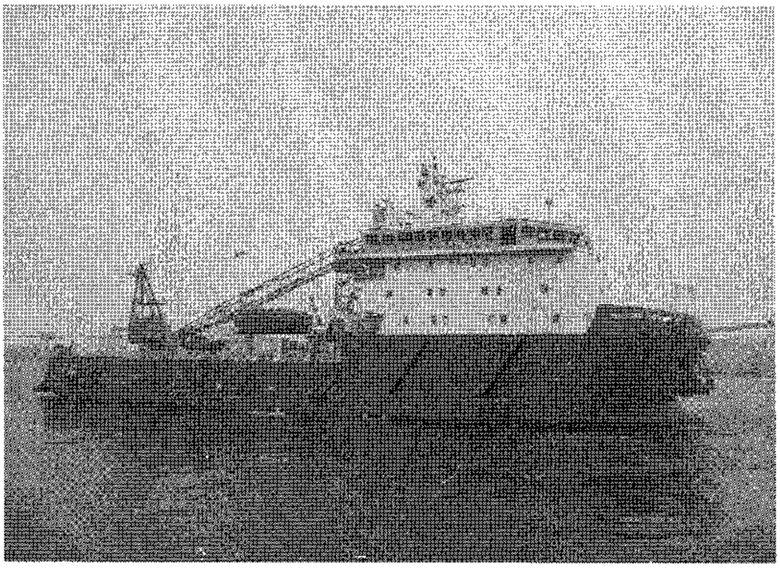
SSVs primarily operate in shallow water. Our SSVs are primarily used for the transportation of equipment, cargo pipe, drilling fluids, cement, fuel and fresh water from supply bases to offshore platforms and facilities.

7.6.4 UVs

As at the LPD, we have two UVs with an average age of approximately 7.5 years, one of which is operating in Thailand and the other is available for charter. Our UVs have engines with 3,500 BHP.

UVs are much smaller versions of SSVs but without cargo tanks for drilling fluids or cement. UVs primarily operate in shallow water and are typically used to transport deck cargo, fuel, fresh water, food provisions and personnel.

7.6.5 AWBs



As at the LPD, we have one AWB on a bareboat charter to us which we expect to acquire by June 2014 and two AWBs under construction with delivery due in 1Q 2015 and 3Q 2015 respectively. Each of our AWBs will have capacity of 3,500 DWT, will be equipped with a DP2 system and a four-point mooring system and will be able to provide accommodation for up to 200 personnel. Each of our AWBs will also be equipped with a 50-tonne crane as well as approximately 1,000m^2 of clear deck space for carrying out maintenance or construction of equipment.

AWBs are primarily used to support offshore construction and IMR activity.

7.6.6 FCB

As at the LPD, we have one FCB under construction pursuant to our joint venture arrangement with FOB SWATH, an affiliate of Odfjell, a Norwegian-based company engaged in shipping and OSVs. It will be equipped with proprietary technology which is expected to allow the vessel to travel at faster speeds as well as enable crew transfers between the boat and offshore platforms to be undertaken in an expeditious and safer manner, compared to crew transfers involving conventional crew boats. It is expected to be capable of accommodating 40 passengers. We expect delivery of the FCB in 4Q 2014. It will have LOA of 30m.

FCBs are primarily used to transport crew to and from offshore platforms.

7.7 Fleet expansion plans

As part of our expansion plan, we have six new vessels which are currently under construction. We have commissioned international ship builders such as Guangzhou Shunhai Pte. Ltd., Labuan Shipyard & Engineering Sdn. Bhd. and Grade One Marine Shipyard Sdn. Bhd. to build these vessels. In addition, we are in final negotiation to have one PSV constructed.

Our fleet expansion programme is focused on the construction of larger vessels which are better equipped to operate in deeper water and adverse weather conditions, catering to the shifting trends in the requirements of offshore oil and gas operators. In particular, newer vessels with deepwater capabilities provide us with the flexibility to secure deepwater contracts and command better charter rates. Our fleet expansion programme is supervised by our shipbuilding project management team that has many years of experience in overseeing the building of new vessels. We plan to continue to evaluate our fleet on an on-going basis to ensure that we are able to balance customer needs with our vessel composition and fleet age. Our vessel expansion plan is subject to change depending on market conditions, future events and/or in anticipation of the change in customers' requirements.

The following table sets out certain information relating to the six vessels that are currently under construction as at the LPD:

Type	Expected registration (Country)	Expected delivery	DP equipment	BHP	DWT	LOA	Accommodation/ Passenger capacity
AWB	Malaysia	1Q 2015	DP2	N/A	3,500	78m	200
AWB	Malaysia	3Q 2015	DP2	N/A	3,500	82m	200
PSV	Malaysia	4Q 2014	DP2	N/A	3,500	77m	60
FCB	Malaysia	4Q 2014	N/A	N/A	N/A	30m	40
AHTS	Malaysia	3Q 2015	DP2	10,930	N/A	70m	N/A
AHTS	Malaysia	3Q 2015	DP2	10,930	N/A	70m	N/A

The following table sets out certain information relating to one additional vessel which we are in final negotiation to have constructed:

Type	Expected registration (Country)	Expected delivery	DP equipment	BHP	DWT	LOA	Accommodation/ Passenger capacity
PSV	Malaysia	1Q 2016	DP2	N/A	3,500	77m	60

Our expansion plan requires significant capital expenditure. We expect to incur capital expenditure of RM330.3 million and RM130.7 million in the years ending 31 December 2014 and 2015 respectively, primarily related to the purchase/construction of the vessels through our shipbuilding programme based on progress payment commitments. We anticipate that our capital expenditures for the years ending 31 December 2014 and 2015 will be financed via a combination of both existing and new borrowings from financial institutions, expected cash flows from operations and the proceeds from the Public Issue. Please refer to Section 12.2.6(iv) of this Prospectus for further information regarding our capital expenditures.

7.8 Contracts and charter term

We earn revenue from time chartering our vessels based on daily rates of hire. Under a time charter, we provide a vessel to a customer and we are responsible for all operating expenses except for fuel costs which are borne by the charterer. We generally use industry standard form contracts such as the BIMCO form of uniform time charter party for OSVs or charter contracts drafted by NOCs and IOCs.

In Malaysia, most OSV jobs are made available through PETRONAS Carigali or other PSC contractors tendering process. Tender invitations are issued to vessel owners and operators, and shipbrokers in the bidders' list provided by PETRONAS' Licensing Department based on the vessel categories recognised under the PETRONAS licence. For international charters, we typically work with a broker who will identify suitable opportunities for our vessels. Occasionally, we are invited to participate in international jobs through direct negotiation or through a tendering process. After receiving a tender invitation, our management will initially evaluate the opportunity and once our management decides to participate in the tender, we identify suitable vessels for the opportunity and provide a bid which includes commercial and technical specifications.

The average utilisation rates for our vessels were 87.7%, 87.3% and 84.4% in the years ended 31 December 2011, 2012 and 2013, respectively.

7.8.1 Scope of work, duration and location

Our vessel charters include periods ranging from daily charters to long-term contracts of up to 10 years (including optional extensions). Some contracts contain options, typically exercisable at the charterer's discretion, to extend the charter for a specified length of time at a specified charter rate.

The scope of work specified in each contract may vary depending on the type of vessel being chartered and the requirements of the charterer. For example, if an AHTS is chartered to perform the job of an SSV, it would earn a rate more typical of an SSV. Similarly, an AHT may be hired as a standby boat and we would be compensated on such basis. The location or geographical areas where the services are to be performed are also stated in the contract.

7.8.2 Basis of compensation

Our customers generally require our vessels to be available continuously on a 24-hour basis during the term of the charter. The amount payable to us is generally calculated based on the day-rate set out in the contract. The contract also specifies amounts payable to us during periods when the vessel is not operating or in other pre-agreed circumstances, e.g. during mobilisation, demobilisation, repair or force majeure events. Our contracts usually stipulate payment terms of within 30 to 60 days of the date of our invoices. We issue invoices to our customers once a month.

When our vessels are not able to operate due to reasons attributable to us such as negligence or breach of contract, or other events or circumstances that are within our control, the day-rate will not be charged. Such circumstances may also include periods of sudden breakdown, labour disputes or strikes.

7.8.3 Termination

In circumstances where operations are interrupted or suspended for a specific period of time due to our fault or force majeure, our customers usually have the right to terminate the contract without any obligation to pay us any compensation for termination. Typically, our customers also have the right to terminate our contracts upon the occurrence of certain other circumstances such as unsatisfactory performance by us, loss, destruction or requisition of the vessel or our insolvency or winding-up or equivalent event, and we are not entitled to any compensation for termination in such circumstances. Most of our contracts grant our customers the option to terminate the relevant contract at any time upon relatively short notice and after the customer pays a settlement sum and/or demobilisation charge.

We have only encountered two situations where a contract was terminated prior to completion since 1 January 2011. The first occurred in the year ended 31 December 2013 as a result of the contractor finishing its drilling campaign ahead of schedule. The second occurred in February 2014 as we entered into an agreement with Maersk to terminate the contract for our Omni Tigris AHTS effective 31 December 2014 as we understand that Maersk's project will complete ahead of schedule.

7.8.4 Costs

We are typically responsible for the operating costs of our vessels (other than fuel costs) such as crew wages, vessel maintenance, drydock expenses, insurance, food provisions and spare parts. We are also generally responsible for all taxes for which we are liable by reason of performing our contracts, as well as for import or export licence fees and stamp duty. Our charter parties do not usually provide adjustments to the day-rate on account of our costs increasing or decreasing unless mutually agreed on a case-by-case basis.

7.8.5 Sales and marketing

We have a dedicated and experienced sales team that actively evaluates customer requirements and industry trends in order to properly identify and assess opportunities. We believe that our sales team has in-depth knowledge of the industry and is always up-to-date with the development plans of our customers, allowing us to anticipate their future needs and to focus our marketing efforts and fleet expansion plan in the right direction. We also maintain regular communication with existing and potential customers as part of our marketing strategy and develop close rapport with external advisors, agents and brokers to assist us in our sales and marketing efforts, particularly with respect to identifying and securing international opportunities.

We also participate in and attend exhibitions, seminars, trade fairs and other events in order to maximise our visibility and cultivate relationships with new and existing business partners.

7.8.6 Customers

Our customer base includes established names such as affiliates of PETRONAS, SapuraKencana Petroleum Berhad, Shell, A.P. Moller – Maersk Group, Exxonmobil, Petrofac Limited, Newfield Exploration Company and Hess Corporation. We had entered into long-term contracts with some of these customers for the provision of services. We also participate in tenders for projects involving other potential customers and have diversified our customer base over the last three years.

We have been working with PETRONAS Carigali since 2005 and as indicated below, they have been our largest end customer in each of the years ended 31 December 2011, 2012 and 2013. This has been a deliberate strategy on our part and we believe that our relationship with PETRONAS Carigali provides us with a significant competitive advantage for our operations and provides us with a strong and secure revenue source.

The following table shows a listing of some of our long-standing end customers and direct customers and the number of years of our relationship with them:

	Direct customer		End customer	
No.	**Name**	**Length of relationship**	**Name**	**Length of relationship**
1.	• TOS • Libra	9 years 5 years	PETRONAS Carigali	9 years
2.	PETRONAS Carigali	2 years	N/A	
3..	TOS	9 years	Exxonmobil Malaysia	8 years
4.	TLO	5 years	N/A	
5.	TOS	9 years	CPOC	5 years
6.	PTSC	4 years	N/A	
7.	Geokinetics Inc.	4 years	N/A	
8.	Maersk	3 years	N/A	

Our major direct customers as well as end customer that have contributed 10% or more to our revenue in the years ended 31 December 2011, 2012 and 2013 are as follows:

	Year ended 31 December					
Name	**2011**		**2012**		**2013**	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**
Direct customer						
TOS[(1)]	142,756	63.0	199,484	68.4	219,156	65.5
Libra[(2)]	10,501	4.6	46,339	15.9	7,781	2.3
PETRONAS Carigali	-	-	-	-	35,040	10.5
End customer						
PETRONAS Carigali	146,370	64.6	234,666	80.5	240,111	71.7

Notes:

(1) *End customer includes PETRONAS Carigali.*

(2) *End customer represents PETRONAS Carigali.*

Our revenue from TOS are contracts entered into by TOS (which is part of the Tanjung Offshore group of companies) as agent for TKS *(now known as ICON Ship)* prior to the Acquisition of ICON Ship. Effective 1 January 2012, all proceeds and receivables due to ICON Ship for work done from 1 January 2012 in connection with the contracts has been assigned to ICON Ship and Tanjung Offshore will procure TOS to take all necessary actions to ensure that all payments due from customers under such contracts will be paid into an account determined by ICON Ship until such contracts can be novated to ICON OGSB. These contracts have been subsequently novated to ICON OGSB pursuant to novation agreements dated 19 August 2013, 5 February 2014 and 6 February 2014 respectively. Please refer to Section 15.6 of this Prospectus for further information.

7.8.7 Suppliers

Our purchases of supplies mainly relate to items used for our vessels' operation, supplies for new vessels and drydockings. These include shipyard slots, spare parts and other equipments. We do not have any major suppliers, being suppliers who had contributed 10% or more to our cost of sales in the years ended 31 December 2011, 2012 and 2013.

We are not dependent on any of our suppliers.

7.8.8 Seasonality

In Malaysia, our operations that support IMR work are partially affected by the monsoon season which occurs between November and February. Our three AHTs and one of our UVs which are smaller than the rest of our fleet, are particularly affected by adverse weather conditions but we are looking to replace these vessels with larger vessels that are better able to withstand such conditions, in line with our fleet expansion, diversification and renewal programme pursuant to the review of our business plan in consequence of the Strategic Consolidation. Please refer to Section 7.7 of this Prospectus on our fleet expansion plan. We typically schedule maintenance on our smaller vessels during periods of inactivity due to monsoon.

We manage our fleet portfolio through our fleet expansion, diversification and renewal programme.

7.9 Vessel maintenance

We carry out routine drydock inspection, afloat repairs, regular maintenance and repair costs based on our own comprehensive preventive maintenance programme, as required under the relevant regulations as well as to maintain the relevant certifications for our vessels. We also have a Planned Maintenance System on board each of our vessels. The Planned Maintenance System is a computer based system which assists our staff to carry out periodic maintenance. It is linked from ship to shore and is monitored by our shore-based management. We established an in-house maintenance team, the Special Action Team, in 2013, which conducts search and repair operations both at sea and when the vessel is in port. We believe that our vessel maintenance programme and our Special Action Team allow us to provide our customers with safe, reliable and efficient vessels and help us to reduce costs through promoting efficiencies in maintenance and repair.

We are typically required to drydock each of our vessels twice every five years, involving one intermediate drydock and one special drydock. During these drydockings, the vessel is surveyed and inspected by the Classification Society surveyor in accordance with the applicable rules of the relevant classification society ("**Rules**") in which the vessels are classed. The intermediate drydock which is held between the second and third year entails repair and maintenance works. An intermediate drydock may not be required if the Underwater Inspection In Lieu of Drydocking (UWILD) undertaken is satisfactory and the vessel is in a condition that satisfies the applicable requirements pursuant to the Rules. On the other hand, special drydock entails a major inspection and overhaul of the vessel which is a mandatory requirement for class renewal based on a five-year cycle from the date of delivery of the vessel.

Typically, the average number of days required for intermediate drydocking is between five and seven days while the special drydocking can take up to 21 days. We incurred RM7.4 million, RM15.8 million and RM13.6 million in drydocking costs for the years ended 31 December 2011, 2012 and 2013, respectively, which were capitalised as a separate component of the vessels costs. As part of our planned capital expenditures for the years ending 31 December 2014 and 2015, we have budgeted RM10.0 million and RM19.5 million respectively for drydocking costs.

7.10 Competition

We primarily compete on our ability to meet our customers' requirements and needs, our safety record, the quality and capability of our vessels, our experience and reputation and on price. The OSV market is highly competitive but cabotage laws in Malaysia give us an advantage in the Malaysian market compared to foreign competitors or foreign-flagged vessels. We compete with local, regional and global companies. Our competitors include among others, Bumi Armada Berhad, Perdana Petroleum Berhad, Alam Maritim Resources Berhad, Jasa Merin Sdn. Bhd., Ezra Holdings Limited, Pacific Radiance Ltd, Tidewater, Inc., Bourbon Offshore Asia Pte. Ltd. and Swire Pacific Offshore Operations Pte. Ltd. Please refer to Section 7.22.2 of this Prospectus for further information on Malaysian cabotage laws and Section 5.1.3 of this Prospectus on risks related to competition.

7.11 Business interruption

There has not been any interruption which had a significant effect on our operations in the 12 months preceding the LPD.

7.12 Research and development

We do not have any formal research and development programme and as such, we did not incur any costs relating to research and development in the years ended 31 December 2011, 2012 and 2013.

7.13 Insurance

We maintain marine insurance coverage that we consider customary in the industry against certain risks such as marine disaster, adverse weather conditions, mechanical failure, collision and navigation errors, all of which represent a threat to personnel safety and to our vessels and cargo. We generally maintain hull and machinery coverage, protection and indemnity coverage, war risk policy and contractual liability coverage for our fleet. We also procure insurance coverage to meet charterers' insurance and risk requirements as stated in their contracts or charter parties. We do not carry business interruption insurance.

In the years ended 31 December 2011, 2012 and 2013, we incurred an aggregate of RM4.0 million, RM4.9 million and RM5.0 million, respectively, in hull and machinery and protection and indemnity insurance policy premiums.

7.14 Major licences and permits

We have obtained various licences and permits for our operations in Malaysia and other jurisdictions in which we operate. For further details of our major licences and permits, please refer to Annexure A of this Prospectus.

7.15 Intellectual property

Save as disclosed below, as at the LPD, we do not have any brand names, patents, trademarks, technical assistance agreements, franchises and other intellectual property rights:

We are currently in the process of registering the ICON OFFSHORE trademark in 11 countries. Trademark applications in respect of the ICON OFFSHORE trademark have been filed or will be filed in the following jurisdictions:

(i) Malaysia - We have filed application No. 2013057330 and 2013057331 for a Class 37 and a Class 39 trademark, respectively on 19 July 2013. The applications are pending response from the Intellectual Property Corporation of Malaysia.

(ii) Australia - We have filed application No. 1572508 for a Class 37 and Class 39 trademark on 2 August 2013. The Intellectual Property Office of Australia has issued an office action raising queries on the specification of services and is pending our reply.

(iii) Myanmar - We are in the process of filing applications for a Class 37 and Class 39 trademark. The Embassy of Myanmar has requested further information from us in connection with the documents required to file the applications and we have responded and submitted all the information requested. The applications are pending response from the Embassy of Myanmar.

(iv) Indonesia - We have filed application No. D00.2013.039258 and D00.2013.039259 for a Class 37 and Class 39 trademark, respectively on 5 July 2013. The applications are pending response from the Indonesian Trademark Office.

(v) Qatar - We have filed application No. 86883 and 86884 for a Class 37 and Class 39 trademark, respectively on 28 January 2014. The applications are pending response from the Trademark Office of Qatar.

(vi) Saudi Arabia - We have filed application No. 1435004166 and 1435004167 for a Class 37 and Class 39 trademark, respectively on 14 January 2014. The trademarks have been accepted for registration by the Trademark Office of Saudi Arabia and have proceeded to publication in the Electronic Official Gazette of Saudi Arabia on 6 February 2014. In the absence of objections against the applications within 90 days, the relative fee for registrations will be due for payment.

(vii) Singapore - We have filed application No. T1311637F for a Class 37 and a Class 39 trademark on 19 July 2013. The applications has been accepted by the Intellectual Property Office of Singapore and published for opposition purpose in the Singapore Trade Marks Journal dated 7 February 2014. The applications have been accepted and the trade mark has been registered with the Intellectual Property Office of Singapore.

(viii) Thailand - We have filed application No. 920149 and 920150 for a Class 37 and Class 39 trademark, respectively on 11 December 2013. The applications are pending response from the Department of Intellectual Property of the Ministry of Commerce, Thailand.

(ix) U.A.E. - We have filed application No. 195648 and 195649 for a Class 37 and Class 39 trademark, respectively on 29 July 2013. The Trademark Office of the U.A.E has accepted the applications without any conditions and limitations. The notice of publication will appear in the Trademark Bulletin in due course.

(x) Vietnam - We have filed application No. 4-2013-15916 for a Class 37 and Class 39 trademark on 19 July 2013. The National Office of Intellectual Property of Vietnam has issued the formal acceptance of the applications. The applications will be officially published in the National Office of Intellectual Property of Vietnam's gazette within the next 2 months.

(xi) Brunei - We have filed application No. 44217 for a Class 37 and Class 39 trademark on 25 July 2013. The Brunei Darussalam Intellectual Property Office has accepted the trademark for registration subject to the advertisement of application in the Government Gazette and non-opposition against the application. We have made payment for the publication fees to the Trademark Registry for the advertisement of application in the Government Gazette.

7.16 Environmental matters

Our business is subject to various environmental regulations in the jurisdictions in which our vessels operate or are registered. Please refer to Section 7.22.3 of this Prospectus for further details of these environmental regulations. We also maintain a robust HSE policy aimed at the prevention of damage to the environment or to property and at abating pollution and emissions from our operations. We are committed to implementing industry best practices in relation to our HSE policies and we have won a number of awards for HSE achievements, as disclosed in Section 7.18 of this Prospectus.

7.17 Employees

As at the LPD, we have 152 on-shore employees, all of whom are permanent employees. All but two of these on-shore employees, or 98.7%, are Malaysian. The following table sets out the functional areas of these employees as of the dates indicated:

	As at 31 December			As at the
Category	**2011**	**2012**	**2013**	**LPD**
Senior management	3	3	4	4
Management	18	25	26	26
Executive	34	43	44	50
Technical	22	21	34	34
Clerical	7	17	26	31
General workers	8	6	7	7
Total	**92**	**115**	**141**	**152**

As at the LPD, our on-shore employees are located at the following locations:

Location	**Number of employees**
Kuala Lumpur	106
Kemaman	34
Labuan	12
Total	**152**

None of our on-shore employees are represented by any union and we have not experienced any disruptions due to labour disputes in the past. We believe that labour relations within our Group and our relationships with our on-shore employees are good.

We maintain an internal database of about 840 offshore crew members who will be recruited on a contractual basis depending on our charter requirements. This database allows us to have the flexibility for crew rotation as well as to meet charter crew criteria as required by the charterers.

The table below sets out the number of our offshore OSV crew who are recruited on a contractual basis according to the ranks as at the LPD:

Rank	**As at the LPD**
DP Master/Chief Officer	30
Chief Officer	28
Second Officer	32
Junior Second/Third Officer	1
Chief Engineer	32
Second Engineer	32
Third Engineer	22
Fourth Engineer	4
Electrical Engineer	2
Engineer Cadet	4
Bosun	31

Rank	As at the LPD
Deck Cadet	5
Able Bodied Seaman	102
Cook	32
Others such as Oiler, Messman, Fitter, Janitor, etc.	92
Total	**449**

Training and development

In January 2014, we established the IMTC which aims to enhance the skill of our offshore mariners. The goal of the IMTC is to address the gap in skills between offshore and non-offshore mariners by developing a syllabus and providing training necessary for mariners to operate effectively and safely in our offshore operations. Our IMTC syllabus is closely connected to our HSE policy and procedures.

Training sessions are developed and organised in consultation with field experts and with our customers in order to address our customers' specific needs. Through our leadership programme, we intend to develop our next generation of leaders from our own ranks. The objective is to look at specific competencies required at each level by linking a range of elements within the competency and supported by task based on performance criteria. This is also to create a set of key performance indicators which are aligned to our goals and objectives. Our aim is to appropriately reward high performance by our staff and we have implemented group-wide key performance indicators to assess staff performance semi-annually. We also have an "away" day for our operations staff so as to discuss issues across inter-departments and to address issues to make our team more efficient. For our shipboard personnel, we have yearly shipboard management "away" day programme to foster better relationship between the shore base management and the shipboard management to bridge any gap in communication or understanding.

We also seek to develop highly skilled human capital for the OSV sector in line with the Government's aspiration to build a highly competitive and skilled national workforce.

7.18 Health, safety and environment and security

Good HSE track record is a key selection criteria imposed by all our customers in the oil and gas industry. We maintain comprehensive HSE practices across our entire fleet to ensure the safe operation of our vessels and prevention of pollution so as to provide an injury and incident free work environment. The HSE track record of vessel providers is an important criteria for our customers when awarding a charter contract. Established HSE track record can also be a significant barrier to entry for potential competitors.

We aim to continuously improve our HSE performance through our framework of procedures, emergency drills, practices and standards to prevent, identify, organise and control potential hazards in a proactive manner. This includes key safety system elements such as management and employee training, inspections, safety and incident analysis, incident investigation, emergency preparedness, protective equipment, health controls, group meetings, promotion of safety culture and environmental protection. We have also clearly outlined the key objectives and responsibilities of our employees.

To further improve our HSE performance, a concerted effort is undertaken throughout our operations emphasising personal safety, identification of safety risks and specification of critical control measures. We also conduct an annual HSE day with staff, charterers, clients and suppliers in order to foster collaboration and ensure a seamless response in case of any emergency.

We also have strict HSE and security policies in place which include a HSE Policy to provide safe and healthy working conditions on vessels and premises, a Safety Management System Policy to maintain safe and reliable operations of ships and environmental impact, a Stop Work Policy to pursue the goal of "no harm" to people, properties and environment, and lastly, a Drug and Alcohol Policy to maintain a safe, healthy and conducive environment for all personnel.

As we expand our business, we seek to deliver an exceptional customer experience by consistently meeting or exceeding customers' expectations for operational performance and that includes maintaining the highest HSE standards and eliminating workplace incidents and injuries, in line with the requirements of NOCs and IOCs. We are committed to maintaining high standards of occupational health, safety and environmental protection and security. Due to the nature of our operations, we are subject to various internal and external safety audits to ensure compliance with occupational health, safety and environmental protection laws and regulations, and to maintain effective waste prevention and reduction capabilities. We have taken a number of initiatives such as implementing systems covering formal safety management, comprehensive incident and near-miss reporting and investigation and emergency response. Further, we conduct regular safety and environmental audits and provide systematic health and safety training for our employees. We are proactive in establishing policies and operating procedures for safeguarding the environment against any hazardous materials aboard our vessels and at shore-based locations.

Whenever possible, hazardous materials are maintained in or transferred to confined areas in an attempt to ensure containment if accidents occur. In addition, we have established operating policies that are intended to increase awareness of actions that may harm the environment. In November 2013, we implemented a policy of having "Safety Awareness" coaches to visit each of our vessels on a set schedule to enhance safety on board vessels by giving safety coaching to the crew.

Our strong commitment to HSE has been recognised by our customers. For example, in 2011, our Omni Emery 1 AHT was awarded for Excellent HSE Performance by PTSC for achieving one year of operations without any lost time incident.

In 2012, ICON Ship was awarded Best HSE Performance by PETRONAS Carigali. In 2013, our Omni Tigris AHTS received an award for outstanding safety performance from Maersk for two years operating without a lost workday.

In 2013, our Tanjung Puteri 2 AHTS received the "4th Quarter 2013 Vessel Award in Recognition of Safety Reliable Operations" from ExxonMobil Malaysia.

In 2014, we received an award for outstanding HSE performance and dedication from PETRONAS Carigali for achieving 3,000,000 man hours without lost time incident. We also received the "4th Quarter 2013 Marine Business Partner Award in Recognition of Safety Reliable Operations" and "2013 Safety Recognition Award" for achieving 100,000 man hours for Hurt-Free Operations from Exxonmobil Malaysia.

7.19 Quality assurance

We are subject to international safety and classification standards under the ISM Code and ISPS.

We comply with the ISM Code by fulfilling the ISM requirements such as the establishment of a Safety Management System Policy setting out procedures by which safety and pollution aspects of a vessel are managed. Our Company has developed, implemented and maintained a safety management system to ensure that the safety and environmental protection policy of our Company is implemented.

We comply with the ISPS through the implementation of a ship security plan, which was developed in accordance with the provisions of the ISPS.

Please refer to Section 7.22.5.2 of this Prospectus for further information on our compliance with the ISM Code and ISPS.

7.20 Sources and availability of raw materials or input

We have limited exposure to raw material prices in relation to consumables such as fuel and spare part supplies as supplies are not limited and there are many suppliers. In addition, the fuel used by our OSVs is mainly provided by our customers.

7.21 Technology

10 of our AHTSs, one PSV and one AWB in the fleet available for charter by our Group are equipped with DP systems that allow the vessel to stay at a programmed position using computer-aided thrusters and propulsion systems built into the vessel's hull. The DP system is made up of a computer controlled system that automates the maintenance of the vessel's position and heading using its own propellers, rudders and thrusters. Position reference sensors, combined with wind sensors, motion sensors and gyro compasses provide information to the computer pertaining to the vessel's position and the magnitude and direction of environmental forces affecting its position. DP systems are typically designated as DP1, DP2 or DP3, indicating the level of redundancy of the system. DP systems may be used to maintain a vessel in a fixed position in the sea or relative to a moving object such as a ship or underwater vehicle. One may also position the ship at a favourable angle towards wind, waves and current, called weather vaning, allowing the vessel to operate in adverse weather conditions avoiding costly down time to offshore operations.

We are also investing in the upgrading of our fleet by building vessels which are equipped with up-to-date technology and the latest diesel electric PSV.

Furthermore, we have implemented MATS and BASSnet fleet management software to optimise our vessel management systems for our customers. MATS assists the Special Action Team to identify repairs and maintenance and is connected to our procurement team. BASSnet is a modular software that provides us with an integrated solution covering all main areas of maritime operations. In the year ended 31 December 2013, we installed BASSnet on 17 of our vessels and we will continue to implement BASSnet on all of our vessels in order to introduce dashboard reporting and payroll administration based on BASSnet.

7.22 Governing laws and regulations

The main laws and regulations governing our business are summarised below but does not purport to be an exhaustive description of all the relevant laws and regulations of which our business operations is subject to.

7.22.1 Regulation of the domestic offshore oil and gas industry

As an OSV provider, our business is regulated by the PDA and the PR which sets out the licensing and regulatory framework for the oil and gas industry in Malaysia.

Under the PDA, PETRONAS is vested with the entire ownership in, and the exclusive rights to explore and exploit petroleum resources onshore and offshore in Malaysia. As we participate in upstream activities relating to the exploration and extraction of petroleum in Malaysia by providing OSV services, we are required to obtain the appropriate licences from PETRONAS in order to carry out these activities in Malaysia. ICON OGSB holds our PETRONAS licence which enables us to participate in upstream activities relating to the exploration and extraction of petroleum in Malaysia.

PETRONAS' exclusive rights to the offshore exploration of petroleum in Malaysia also extend to the continental shelf of Malaysia. The Malaysian Continental Shelf Act, 1966 provides that any offences committed on, under, above, or in any waters within 500m of any installation or devices constructed or used on or above the Malaysian continental shelf in connection with the exploration of its natural resources are deemed to occur in Malaysia. Accordingly, any offences committed onboard our vessels would fall within the jurisdiction of the Malaysian judicial system.

In addition, our vessels also operate in an area of approximately 7,250 square kilometres of overlapping continental shelf claimed by both Malaysia and Thailand ("**Joint Development Area**"). We are therefore also governed by the Malaysia-Thailand Joint Authority (Standards of Petroleum Operations) Regulations 1997 which deal with exploration and exploitation operations within the Joint Development Area.

7.22.2 Operation of ships in Malaysian waters / cabotage laws

The operation of vessels in Malaysian waters is governed by the MSO. Pursuant to the MSO, all vessels carrying on domestic shipping activities in Malaysian waters must hold a Domestic Shipping Licence issued by the Domestic Shipping Licensing Board. We have obtained Domestic Shipping Licences for all the vessels available for charter by our Group carrying on domestic shipping activities in Malaysian waters.

In addition, the MSO purports to reserve the national trade in domestic waters to Malaysian-owned companies and Malaysian-flagged vessels, by explicitly prohibiting non-Malaysian vessels from engaging in domestic shipping activities. Foreign owned vessels are only permitted to carry on shipping activities in Malaysia if there are no Malaysian-owned vessels that are able to meet the needs of the Malaysian petroleum exploration industry.

The cabotage laws are however subject to exceptions under certain international trade agreements such as the GATS which requires local authorities to, in certain circumstances, treat foreign businesses and vessels in a manner no less favourable than accorded to local businesses and vessels.

7.22.3 Environmental regulations

Our business is subject to Malaysian environmental regulations, in particular the EQA and the MSO.

Generally, the EQA prohibits the discharge of any oil, pollutants or wastes in Malaysian waters, unless specifically licenced under the EQA. The agency responsible for implementing and monitoring compliance with these provisions is the DOE. Similarly, the MSO prohibits the discharge of oil or harmful substances into any part of Malaysian waters, coast or reef and compliance with this prohibition is regulated by the Marine Department.

7.22.4 Other relevant Malaysian laws and regulations

Occupational health and safety

Further to our commitment to maintain high standards of HSE, we must also ensure compliance with the OSHA which provides a legislative framework to promote standards for safety and health at work. Under the OSHA, we have a general duty to ensure the safety, health and welfare at work of all our employees. In addition, we also have a duty to ensure the safety and health of persons other than our employees, as far as is practicable.

Labuan leasing activities

In order for us to implement our business and leasing structure, we have to comply with the provisions of the LFSSA in respect of the letting or sub-letting of property on hire, including the charter of ships by bareboat charter. Compliance with the LFSSA entails obtaining the approval of the LFSA in respect of our business and leasing structure and incorporation of a Labuan company under the Labuan Act.

7.22.5 International conventions

The Government is a contracting party to a number of conventions adopted by the International Maritime Organisation ("**IMO**"). Such conventions are enforced in Malaysia by way of the Malaysian Shipping Notices issued by the Marine Department pursuant to the MSO as well as the regulations enforced pursuant to the MSO such as the Merchant Shipping (Tonnage) Regulations 1985. The relevant conventions that are applicable to our business operations are set out below:

7.22.5.1 MARPOL

MARPOL is the main international convention that covers the prevention of pollution of the marine environment by ships from operational or accidental causes. The Marine Department enforces the provisions under MARPOL by requiring all ships operating in Malaysian territorial waters to obtain the International Oil Pollution Prevention Certificate, International Sewage Pollution Prevention Certificate and the International Air Pollution Prevention Certificate issued by itself or any of the Recognised Organisations. All the vessels available for charter by our Group operating in Malaysian waters have obtained the aforementioned certificates.

7.22.5.2 SOLAS

SOLAS is an international maritime safety treaty that primarily specifies the minimum standards for the construction, equipment and operation of ships. In Malaysia, the Marine Department is responsible for ensuring compliance with the provisions of SOLAS and it does so by issuing or procuring the issuance of the appropriate certificates through the Recognised Organisations. We have obtained the relevant certificates required under SOLAS, including the Safe Manning Certificates, Safety Management Certificate and Cargo Ship Safety Equipment Certificates for all the vessels available for charter by our Group.

ISM Code

ISM Code is an international code that primarily provides an international standard for the safe management and operation of ships and for pollution prevention. The ISM Code was adopted in Malaysia pursuant to the requirements under SOLAS. In Malaysia, the Marine Department is responsible for ensuring compliance with the provisions of the ISM Code and it does so by issuing or procuring the issuance of a Document of Compliance and Safety Management Certificate, through the Surveyor-General of Ships and Recognised Organisations respectively. We have obtained the Documents of Compliance and Safety Management Certificates for all the vessels above 500 GT available for charter by our Group.

ISPS

ISPS is an international code containing a comprehensive set of measures to enhance the security of ships and port facilities, to detect security threats and take preventive measures against security incidents affecting ships or port facilities used in international trade. The ISPS is implemented through Chapter XI-2 of SOLAS. In Malaysia, the Marine Department is responsible for ensuring compliance with the provisions of the ISPS and it does so by issuing or procuring the issuance of an International Ship Security Certificate, through the Recognised Organisations. We have obtained International Ship Security Certificates for all the vessels above 500 GT available for charter by our Group.

7.22.5.3 International Convention on Load Lines ("ICLL")

ICLL is an international convention that primarily regulates the maximum allowed draught of a ship and sets out the manner in which such markings are to be made on a ship. In Malaysia, the Marine Department is responsible for ensuring compliance with the provisions of the ICLL and it does so by issuing or procuring the issuance of an International Load Line Certificate, or where appropriate, an International Load Line Exemption Certificate, through the Recognised Organisations. We have obtained International Load Line Certificates for all the vessels available for charter by our Group.

7.22.5.4 International Convention on Tonnage Measurement of Ships ("ICTMS")

ICTMS is an international convention that introduced a universal system of tonnage measurement for ships engaged on international voyages. In Malaysia, the Marine Department is responsible for ensuring compliance with the provisions of the ICTMS and it does so by issuing or procuring the issuance of the International Tonnage Certificate through the Recognised Organisations. We have obtained International Tonnage Certificates for all the vessels available for charter by our Group.

7.22.6 Certificate of classification

Certificate of classification is an attestation that a ship is in compliance with the classification rules that have been developed and published by a maritime classification society (that is an independent, self-regulating and externally audited body). The Certificate of Classification will be issued by the respective maritime classification society. The classification rules are generally aimed at ensuring that the standards prescribed by conventions introduced by the IMO, such as SOLAS, are applied during the design, construction and operational life of the ship. A Certificate of Classification is viewed as evidence of compliance by the ship with the requirements imposed under SOLAS. Accordingly, the classification process, and by extension the Certificate of Classification, provides some level of assurance that a particular element of a maritime operation is in compliance with a corresponding classification standard.

7. BUSINESS *(Cont'd)*

All the vessels available for charter by our Group are classified by either the American Bureau of Shipping ("**ABS**") or Bureau Veritas ("**BV**") as follows:

No.	Vessel	Classification	Classification Body
1.	ICON Azra	• ✠A1[1], Towing Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠AMS[3], ✠DPS-1	ABS
2.	ICON Ikhlas	• ✠A1[1], Towing Vessel, Anchor Handling Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠AMS[3], ✠DPS-2	ABS
3.	ICON Samudera	• ✠A1[1], Towing Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠AMS[3], ✠DPS-1	ABS
4.	Icon Sophia	• I[4] ✠[5]HULL[6] ✠MACH[7] • Tug; Special Service / Anchor Handling / Fire Fighting 1 • Unrestricted navigation, • ✠DYNAPOS AM/AT[11]	BV
5.	SK Line 77	• ✠A1[1], Towing Vessel, AH, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠AMS[3], ✠DPS-2	ABS
6.	Omni Marissa	• ✠A1[1], Towing Vessel, AH, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠AMS[3]	ABS
7.	Omni Stella	• ✠A1[1], Towing Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠AMS[3], ✠DPS-1	ABS
8.	Tanjung Biru 1	• I[4] ✠[5]HULL[6] ✠MACH[7] • Tug; Supply Vessel; Fire fighting ship 1 / Anchor Handling Vessel / Offshore Supply Vessel - water spraying • Unrestricted navigation	BV
9.	Tanjung Biru 2	• I[4] ✠[5]HULL[6] ✠MACH[7] • Tug; Supply Vessel; Fire fighting ship 1 / Anchor Handling Vessel / Offshore Supply Vessel - water spraying • Unrestricted navigation	BV
10.	Omni Victory	• I[4] ✠[5]HULL[6] ✠MACH[7] • Tug; Fire fighting ship 1 - water spraying; Special service - anchor handling • Unrestricted navigation • ✠AUT-UMS;[9] ✠ALM[10]	BV

7. BUSINESS (*Cont'd*)

No.	Vessel	Classification	Classification Body
11.	Tanjung Puteri 1	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Tug; Supply Vessel; Fire fighting ship 1 - water spraying; Special service / Anchor Handling Vessel / Offshore Support Vessel • Unrestricted navigation	BV
12.	Tanjung Puteri 2	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Tug; Supply Vessel; Fire fighting ship 1 - water spraying; Anchor Handling Vessel / Offshore Support Vessel • Unrestricted navigation	BV
13.	Omni Tigris	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Supply Vessel; Special Service Fire Fighting 1 / Anchor Handling / Offshore Support Vessel • Unrestricted navigation • ✠ DYNAPOS AM/AT[11]	BV
14.	Tanjung Dahan 1	• ✠ A1[1], Towing Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠ AMS[3]	ABS
15.	Tanjung Dahan 2	• ✠ A1[1], Towing Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠ AMS[3]	ABS
16.	Tanjung Dawai	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Tug; Supply Vessel; Fire fighting ship 1 - water spraying; Offshore Support Vessel; Special Service - Anchor Handling • Unrestricted navigation	BV
17.	Tanjung Sari	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Tug; Supply Vessel; Fire fighting ship 1; Special Service / Anchor Handling / Offshore Support Vessel • Unrestricted navigation	BV
18.	Tanjung Huma	• ✠ A1[1], Towing Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel AH, Ⓔ[2], ✠ AMS[3]	ABS
19.	Omni Gagah	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Supply vessel; Fire fighting ship 1; Special service / Anchor Handling • Unrestricted navigation	BV
20.	Omni Perkasa	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Supply vessel; Fire fighting ship 1; Special service / Anchor Handling • Unrestricted navigation	BV

7. BUSINESS (*Cont'd*)

No.	Vessel	Classification	Classification Body
21.	Omni Emery 1	• I([4]) ✠ ([5])HULL([6]) ✠ MACH([7]) • Tug; Special service - Anchor Handling Vessel • Unrestricted navigation	BV
22.	Omni Anteia	• I[4] ✠ [5]HULL[6]•[8] MACH[7] • Tug; Fire fighting ship 1 - water spraying Special Service - Anchor Handling Vessel • Unrestricted navigation	BV
23.	Omni Akira	• I[4] ✠ [5]HULL[6] •[8] MACH[7] • Tug; Special service - Anchor Handling / Offshore Support Vessel • Unrestricted navigation	BV
24.	Tanjung Piai 1	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Supply vessel; Fire fighting ship 1 WS - flash point > 60°C-oil product • Unrestricted navigation • ✠ DYNAPOS AM/AT R[12]	BV
25.	Tanjung Pinang 1	• ✠ A1[1], Towing Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel, Ⓔ[2], ✠ AMS[3]	ABS
26.	Tanjung Pinang 2	• ✠ A1[1], Towing Vessel, Fire Fighting Vessel Class 1, Offshore Support Vessel, Ⓔ[2], ✠ AMS[3]	ABS
27.	Tanjung Pinang 3	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Tug; Supply Vessel; Fire Fighting ship 1 • Unrestricted navigation	BV
28.	Tanjung Pinang 4	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Tug; Supply Vessel; Fire Fighting ship 1 • Unrestricted navigation	BV
29.	Tanjung Gaya	• I[4] ✠ [5]HULL[6] ✠ MACH[7] • Tug; Supply Vessel; Utility Vessel Fire Fighting ship 1 - water spraying • Unrestricted navigation	BV
30.	Tanjung Manis	• ✠ A1[1], Fire Fighting Vessel Class 1, Ⓔ[2], ✠ AMS[3]	ABS

7. BUSINESS *(Cont'd)*

No.	Vessel	Classification	Classification Body
31.	SK Line 80	• I[4] ✠[5]HULL[6] ✠MACH[7] • Tug; Special Service / Anchor Handling / Fire-fighting 1 • Unrestricted navigation • ✠DYNAPOS AM/AT[11]	BV
32.	SK Line 600	• ✠A1[1], Fire Fighting Vessel Class 1, Offshore Support Vessel, Special Purpose Ships, Ⓔ[2], ✠AMS[3], ✠DPS-2	ABS

Notes:

(1) *Hull and equipment.*

(2) *A classification symbol signifying that the equipment of anchors and chain cables of the vessel is in compliance with the requirements of the Rules for Building and Classing Steel Vessels of ABS, or with the requirements corresponding to the service noted in the vessel's classification which have been specifically approved for the particular service.*

(3) *Machinery, boiler and systems.*

(4) *The class symbol I is assigned to ships built in accordance with the requirements of the Rules for the Classification of Steel Ships or other rules recognised as equivalent, and maintained in a condition considered satisfactory by BV.*

(5) *The mark ✠ is assigned to the relevant part of the ship, when it has been surveyed by BV during its construction in compliance with BV's new building procedures, or when it is changing class from an International Association of Classification Society (**"IACS Society"**) at the ship's delivery or when class is being added to an IACS Society's class at ship's delivery in accordance with specific procedures.*

(6) *HULL stands for the hull of the ship.*

(7) *MACH stands for the machinery installations.*

(8) *The mark • is assigned to the relevant part of the ship, where the procedure for the assignment of classification is other than those detailed in note (5) and where the ship is classed after construction in compliance with the procedures of ships classed with an IACS Society, and it is changing class from an IACS Society at the time of admission to class, but however deemed acceptable.*

(9) *Unattended machinery space (AUT-UMS) is an additional class notation assigned to ships which are fitted with automated installations enabling machinery spaces to remain periodically unattended in all sailing conditions including manoeuvring.*

(10) *This class notation is assigned to ships fitted with lifting appliances meeting the Rules for the Classification and the Certification of Cranes onboard Ships and Offshore Unit. ALM symbolises appliances intended to be used in offshore conditions for various lifting operations exclusive of the appliances intended to be used at harbour, for loading or unloading cargoes, equipment, spare parts or consumable.*

(11) *The additional class notation DYNAPOS is assigned in accordance with the Rules for the Classification of Steel Ships, to ships fitted with DP installations complying with the requirements in the aforesaid rules. The notation DYNAPOS is completed by one or more optional additional symbols according to the operational mode of the installation: where AM stands for 'automatic mode' where position keeping is automatically achieved; and AT stands for 'automatic tracking' where the unit is maintained along a predetermined path, at a preset speed and with a preset heading which can be completely different from the course.*

(12) *The notation DYNAPOS AM/AT may be completed by the symbols 'R' when the DP is provided with redundancy means; 'redundancy' means the ability of a component or system to maintain or restore its function, when a single failure has occurred. Redundancy can be achieved, for instance, by installation of multiple components, systems or alternative means of performing a function.*

7.23 Corporate social responsibility

We believe in giving back to the community through our corporate social responsibility initiatives. We have been a strong supporter of the Dyslexia Association of Malaysia's activities and in 2013, we sponsored the Dyslexia Association of Malaysia in its efforts to train teachers and psychologists in Malaysia to assess students with learning difficulties through a workshop where foreign experts were flown to Kuala Lumpur, Malaysia to instruct teachers on various tests and teaching methods that have been developed to recognise students with learning disabilities.

We are also dedicated to promoting education through our sponsorship of a tuition programme in Kemaman, Terengganu, Malaysia which started in 2014. As at the LPD, we have confirmed our sponsorship of four schools in Kemaman, namely Sekolah Menengah Kebangsaan Kijal, Sekolah Menengah Kebangsaan Ayer Puteh, Sekolah Kebangsaan Payoh and Sekolah Kebangsaan RKT Seberang Tayor. As we have operations in Kemaman, we believe the tuition programme is an important part of our corporate social responsibility efforts to improve living standards of the community and help educational development in the area.

7.24 Material properties

Details of the material properties owned and leased or tenanted by our Group are set out in Annexure B of this Prospectus.

7.25 Highly dependent contracts

As at the LPD, save as disclosed in items 1 to 65 in Annexure A of this Prospectus, there are no contracts, agreements, arrangements or other matters which have been entered into by or issued to us, which we are highly dependent on.

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2 6 MAY 2014

infield
THE ENERGY DATA ANALYSTS

The Board of Directors
Icon Offshore Berhad
Level 12 A, East Wing, The Icon
No. 1 Jalan 1/68F, Off Jalan Tun Razak
55000 Kuala Lumpur, Malaysia

Dear Sirs,

Executive Summary of the Independent Market Research Report assessing the core markets in which Icon Offshore Berhad ("ICON") operates

We, Infield Systems Limited, have prepared the Executive Summary of the Independent Market Research Report ("**Report**") on the offshore support vessel ("**OSV**") market for inclusion in ICON's Prospectus in relation to the initial public offering and the listing of and quotation for the entire enlarged issued and paid-up share capital of ICON on the Main Market of Bursa Malaysia Securities Berhad.

We acknowledge that this Report will be included in the Prospectus and we further confirm that we are aware of our responsibilities under Section 215 of the Capital Markets and Services Act 2007.

This research is undertaken with the purpose of providing an overview of the OSV market within the offshore oil and gas industry.

The market research process for this study has been undertaken through secondary or desktop research. The analysis of exploration, development and production activity within the offshore oil and gas industry draws upon a number of sources, including our databases and modeling systems. In particular, Infield Systems Limited's Offshore Energy Database ("**OED**") which is a global database of all offshore field developments and infrastructure, and the proprietary OFFPEX™ Modeling & Forecasting System. The information and data contained within the OED and OFFPEX™ is supplemented with additional searches of Infield Systems' in-house library, the internet and public domain sources. Infield uses its internal OFFPEX™ forecast to derive all demand charts in the Report. Supply side analysis is supported by Infield's Specialist Vessel Database – a database containing records of over 8,500 vessels operational and ordered for the offshore industry.

We acknowledge that if we are aware of any significant changes to the accuracy of the information contained in this Report between the date of this Report and issue date of the Prospectus, or after the issue of the Prospectus and before the issue of the securities, we have an on-going obligation to either cause this Report to be updated so as to correct any inaccuracies, and, where applicable, cause ICON to issue a supplementary prospectus, or, should they fail to do so, withdraw our consent to the inclusion of this Report in the Prospectus.

Infield Systems Limited has prepared this Report in an independent and object manner and has taken adequate care to ensure the accuracy and completeness of this Report. We believe that this Report presents a true and fair view of the industry within the limitation of among others, secondary statistics and primary research.

Infield Systems Limited

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VAT No. GB 523 381 464

Our research has been conducted with an "overall industry perspective" and may not necessarily reflect the performance of individual companies in this industry. We are not responsible for the decisions and/or actions of the readers of this Report. This Report should also not be considered as a recommendation to buy or not buy the securities of any company or companies.

Yours faithfully

Quentin Whitfield
Director
Infield Systems Limited

Offshore Marine Services Market Overview

An Executive Summary of the Report prepared for Icon Offshore Berhad by Infield Systems

This Report has been prepared for inclusion in the prospectus in connection with the initial public offering of the ordinary shares of Icon Offshore Berhad ("**ICON**") ("**IPO**") and the listing of and quotation for the entire enlarged issued and paid-up share capital of ICON on the Main Market of Bursa Malaysia Securities Berhad. This Report is dated 26 May 2014.

Some of the statements contained in this document are forward-looking statements. Forward looking statements include, but are not limited to, statements concerning estimates of recoverable hydrocarbons, expected hydrocarbon prices, expected costs, numbers of development units, statements relating to the continued advancement of the industry's projects and other statements which are not historical facts. When used in this document, and in other published information of Infield Systems Limited, the words such as "could", "forecast", "estimate", "expect", "intend", "may", "potential", "should", and similar expressions are forward-looking statements.

Although Infield Systems Limited believes that its expectations reflected in the forward-looking statements are reasonable, such statements involve risk and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Various factors could cause actual results to differ from these forward-looking statements, including the potential for the industry's projects to experience technical or mechanical problems or changes in financial decisions, geological conditions in the reservoir resulting in a commercial level of oil and gas production, changes in product prices and other risks not anticipated by Infield Systems Limited. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties.

Table of Contents

1 GENERAL OVERVIEW

ICON is seeking to undertake the IPO. For purposes of complying with Paragraph 8.09 of the Prospectus Guidelines issued by the Securities Commission Malaysia and in connection with the IPO, independent market consultant Infield Systems Limited – a leading provider of transaction support, market intelligence and strategic to the offshore oil and gas industry – has compiled the following Report. The Report consists of a global economic outlook, an offshore exploration and production market analysis and forecast, as well as a comparative overview of the offshore marine service sector.

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2 GLOBAL ENERGY OUTLOOK

2.1 Energy Consumption

Global primary energy demand is anticipated to grow by a CAGR of 2.0% per year throughout the rest of the decade to reach 14.7bntoe in 2020 from 12.5bntoe in 2012. The predicted growth rate of energy consumption is lower than the 2.7% registered in the first decade of the millennium, but is faster than the 1.5% recorded in the 1990s.

Fossil fuels have remained the largest shares within the global primary energy mix. As of 2013, liquids and coal each account for over 30% of the total primary energy demand. Natural gas accounts for another 24%. Hydroelectricity, nuclear energy and renewables together take the remaining shares of 14%. The share of each primary resource in the energy mix is not expected to change significantly in the near future.

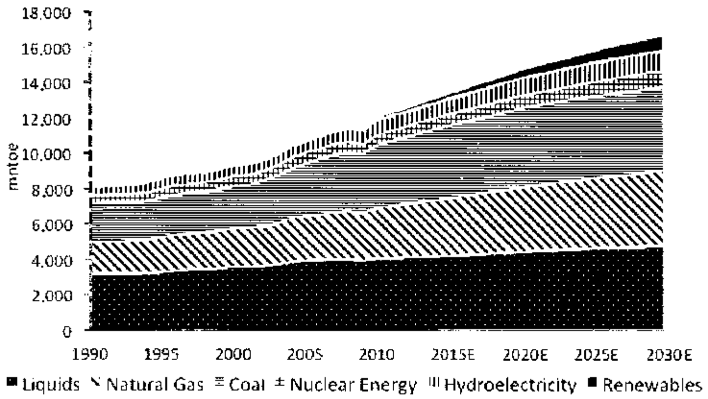

Figure 1: Global Primary Energy Consumption Forecast
[Source: Infield Systems Limited; The BP Energy Outlook 2013]

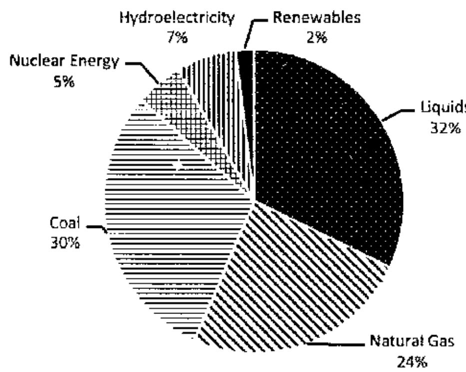

Figure 2: Global Primary Energy Mix (2013)
[Source: Infield Systems Limited; The BP Energy Outlook 2013]

Renewables are forecasted to see the fastest demand growth at a CAGR of 10.3% per year in the coming years to reach 470.6mntoe in 2020. Hydroelectricity and coal are also anticipated to grow at above average rate of 2.0% in the coming years. The demand growth forecasts for the two key types of hydrocarbon energy resources are widely different. Demand for Liquids, which consists of mainly crude oil, is projected to grow at a minimal rate of around 1.0% CAGR per year in the forecast period to reach 4,407.0mntoe by the end of the decade. Meanwhile, demand for natural gas is slated to expand significantly at 2.3% CAGR per year in the coming period to reach 3,633.2mntoe by 2020.

Primary Energy Demand by Region

Demand for energy fell at the end of 2008 and in 2009 in the key markets of Europe and North America, as illustrated in Figure 3. More importantly, the chart also highlights another key trend in world energy which is the emergence of soaring energy demand from Asia. Driven by an expanding manufacturing sector as well as increasing domestic consumption, this trend is widely expected to continue into the future. Asia emerged from the global recession relatively unscathed, with domestically driven economic growth in China providing buoyancy to the region.

Together with India, oil demand growth from China (which is expected to continue to remain strong) will be a key driver of investment in offshore exploration and production in Asia. China's oil demand is anticipated to grow at 3.8% per year to reach 13.8mbpd by 2020. India's oil consumption is projected to rise at a rate of 2.7% per year to reach 4.6mbpd by 2020. Amid near record oil price levels, Asian countries have an interest in meeting as much domestic demand as possible to boost energy security. This is particularly the case not only for China and India, the region's giants, but also other major energy producing countries including Malaysia and Indonesia who face production decline if they do not take steps to maintain exploration and production activity. Indonesia was once a major oil exporter but is now a net oil importer. Indonesia withdrew from OPEC in 2008. Indonesia's oil demand is anticipated to expand by 1.8% per year to reach 1.8mbpd by 2020. Malaysia's oil consumption is slated to grow at a rate of 2.2% per year to reach 0.83mbpd by the decade end.

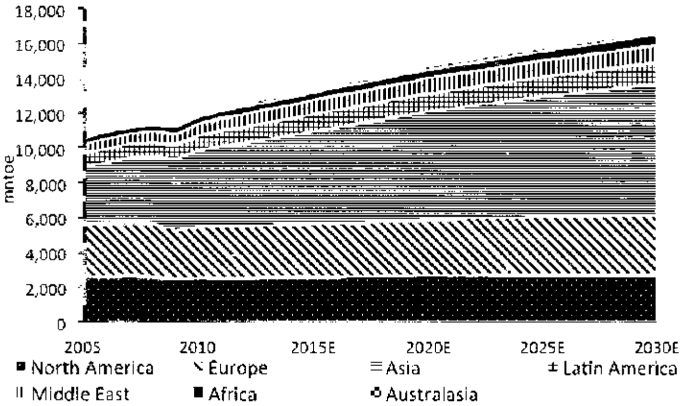

Figure 3: Global Primary Energy Consumption Forecast by Region
[Source: Infield Systems Limited; The BP Energy Outlook 2013]

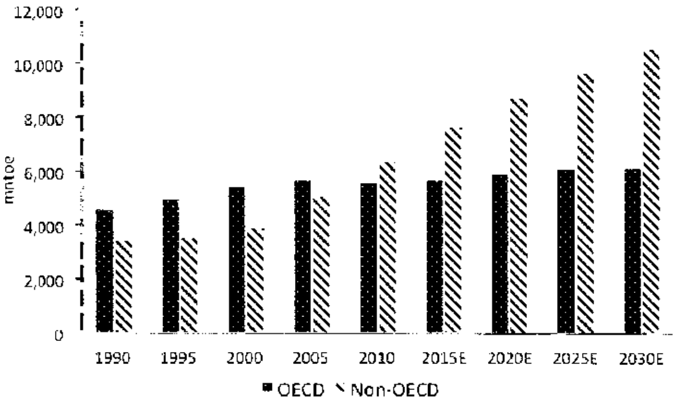

Figure 4: Global Primary Energy Forecast by OECD and Non-OECD Economic Groups
[Source: Infield Systems Limited; The BP Energy Outlook 2013]

The majority of the demand growth is forecast to be from countries who are not members of the OECD economies, with the economies of the U.S., and other OECD nations expected to produce static energy demand over the coming years.

Energy Diversification in the Long-Run

Often cited as one of the contributing factors to the recent global economic recession are high commodity prices and the impact which inflationary pressures had on consumers spending decisions. In recognition of this, and also factors such as global warming and the impact of extensive carbon burning, we expect to see a more diversified energy production portfolio in the future.

Following the closely averted nuclear disaster at Fukushima, Japan, we are arguably unlikely to see strong investment in nuclear power in the near future. In fact, post-Fukushima, many countries have reversed policies or called for further debate on whether to install further nuclear capacity. Many governments in Europe are currently reviewing the safety of existing capacity and their plans for new installations.

However, we expect to see more diversification within hydrocarbon energy, as alternative category resources, such as shale gas and oil and also coal bed methane gas become more popular. Even within the oil category, we will need to see new sources of oil identified. This is likely to drive the oil industry into looking at more complex projects, or reassessing the feasibility of marginal fields, or opening up new areas for exploration and production activities.

2.2 Oil and gas price outlook

Brent oil prices rose significantly throughout the first decade of the millennium to reach USD111/bbl in 2011 from around USD20/bbl in 2002. The major factors underpinning the strong long-term momentum are the unexpected demand growth from emerging economies such as China and India, and general underinvestment in the oil and gas industry during the 1990s due to persistent low oil prices.

However, oil prices have averaged almost identically at around USD110/bbl for three consecutive years from 2011 to 2013 despite a series of demand and supply shocks in the market, signalling that the oil price super-cycle has been losing momentum. In our view, the long-term rising trend has become increasingly unsustainable.

During the same period from 2011 to 2013, brent oil prices have twice surpassed the USD120/bbl threshold. The price surges were mainly due to supply concerns on the MENA region. However, oil prices fell back to their usual trading range of USD100-120/bbl fairly quickly each time as the worries over supply disruption were eased.

In our view, the oil price is moving towards the long-run sustainable trend as illustrated in Figure 5 and Figure 7.

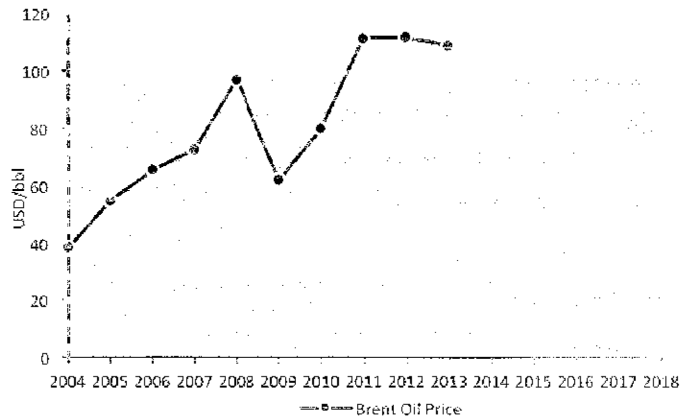

Figure 5: Brent Oil Price Forecast
[Source: Infield Systems Limited]

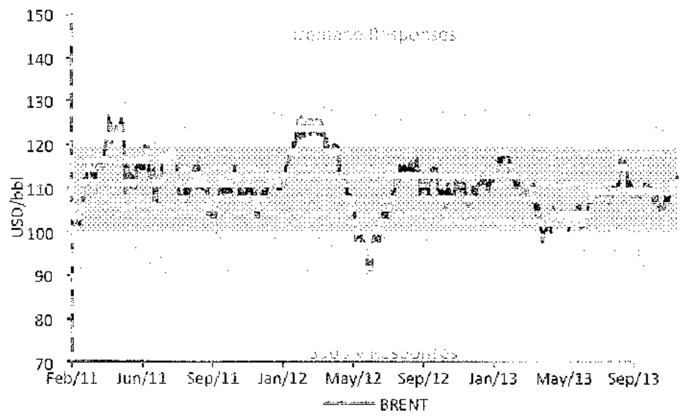

Figure 6: Historical Brent Trading Range
[Source: Infield Systems Limited]

It is possible that the boom part of the commodity business cycle is over and annual average crude prices peaked in 2012 with an average price of USD111/bbl. We believe that long-term downward pressures have been gaining strength over more recent quarters, gradually outweighing the upward pressures. The key reason for the oil price moving towards a gradual long-run sustainable trend is that high oil prices will ultimately stimulate supply while suppressing demand.

Over the past decade, high oil prices have propelled substantial investments in new supply of oil (e.g. deepwater and shale oil) and alternative energy, prompted interest in oil to gas substitution, encouraged investment in energy efficiency, and suppressed consumption of oil products. Consequently, global oil demand growth fell from 2% in 2003 to 1% in 2012.

On the other hand, there is a potential for a significant increase in oil production in currently underdeveloped oil rich countries such as Iraq, Mexico and Iran in the period between 2014 and 2018. Iraq has set out plans to boost production from its huge conventional resources. Mexico recently announced constitutional reform which could break the monopoly on the country's oil and gas business and allow private capital to flow. In Iran, the US sanction on the country's oil export might be eased given the recent, tentative, improvement in relationship between the two countries.

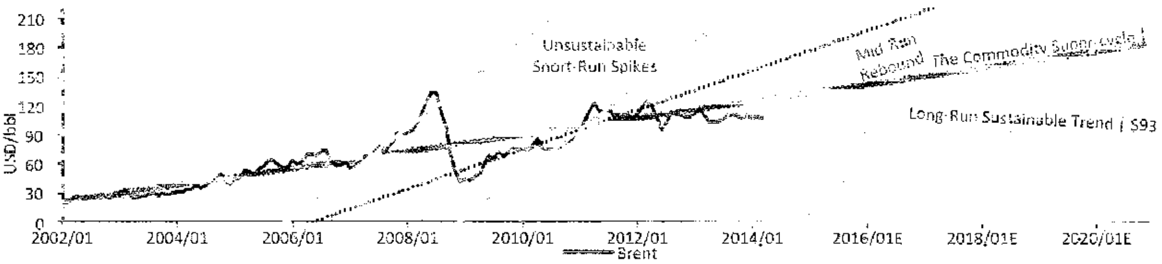

Figure 7: Historical and forecast Brent Oil Price (2002-2020)
[Source: Infield Systems Limited]

At the same time, demand will likely grow at a slower pace as major economies are prompting energy efficiency and alternative energy resources (due to high oil prices). The UK's nuclear revival is a good example, when in 2012, the UK government announced measures including long-term contracts that give power companies guarantees to help them raise £60bn in finance for nuclear plants.

The demand and supply factors will, in our opinion, constrain average oil price at below USD110/bbl, the peak level seen in the past two years, in the upcoming decade. In fact, we may enter a declining phase of the commodity business cycle in the rest of the decade. Oil prices may fall below USD100/bbl to reach a new equilibrium.

Nevertheless, we believe that long-term oil prices will unlikely stay below USD90/bbl for the rest of the decade as the production cost of oil has increased considerably and conventional oil supply (onshore and shallow water) has been depleting quickly. The break-even oil prices for global shallow water developments are estimated at around USD15/bbl to USD35/bbl. The breakeven costs for SEA shallow water projects are estimated at between USD30/bbl and USD40/bbl, significantly lower than the long term sustainable oil prices of USD90/bbl to 100/bbl throughout the rest of the decade.

Figure 8: Estimated Breakeven Costs for Offshore Projects
[Source: Infield Systems Limited]

In terms of volatility, we believe that the upside risk on oil prices from the MENA instability will remain in the foreseeable future. However, we do not anticipate a long-term price surge that is driven by unrests in the oil rich region if there is no material supply disruption in major oil producing countries such as Saudi Arabia, Iraq and Kuwait.

2.2.1 Gos Price Outlook

The scale of the shale gas boom and the impact of the Fukushima disaster have caused a major divergence in global gas prices. The global gas market has three distinct regional segments currently. US gas prices have been suppressed by abundant supply of shale gas, Asian LNG prices have been stimulated by nuclear shut-downs in Japan, whilst European gas prices have stayed somewhere in the middle, as presented in Figure 10.

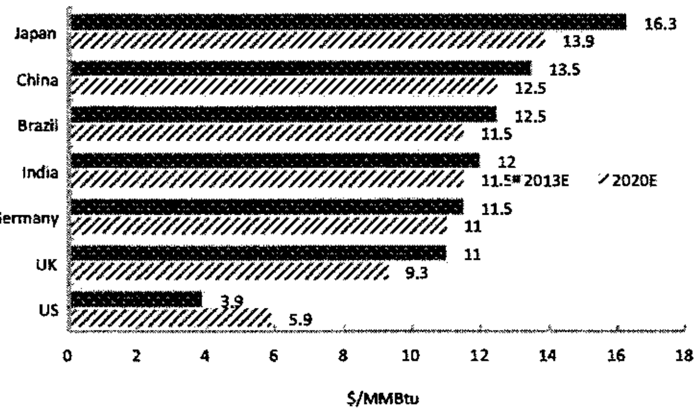

Figure 9: Global Gas Price Forecast (2013/2020)
[Source: Infield Systems Limited]

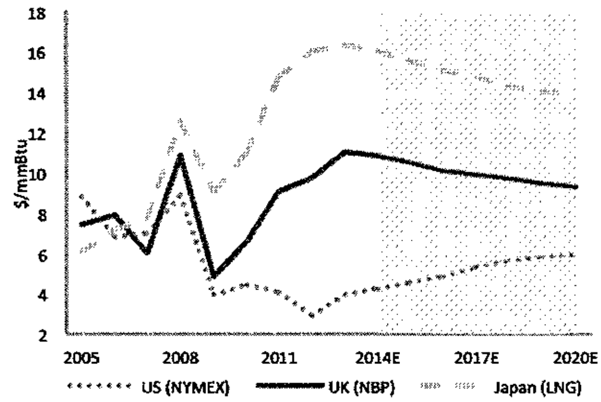

Figure 10: Historicol ond Forecost Gos Price in Key Regions (2005-2020
[Source: Infield Systems Limited]

Over the rest of the decade, we anticipate that the divergence in regional gas prices will narrow gradually. This is due to a combination of local demand dynamics, global supply increases from shale gas, and differentials in local gas market pricing contracts. However, a fully traded global gas market remains unlikely by the decade end. This is primarily due to the fact that gas trade remains highly illiquid with the vast majority still supplied via integrated pipeline systems, which provide little flexibility for inter-regional trade. Moreover, price premiums in Asia will likely remain in the long-run. This is partly because of the costs associated with shipping US gas to Asia and partly because oil-indexation remains most entrenched in Asia, not least due to the huge capital cost of new projects targeting Asian markets.

2.3 Oil and Gas Production and Reserves

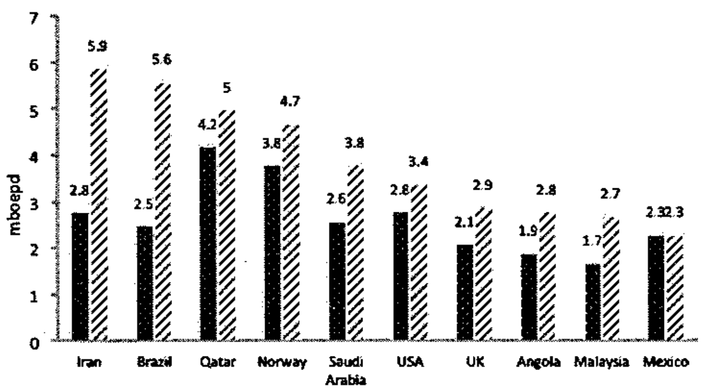

Figure 11: Top 10 Countries by Offshore Production (Oil + Gos)
[Source: Infield Systems Limited]

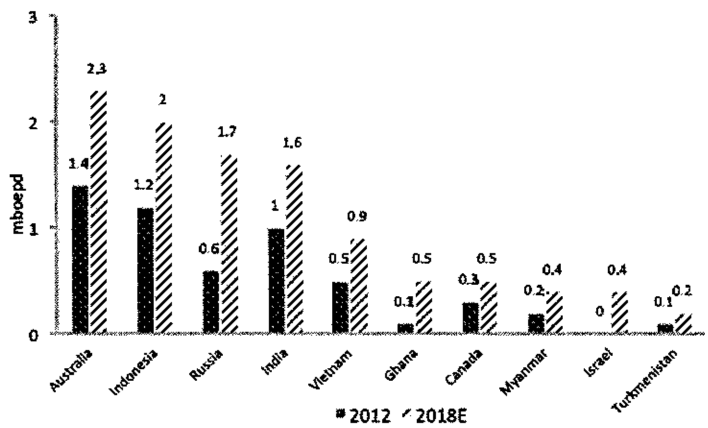

Figure 12: Top 10 Countries by Offshore Production Growth (Oil + Gas)
[Source: Infield Systems Limited]

In 2012, the offshore industry produced 26.3mbpd of oil, or 30.0% of global production, and 19.5mboepd of gas, or 34.8% of global production. After the 2008 global financial crisis, the fall in global oil demand caused a 5.0% decline in offshore oil production during the period from 2008 to 2012. In contrast, offshore gas production increased by 28.0% during the period between 2008 and 2012 as a result of resilient gas demand from East Asia, the Middle East and North America.

For the period between 2014 and 2018, we anticipate that offshore oil production will rebound strongly at a growth rate of 5.0% per annum to reach 35.3mbpd in 2018. Offshore gas production is expected to grow at 8.3% per annum to reach 31.4mboepd in 2018. The high expectation is mainly driven by persistently high oil prices globally and high gas prices in Asia and Europe, and brighter prospects for the global economy and robust investment in the offshore industry are also expected to drive oil and gas production growth.

2.3.1 Offshore Oil and Gas Production

8ased on current forecasts, Iran will likely become the largest producer of oil and gas in the world by end of 2018. The country's offshore production is expected to surge at an annual rate of 13.1% from 2.8mboepd in 2012 to 5.9mboepd in 2018, driven by increased output from South Pars/North Dome, the world's largest gas condensate field. 8razil is expected to become the world's second largest offshore producer in 2018 driven by large-scale developments in its pre-salt basins such as the Marlim Sul and Lula fields. Brazil's offshore production is expected to grow by 14.6% per annum to reach 5.6mboepd in 2018 from 2.5mboepd in 2012.

Malaysia's offshore production is expected to increase from 1.7mboepd in 2012 to 2.7mboepd in 2018, led by a number of new developments in fields such as the deepwater Gumusut-Kakap oil discovery, Kebabangan Deep gas blocks, Kasawari gas field and Ubah oil discovery. Angola's production is expected to rise significantly over the coming years to reach 2.8mboepd in 2018 driven by deepwater and ultra-deepwater projects such as the Cameia Mound, Bavuca, Sangos and Lirio. Lastly, offshore production in Mexico is predicted to be largely constant over the coming five years but the risk is to the upside as the country plans to introduce sweeping energy sector reforms that could pave the way for increased foreign investment and greater use of private production contracts.

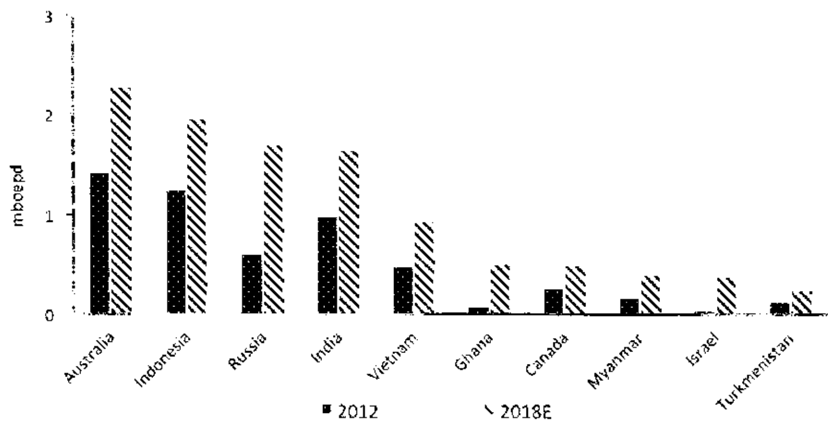

Figure 13: Top 10 Countries by Offshore Growth
[Source: Infield Systems Limited]

Offshore production growth in a number of Asia Pacific countries is expected to be particularly strong. Australia, Indonesia, India, Vietnam and Myanmar are each expected to see offshore production increase by 8.0% or more per year in the coming five years. Major new offshore developments in the Asia Pacific region include Australia's Gorgon North and South natural gas projects, Indonesia's deepwater Gendalo and Gehem developments, Vietnam's shallow water Ruby and Su Tu Nau projects, and Myanmar's new Yetagun, Shwe and Zawtika projects.

Qatar will continue to produce a significant amount of natural gas in the coming five years led by a number of expansionary projects in the Qatar North field. Saudi Arabia's offshore fields are expected to produce 3.8mboepd in 2018, a 46.5% increase from 2.6mboepd in 2012. The phase two development of the Manifa field alone will produce about 1.0mboepd throughout the period between 2014 and 2018.

Elsewhere, Russia's offshore production is expected to increase by 18.8% per annum to reach 1.7mboepd in 2018. The strong growth will be driven by on-going development offshore Sakhalin Island and new projects in the Caspian Sea. A number of deep/ultra-deepwater gas projects in Mediterranean Sea will see Israel's offshore production soar to 0.4mboepd in 2018. Offshore developments in Ghana, Canada and Turkmenistan will also lead to strong production increases over the next five years.

2.3.2 Top 10 Countries by Offshore Reserves

Estimated at 85.1bnbbls, 2P[1]offshore oil reserves in Saudi Arabia are the largest in the world. The Safaniya field and Manifa (Phase 2) together hold around 39.0bnbbls of 2P reserves, more than the combined offshore oil reserves in Mexico and Iran, which are ranked the third and the fourth by offshore oil reserves in 2012. Brazil's offshore 2P reserves are estimated at 47.1bnbbls, boosted by the discovery of a number of large deepwater pre-salt fields such as Lula (5.0bnbbls) and Libra (6.7bnbbls).

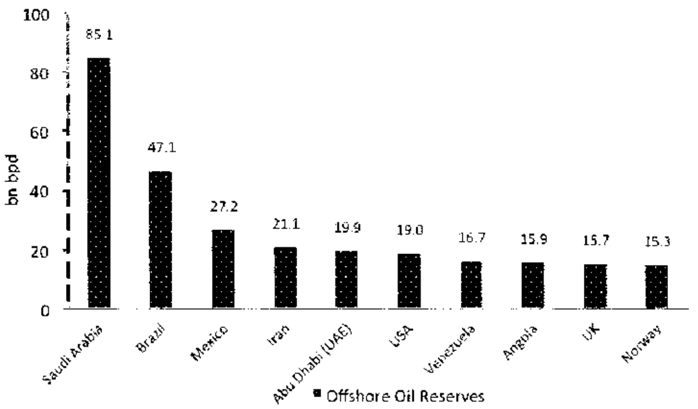

Figure 14: Top 10 Countries by Offshore Oil Reserves (2012)
[Source: Infield Systems Limited]

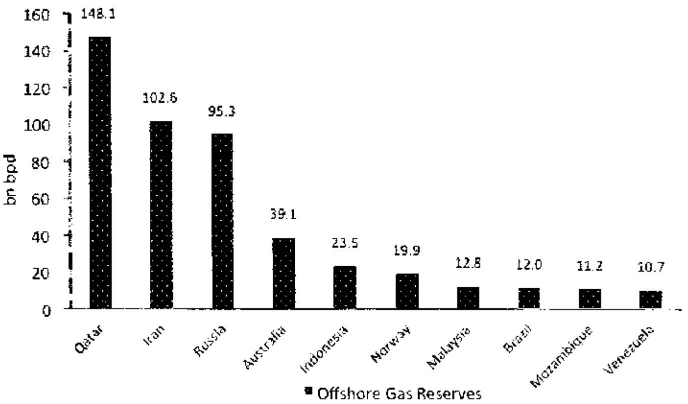

Figure 15: Top 10 Countries by Offshore Gos Reserves (2012)
[Source: Infield Systems Limited]

Despite having been exploited for over half a century, the North Sea still holds over 30.0bnbbls of 2P oil reserves. The reserves are shared almost evenly by the UK (15.7bnbbls) and Norway (15.3bnbbls). The US has about 19.0bnbbls of 2P oil reserves in the GoM, offshore Alaska, California, and the East and Pacific Northwest Coast. Mexico, Iran, Abu Dhabi, Venezuela and Angola also have significant offshore oil reserves.

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1 Proven and probable reserves

Qatar (148.1bnboe), Iran (102.6bnboe), Russia (95.3bnboe), Australia (39.1bnboe) and Indonesia (23.5bnboe) are the top five countries ranked by 2P offshore gas reserves. The gas reserves are concentrated in several giant offshore gas fields. The world's largest gas field, the South Pars/North Dome field is located in the Persian Gulf and is shared between Iran and Qatar. The IEA estimates that the field holds an estimated 1,800.0tcf of in-situ natural gas and some 50.0bnboe of natural gas condensates. In Russia, the Shtokman field in the South Barents Basin and the Rusanovskoye field in the Krasnoselkupsky District together hold about 73.3bnboe of 2P oil and gas reserves. The Greater Gorgon Area offshore Australia has about 11.2bnboe of 2P gas reserves.

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3 OFFSHORE OIL AND GAS MARKET OVERVIEW

3.1 Significance of Offshore E&P

Offshore E&P is playing an increasingly important role within the oil and gas industry. As the world's onshore basins gradually mature, operators have gone in search of offshore resources in order to replace produced reserves; first in shallow-waters (<500m) then, since the turn of the century, in increasingly deeper waters.

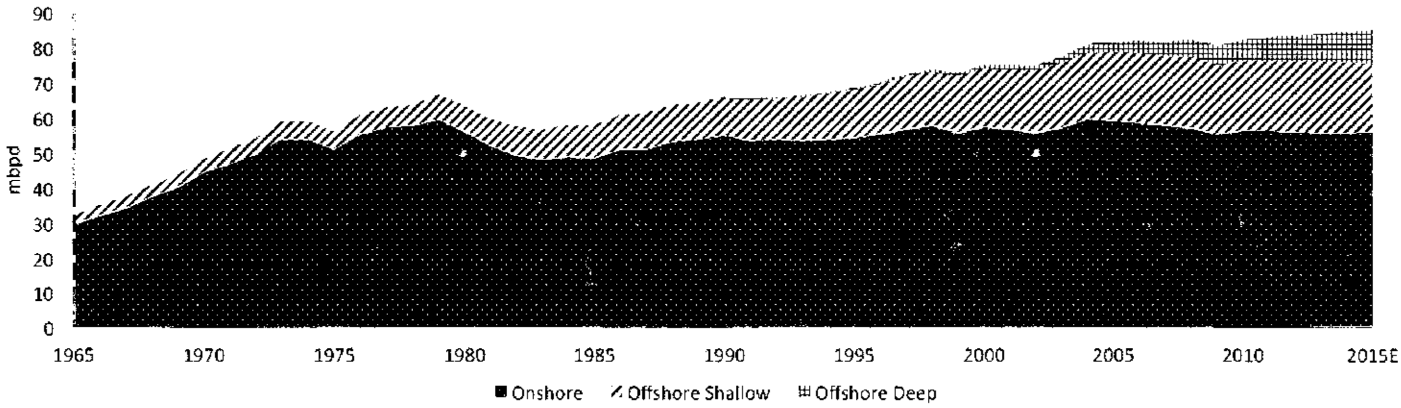

Figure 16: Historical and Forecast Oil Production Trends – Onshore vs. Offshore (mmbpd) (1965-2015)
[Source: Infield Systems Limited]

The increasing dominance of the offshore segment shows no sign of slowing. At all water depths, offshore exploration has added approximately 43.2bnbbls and 317.9tcf of undeveloped oil and gas reserves (2P) respectively between 2008 and 2013.

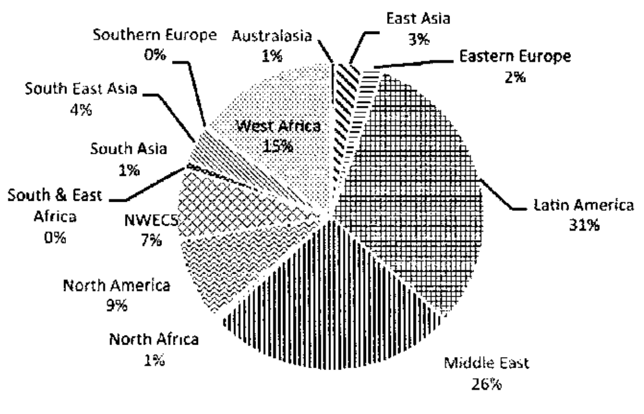

Figure 17: Undeveloped Offshore 2P Oil Reserves by Region (%)
[Source: Infield Systems Limited]

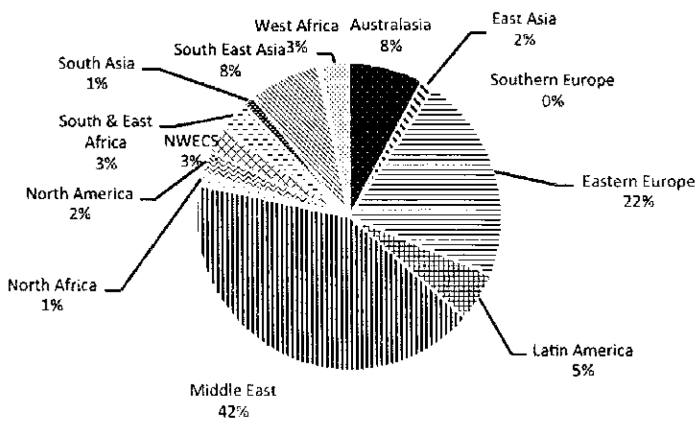

Figure 18: Undeveloped Offshore 2P Gas Reserves by Region (%)
[Source: Infield Systems Limited]

In terms of oil, the largest share of these new resources has come from Latin America, where 25.8bnbbls have been added, mostly derived from Brazil's prolific pre-salt basins. The NWECS, North America and West Africa have increased their undeveloped oil resource base by 57.5%, 39.3% and 28.3% respectively. The increase is largely due to successful exploration in deepwater and frontier basins such as the Barents and Norwegian Seas, West of Shetland, Lower Tertiary Gulf of Mexico, West Africa's transform margin, the deepwater Kwanza and Congo basins and the Gulf of Guinea.

In terms of gas, the largest share of new resources has been added in the Middle East where 79.7tcf of offshore gas has been discovered since 2008. However, by far the strongest reserves growth has been seen in South and East Africa where 77.4tcf has been added, a 1,377.7% expansion on 2008 levels. The explosion in resources has been almost entirely down to a series of huge gas discoveries in the Rovuma basin offshore Tanzania and Mozambique. Similar high-impact finds in Southern Europe's Levant basin also have seen strong reserves growth there, while in Brazil's pre-salt large associated gas volumes have helped to lift undeveloped offshore gas reserves to 71.3tcf. Strong gas reserve additions have also occurred in Australasia (+29.6tcf), SEA (+18.9tcf) and the NWECS (+14.7tcf).

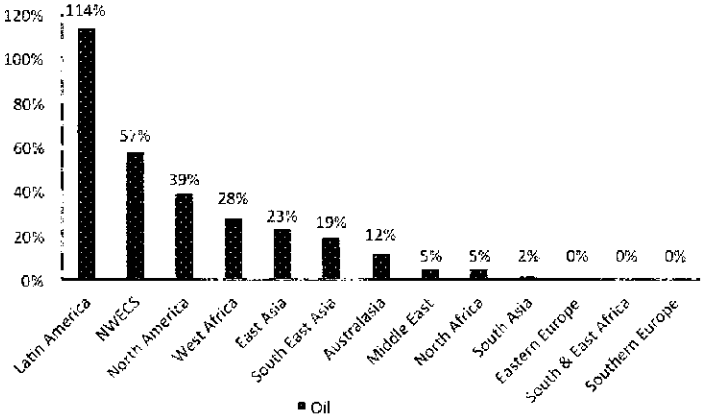

Figure 19:Undeveloped 2P Offshore Oil Reserves Growth (2008-2013E) by Region (%)
[Source: Infield Systems Limited]

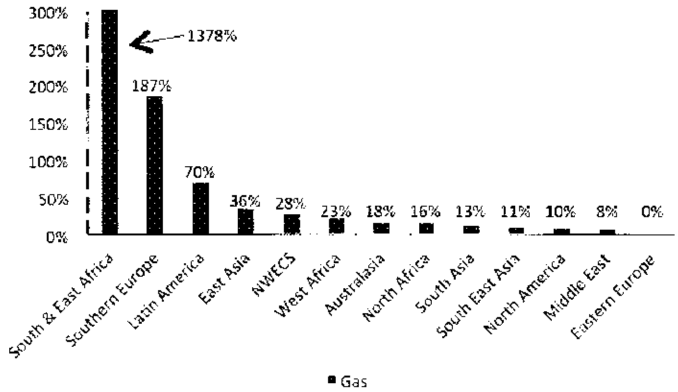

Figure 20:Undeveloped 2P Offshore Gas Reserves Growth (2008-2013E by Region (%)
[Source: Infield Systems Limited]

3.1.1 Growth of Deepwater

As noted above, there has been particularly strong growth in deepwater reserves over recent years. In aggregate, in 2013(E) 136.6bnboe of undeveloped 2P oil and gas reserves lie in over 500m of water, which doubled the 2008 figure and around seven times the level seen in 2000. The figures below show that, though generally not as large as super-giant shallow-water finds, deepwater exploration has yielded a much higher frequency of notable discoveries around the globe since 2000.

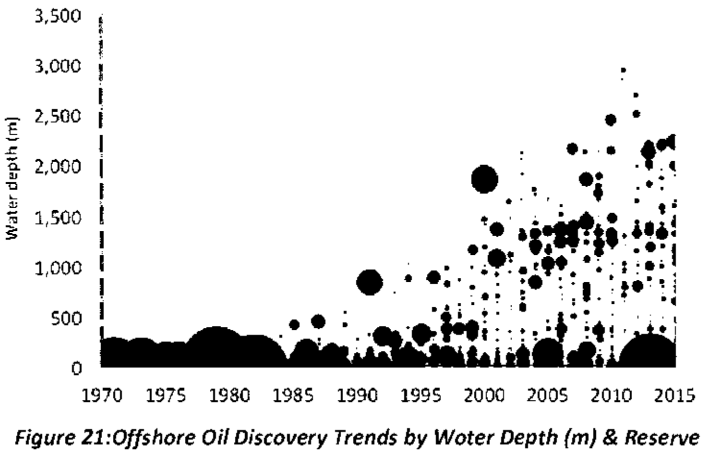

Figure 21:Offshore Oil Discovery Trends by Water Depth (m) & Reserve Size - Size of Bubble (mbbl)
[Source: Infield Systems Limited]

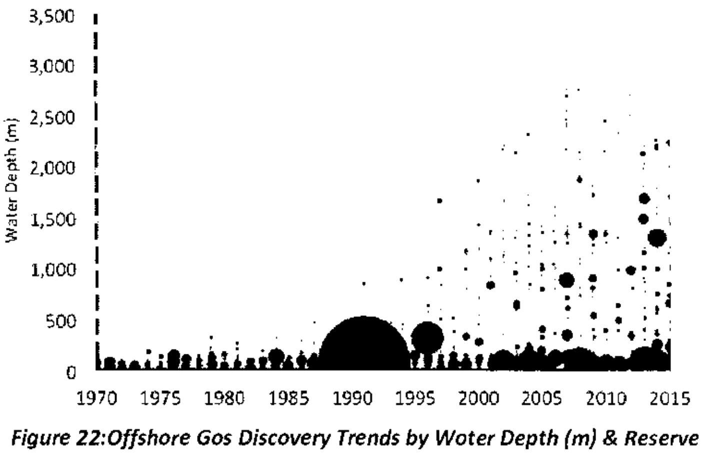

Figure 22:Offshore Gas Discovery Trends by Water Depth (m) & Reserve Size - Size of Bubble (mboe)
[Source: Infield Systems Limited]

In the charts above bubble sizes indicate the size of reserves, the x axis indicates the discovery date and the y axis indicates the water depth of the discovery. A bubble higher on the y axis indicates a deeper water discovery. In general, the charts depict a considerable movement towards deepwater exploration and production activity. Indeed, as the figures above illustrate, the average water depth of global oil and gas discoveries made since 2010 is 624m, compared to 422m in the 2000 to 2009 period and 183m in the 1991 to 2000 period.

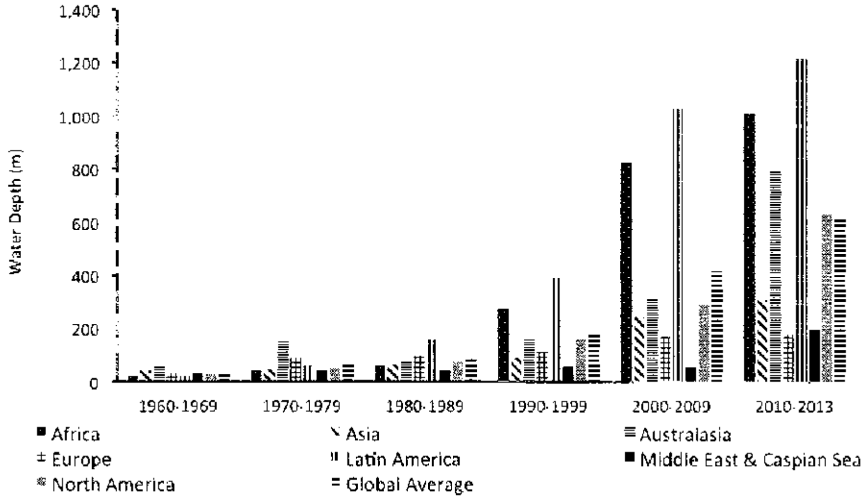

Figure 23: Historical Discovery Trends by Average Water Depth
[Source: Infield Systems Limited]

These deepwater discoveries have been concentrated in the 'deepwater triangle' of the US GoM, Brazil and West Africa, with major reserves growth also evident in Australasia, East Africa and the Eastern Mediterranean in recent years. Asia and the Middle East & Caspian have seen relatively few deepwater discoveries, partly due to the relative abundance of shallow water basins in these regions.

3.2 Industry Structure

3.2.1 Offshore E&P Capex Levels

After three years of limited contracting activity in the wake of the global financial crisis, industry capital expenditure rebounded in 2011 and grew significantly in 2012, driven by a resurgence in emerging market energy demand and operators' efforts to monetise new resources in an environment of rising oil prices. Infield Systems Limited expects this trend to continue, with the US economic recovery and renewed drive for energy independence likely to push total E&P Capex, both offshore and onshore, to USD678bn in 2013, a 10% rise year-on-year[2].

Turning to offshore capital expenditure specifically, Infield Systems Limited expects overall spending to hit USD847bn over the forecast period between 2013 and 2019[3]. Capex is slated to grow at a CAGR of 7.8% between 2013 and 2019, resulting in a total commitment of over USD142bn in 2019. The largest markets over the forecast period will remain Latin America (19.3%), Africa (18.2%), Europe (18.2%) and Asia (17.3%) but the strongest growth in Capex is expected to be in Africa (20.3%). SEA is expected to account for 11.5% of total Capex in the same period with an estimated Capex of USD97bn over the period from 2013 to 2019 with a CAGR of 4.3%. In Malaysia, the total Capex over the period between 2013 and 2019 is estimated at USD35bn with a CAGR of 0.8%.

Offshore oil field related investment is forecast to grow strongly in West Africa, Latin America and North America whereas Capex on gas developments is expected to be strongest in Australia, the North Sea, Israel, Cyprus, Asia and the Middle East. Onshore shale gas in the US is already posing a

[2] Source: Barclays Bank PLC, Global E&P Spending Update, June 2013
[3] Infield Systems' capital expenditure figures cover global engineering, procurement, construction and installation investment associated with offshore infrastructure. The data excludes non-development drilling and other exploration expenses.

large threat to offshore gas production with the initial effect being felt in shallow water gas activity within the US GoM basin. At present, this threat is largely restricted to the US GoM because commercial shale gas production has been slow to take off in markets outside North America. Operators continue to appraise the potential of emerging shale gas basins in markets such as Australia, China, Argentina and parts of Europe but this activity has not yet damaged offshore investment. Indeed, a range of factors including relatively high costs of production, underdeveloped midstream links, limited onshore oilfield services capacity and widespread environmental opposition means that commercial shale gas production in these emerging basins is unlikely to reach a sufficient scale within the forecast period of this report to cannibalise offshore spending as it has in the US GoM.

Within SEA, investment on conventional fixed platform infrastructure and associated pipelines are likely to account for the majority of Capex. The installation of such equipment is a direct opportunity for OSVs such as pipelayers and heavy lifters. Furthermore, the addition to the cumulative base of infrastructure is a distinct opportunity for PSV/SSVs, AHTSs and AVs.

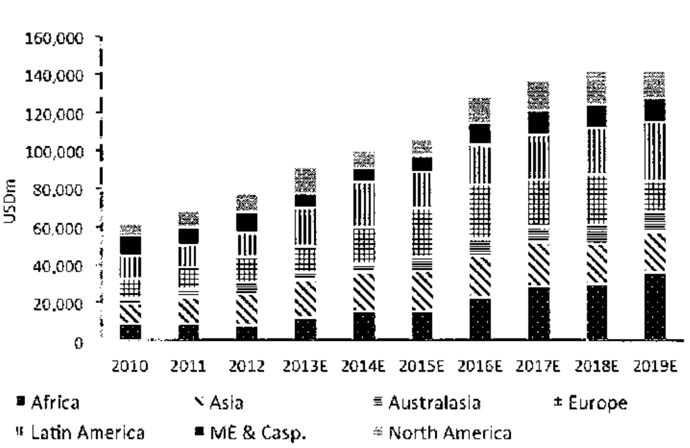

Figure 24:Historical and Forecast Offshore Capex by Region (USDm) (2010-2019)
[Source: Infield Systems Limited]

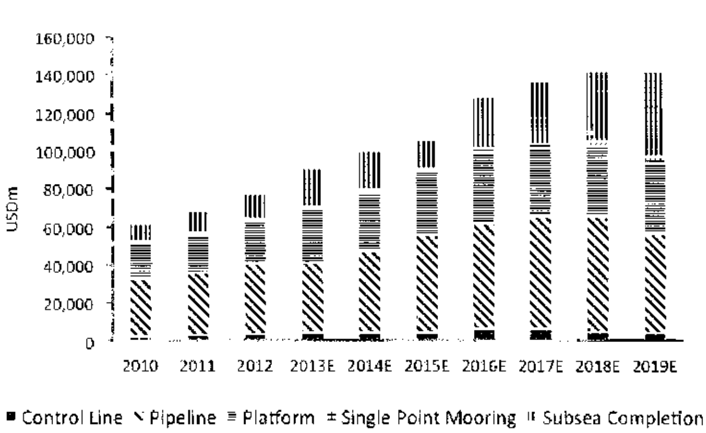

Figure 25:Historical and Forecast Offshore Capex by Object Type (USDm) (2010-2019)
[Source: Infield Systems Limited]

Please refer to Section 5.1.2 for further details about the historical and forecast Capex for Malaysia.

3.2.2 Industry structure: Upstream to downstream

The oil and gas industry is split into three principal elements: upstream, mid-stream and downstream. These divisions form an integrated supply chain from field to consumer covering a huge range of oil and gas products and raw-materials. This industry structure is illustrated in the flow chart below:

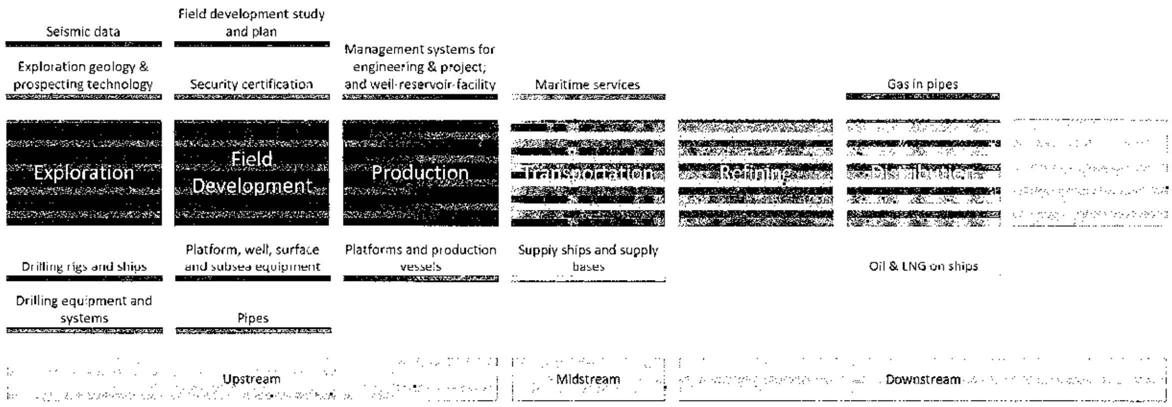

Figure 26: Oil and Gas Industry Structure
[Source: Infield Systems Limited]

4 OVERVIEW AND MARKET TRENDS OF THE OFFSHORE OIL AND GAS MARINE VESSELS INDUSTRY 2010-19

4.1 Introduction and Services Provided

4.1.1 Introduction

The range of marine vessels that supports the offshore oil and gas industry is diverse in terms of both size and function. This report focuses on those assets associated with anchor handling duties, including AHTs and AHTSs, as well as PSV/SSVs, AVs and AWBs.

AHTs and AHTSs have traditionally been deployed to tow offshore rigs from one location to another and to deploy their anchors and mooring systems in order for the drilling asset to maintain a specific position during the drilling process. AHTs and AHTSs are also used to support the drilling process in terms of supply runs and safety assurances. AHTs are suited for long range voyage as most of their underdeck space is allocated for fuel tanks. In contrast, AHTSs are designed for 'in-field support' as the vessels have to leave space and deadweight capacity for the carriage of drilling mud, cement, base oil, drill water and other supplies. Some AHTSs are also equipped for fire fighting, rescue operations and oil spill recovery. There is additional opportunity for such vessels in the support of larger anchored construction vessels such as heavy lift assets.

Demand for AHTs and AHTSs is driven by the number of rigs that are actively drilling, which is in turn driven by the need to drill wells. The need to drill wells is directly correlated to the prevailing oil price and the requirement to replace depleted reserves.

A PSV/SSV is employed to transport supplies to offshore platforms and return any other cargoes to shore. PSV/SSVs typically have cargo tanks for a variety of goods. However, fuel, water and chemicals are the primary supplies required by platforms. A PSV/SSV will typically have less engine power capacity than its AHTS counterpart, as its role is more supply focussed.

Demand for PSV/SSVs, which are used primarily to supply existing platforms and assist with offshore construction duties, is driven by the number of operational platforms. More platform installations will occur if oil prices are high and if expectations over future energy demand are also high. Furthermore, a high oil price context may also mean that existing platforms remain economically feasible and remain operational for a longer period of time.

AV and AWB serve as alternative berthing for offshore personnel associated with a production platform. On-site accommodation increases man-hours and reduces expensive crew shuttling. It also enables oil companies to complete construction or IMR work more quickly, ultimately bringing fields on-stream faster and reducing loss of production and revenue from a given field.

4.1.2 Substitute Products and Services

Although not a direct substitute, the drillship market could be an alternative to the AHT market. Drillships do not generally require vessel support in order to move and thus would not require an AHT or its services (though anchor handling duties may be if the rig is not operating in DP mode). Whilst this should be noted, the majority of SEA's drilling rigs are semisubs and jackups. Indeed, drillships only represent a small proportion, approximately 13% of the global market, especially in SEA where Infield Systems Limited currently tracks just three operational assets.

4.2 Relevant Laws and Regulations

4.2.1 Domestic legislation in the OSV Market

Moloysion Cobotage

Cabotage is a policy that reserves domestic trading of goods and passengers to ships that fly the indigenous states' flag. A country might choose to introduce a cabotage policy to reinforce and protect the domestic shipping industry from the stronger international competition. In the case of Malaysia, the policy was introduced with the Merchant Shipping Ordinance of 19S2, which appointed the Domestic Shipping Licencing Board ("**DSLB**") as the regulator in domestic shipping between Malaysian ports. The policy encouraged the registration of ships under the Malaysian flag but also ensured a market share for the domestic companies. In addition to these, the cabotage aimed to transfer skills and technology from the international industry to Malaysian companies, by forming bilateral agreements with more advanced industries.

The DSLB would issue each vessel with an unconditional, conditional, or a temporary operating licence according to the level of compliance with a specific set of requirements. Unconditional and conditional licences would be normally given to a Malaysian-flagged vessel and would last for a maximum of two years before they got reassessed. Temporary licences are issued to Malaysian companies that are required to operate foreign flagged vessels due to the non-availability of a suitable Malaysia flagged vessel. A conditional licence could last for a maximum of six months. The cabotage policy has been adopted by the majority of member states of the ASEAN. In addition to Malaysia, Indonesia, Philippines, Myanmar, Thailand and Vietnam have applied restrictions on domestic shipping services. In comparison to the domestic benefits derived from cabotage, there is international concern with regards to the inefficiencies and adverse effects that these policies might cause if left as it is. The impact of cabotage could be more apparent in sectors that require high-end vessels (i.e. FPSOs, OSVs), where it is more likely that the domestic vessel supply will not be fit for purpose. The ASEAN member states have already introduced exceptions for the technology sensitive industries such as the offshore oil & gas. For example, the Indonesian government has exempted vessels which perform oil & gas related functions such as survey, drilling and dredging, offshore production and support, as well as installation work.

PETRONAS Licences

In addition to its cabotage policy that regulates domestic shipping services, the Malaysian government regulates oil & gas related activities through the national oil company, PETRONAS. In exercise of section 7 of the Petroleum Development Act of 1974, the Petroleum Regulation Act 1974 dictates that any company offering services to the Malaysian oil and gas industry is required to obtain a licence from PETRONAS, including OSV operators. Companies issued with these licences are permitted to bid and carry out contracts related to the upstream and downstream sector of Malaysian oil and gas industry.

The following key general requirements[4] need to be fulfilled by a Malaysian company to apply for a licence:

- The company must be registered with the Registrar of Companies under a specific entity types and also registered with the statuary bodies dictated by the respective Standardised Work and Equipment Categories
- The company must have a stable financial background and a paid up capital of RM100,000 in ordinary shares for Licence application purposes and RM10,000 for the registration application
- Meet the minimum indigenous participation requirements in the equity, Board of Directors, management and employees

[4] http://www.petronas.com.my: General Guidelines- Application For PETRONAS Licence and Registration (As at 24th April 2012)

If a foreign company wants to participate in a bidding process, then the foreign company must either appoint an exclusive local agent or form a joint venture company with a local company that will in turn apply for a PETRONAS licence.

The table below described the key legislation in SEA and Middle East. Not all conventions and codes described below are applicable to all OSVs and all regions; instead each has to be adopted by a country before it can be enforced on vessels within their registry. As such, not all are applicable to ICON.

Table 1: Key Legislation in SEA and Middle East

Key SEA Countries	Cabotage Law	Local Crew Restrictions	National Registry	ITF Seafarers Member	Relevant Cabotage Legislation	Key IMO Conventions and Codes Adopted
Brunei			x			SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT
Cambodia				x		SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW
Indonesia	x	x	x	x	Maritime Law No. 17/2008	SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT
Malaysia	x		x	x	Merchant Shipping Ordinance 1952 (MSO 1952)	SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT, BWM, ISM
Myanmar	x				The Myanmar Merchant Shipping Act (1923)	SOLAS, MARPOL, ICLL, TONNAGE, COLREG, INMARSAT
Philippines	x	x	x	x	Republic Act 1937, Customs And Tariff Code of 1978	SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT, ISM
Singapore			x	x		SOLAS, MARPOL, ICLL, COLREG, INMARSAT, STCW, ISM
Thailand	x		x	x	Thai Vessels Act (1938)	SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT
Vietnam	x		x		The 1990 Maritime Code of Vietnam	SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT
Key Middle East Countries						
Oman			x			SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT, ISM
Qatar			x			SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT, ISM
Saudi Arabia			x			SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT
UAE			x			SOLAS, MARPOL, ICLL, TONNAGE, COLREG, STCW, INMARSAT

4.3 Supply and Demand

4.3.1 PSV/SSV

Over the previous five years, the PSV/SSV market has seen an increase in demand in line with an increased base of operational infrastructure outside North America. However, the increase in supply has been disproportionate to growth in demand and, as such, utilisation fell considerably during the 2008-2010 market downturn. Post 2010, rates have recovered as newbuild deliveries have eased, but not to the point where there is a level of undersupply.

Throughout the period between 2014 and 2019, Infield Systems Limited anticipates a flat utilisation rate of between 67% and 7S%. As a market average, this figure disguises the polarisation in the fleet whereby younger vessels tend to achieve higher utilisation than the conventional fleet. During the period of analysis, operators of younger tonnage would be expected to outperform the market average. On a regional basis, it is believed that Latin America, Asia and the Middle East report the highest levels of utilisation due to the prominence of long term charters. These long term charters are usually signed for five years, plus yearly options.

With regards to dayrates, the PSV/SSV market came off sharply from the pre-financial crisis boom years, after the aforementioned increase in supply and a depressed short-term[5] market softened rates. However, the low of 2009-2011 has established a floor for the market of below USD16,000/day with rates likely to creep up to a range of between USD18,000/day and USD3S,000/day. As with utilisation, younger vessels are expected to return a premium dayrate in comparison to older tonnage, whilst also benefitting from lower Opex levels. The dayrates presented within this report are charter rates.

In Malaysia, rates are expected to be higher than the global figure during the 2013 to 2019 period with the average expected to amount to a figure close to USD22,000/day. In addition, newer tonnage is expected to return a premium dayrate in comparison to older vessels.

Please refer to Sections S.1.4 and S.2.2 for further details about the supply and demand of PSV/SSV market in Malaysia and SEA respectively.

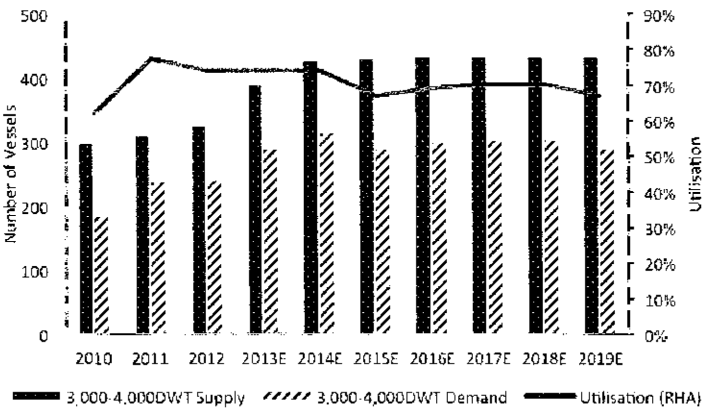

Figure 27: Historical and Forecast Global PSV/SSV Supply and Demand (Units) and Utilisation (RHS) (2010-19)
[Source: Infield Systems Limited]

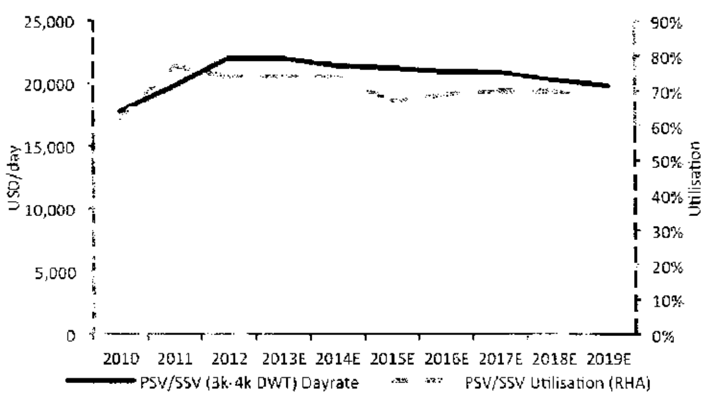

Figure 28: Historical and Forecast Global PSV/SSV Dayrates (USD/day) and Utilisation (RHS) (2010-2019)
[Source: Infield Systems Limited]

The general premium of short-term market dayrates over time charter[6] dayrates is expected to

[5]Short-term market contracts are short term, one off contracts which are immediately executed. They often carry a premium in terms of dayrate, but do not offer long term earnings visibility due to their one off nature.
[6] Long term contracts which can vary from one month durations to ten year deployments

continue. This is particularly important in the North Sea and US GoM where there is a relatively well-established short-term market. Whilst this premium is clear in terms of dayrate values, it is also noted that the market is moving towards long-term charters in a number of regions, including Norway where Statoil has contracted for periods in excess of five years. Elsewhere the long-term charter remains the main procurement strategy within SEA and the Middle East.

4.3.2 AHTS

A similar pattern to the PSV/SSV sector has been observed within the AHTS market, but the downturn in 2009 was more pronounced due to a lack of E&A drilling in mature regions. Consequently, utilisation fell across the various power band groups. In general, larger vessels with power outputs in excess of 12,000BHP recovered from the downturn faster than those within the 8,000-12,000BHP range. However, rates for the 8,000-12,000BHP benchmark have recovered and are expected to average over USD24,000/day during 2013. Assets with power outputs less than 8,000BHP have traded on a similar trajectory over the past three years although volatility within the market has been lower. The average dayrate for AHTS with power outputs less than 8,000BHP is estimated at USD11,370/day during 2013.

The supply of vessels within the 8,000-12,000BHP benchmark is expected to retreat slightly over the course of the period of analysis as older, less capable vessels are retired. This dynamic will likely have a positive effect on the overall rates achievable for such tonnage, however, the declining platform base in shallow waters will have a detrimental effect on the global average rate.

With the growth in demand for vessels across all classes likely to outstrip supply growth, utilisation rates for the 8,000-12,000BHP benchmark are expected to average 6S% in 2013, before rising to 69% during 2017. The market is expected to retreat slightly towards the close of the forecast in 2019 due to a forecast reduction in commodity prices. As with PSV/SSVs, younger AHTSs have returned both premium dayrates and utilisation in comparison to older vessels (>10 years) in the fleet in addition to reporting lower Opex figures.

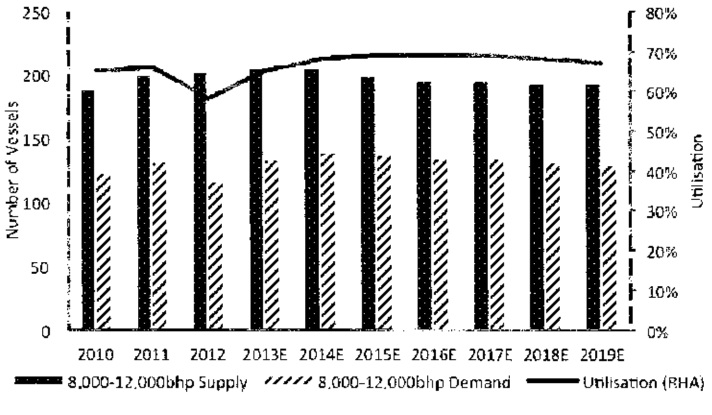

Figure 29: Historical and Forecast Global AHTS Supply and Demand (Units) and Utilisation (RHS) (2010-19)
[Source: Infield Systems Limited]

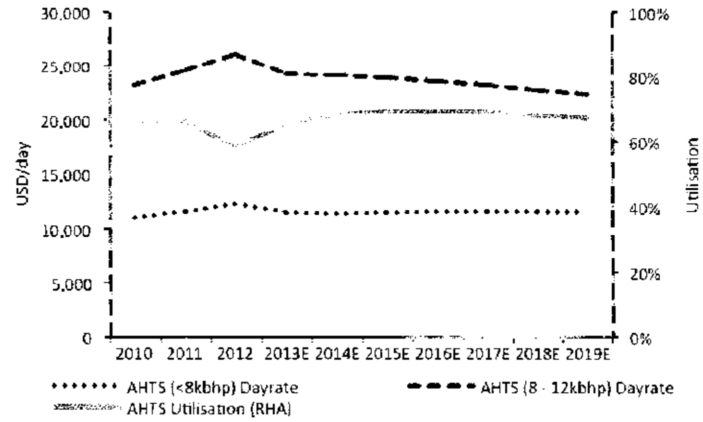

Figure 30: Historical and Forecast Global AHTS Dayrates (USD/day) and Utilisation (RHS) (2010-2019)
[Source: Infield Systems Limited]

In terms of contract lengths, the higher ends of the market (>10,000BHP) see a series of vessels operating on long-term charters that are signed for durations in excess of one year, but a growing proportion of newbuilds have entered the short-term market in regions such as Singapore and the North Sea. A number of vessels in the low ends of the market are on long term contracts, but also trade on the short-term market typically in SEA and North America. In SEA, rates have typically been in line with global averages, although charter lengths are generally longer. Additionally newer tonnage is expected to deliver a premium utilisation and dayrate in comparison to older, more conventional vessels. As with the PSV/SSV market, Malaysian AHTSs are expected to report a premium rate in comparison to the SEA average during the forecast period.

Please refer to Sections 5.1.4 and 5.2.2 for further details about the supply and demand of AHTS market in Malaysia and SEA respectively.

4.3.3 AWBs

The AWB market is expected to report an increase in utilisation throughout the forecast period as demand increases and supply remains relatively static. Despite a reduction in operational infrastructure within North American waters, the sector is expected to report an increase in activity during the period of analysis. The increase is broadly driven by the aforementioned growth within the Middle East and SEA.

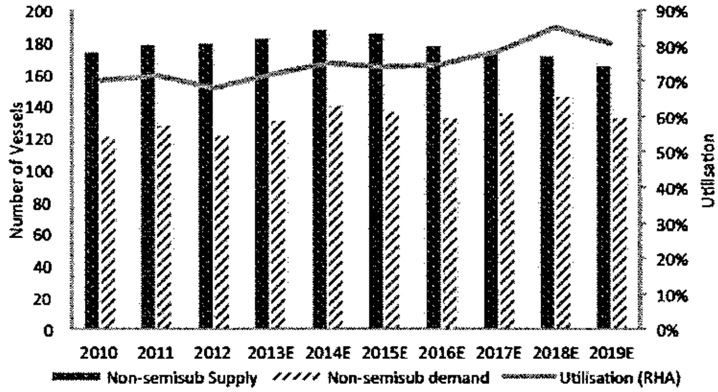

Figure 31: Historical and Forecast Global AWB Supply and Demand (Units) and Utilisation (RHS) (2010-19)
[Source: Infield Systems Limited]

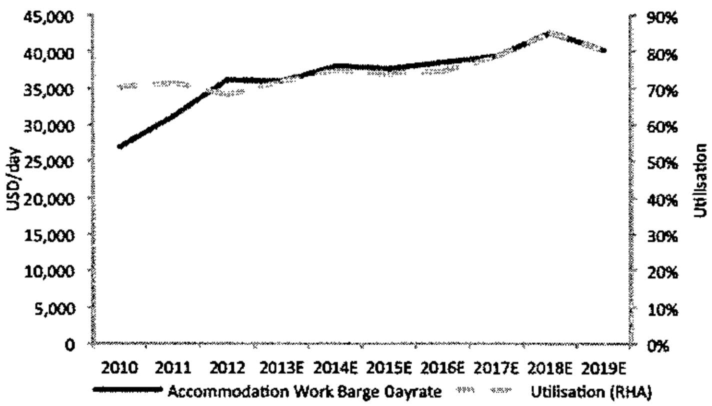

Figure 32: Historical and Forecast Global AWB Dayrates (USD/day) and Utilisation (RHS) (2010-2019)
[Source: Infield Systems Limited]

AWB market rates, which are expected to increase throughout the period of analysis from 2010 until a peak in 2018, have been less volatile than those presented within the AHTS and PSV/SSV markets. The lower level of volatility is a function of the length of charters. The market is weighted towards maintenance contracts which have historically been signed for multiple year terms and this has eased short term volatility in overall rates. The increase in maintenance work towards the close of the forecast in 2019 is the key driver behind the inflation in rates.

Please refer to Section 5.1.3 further details about the supply of AWBs in Malaysia

4.4 OSV Competitive Overview

4.4.1 Introduction

This section provides a comparative overview of the size, age, capability and strategy of 19 international vessel providers, namely, Tidewater, Bourbon, Swire, Farstad, EZRA, Alam Maritim, Swiber, MMA, Solstad, Hornbeck, Seacor, ICON, Jaya, Miclyn, CHO, POSH, Pacific Radiance, Perdana and Perisai. Together, these providers make up a significant share of the global support vessel fleet.

4.4.2 ICON's Fleet

As at the LPD, ICON has a total of 32 vessels available for charter, comprising of 30 owned vessels, one AHTS on a bareboat charter which is expected to be acquired by early June 2014 but is currently used as a forerunner vessel for one of our long-term charter contract and one AWB on a bareboat charter which is expected to be acquired by end June 2014. All references to ICON's fleet within this

Report refer to the 32 vessels available for charter as at the LPD. The fleet available for charter comprises 24 AHT/AHTSs, four SSVs, two UVs, one PSV and one AWB. ICON has a further six vessels which are currently under construction include two AWBs (expected delivery in first quarter 2015 and third quarter 2015 respectively), one PSV (expected delivery in fourth quarter 2014), one FCB under a joint venture with an affiliate of Odfjell Eiendom AS (expected delivery in fourth quarter 2014) and two AHTSs (expected delivery in third quarter 2015). ICON is in final negotiations with shipyard for the construction of another PSV with expected delivery by first quarter 2016.

As at 31 December 2013, ICON has an estimated 6% share of operational AHT/AHTSs and 2% share of operational PSV/SSVs in SEA. In its home market of Malaysia, ICON has a 15% share of AHT/AHTSs and 9% share of PSV/SSVs operational at 31 December 2013. In the Middle East market ICON has one AHTS, Omni Tigris, operating in Qatar.

4.4.3 Competitive Global Fleet Overview

Persistently high oil prices have stimulated and will continue to encourage offshore drilling activity. However, the increase in support vessel demand has not been enough to balance the considerable rise in vessel supply over the last five years, thereby creating excess-supply in the short-term. However, in the coming years, a certain improvement in the AHTS segment is expected as a large number of old vessels[7] are expected to be removed from the market and demand for younger, modern, and more sophisticated vessels increases rapidly.

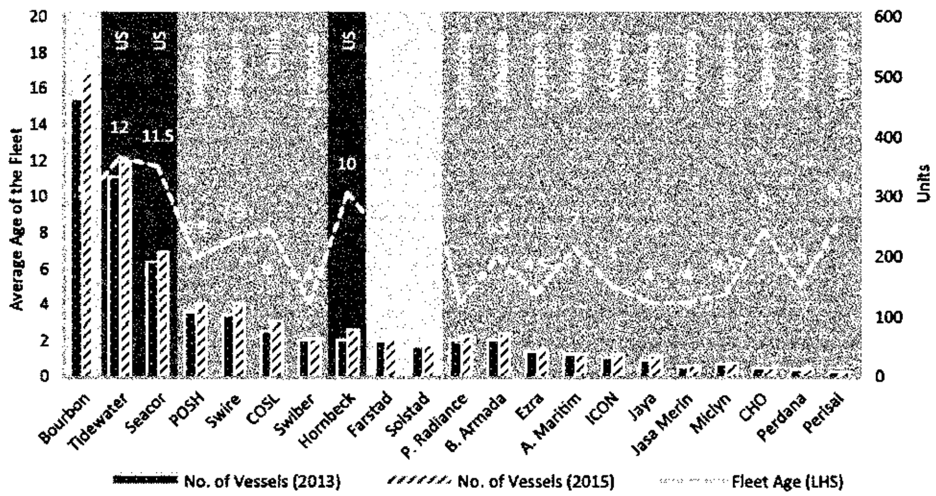

Figure 33: Total No. of Vessels Operated – Including Newbuilds by Operator
[Source: Infield Systems Limited]

By contrast, we expect the PSV/SSV market to remain in a state of oversupply simply due to the tide of newbuilds set to be delivered over the forecast period. For instance, Tidewater, Swire and Hornbeck are expected to receive 18, 14 and 13 new PSV/SSVs, respectively, over the next three years.

[7] Tidewater defines old vessels as those at least 25 years old and nearing or exceeding original expectations of their estimated economic lives. The global OSV market has a large number of old vessels, including about 725 vessels, or 26%, of the worldwide fleet. Of these older vessels, approximately one-third are already stacked (uncompetitive).

8. INDUSTRY OVERVIEW *(Cont'd)*

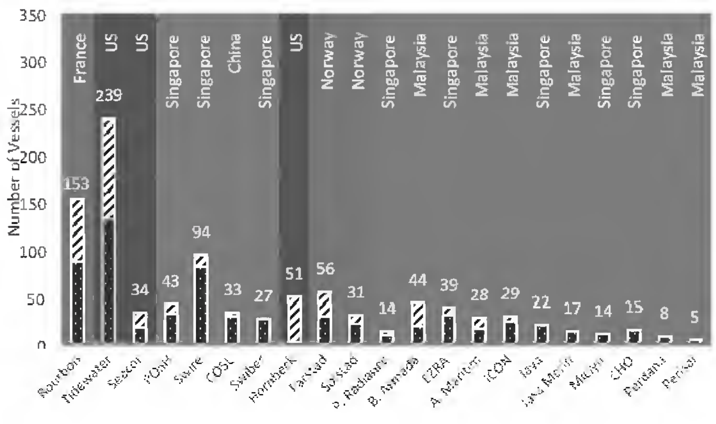

Figure 34: No. Of AHT/AHTS and PSV/SSV Vessels by Operator (2013E)
[Source: Infield Systems Limited]

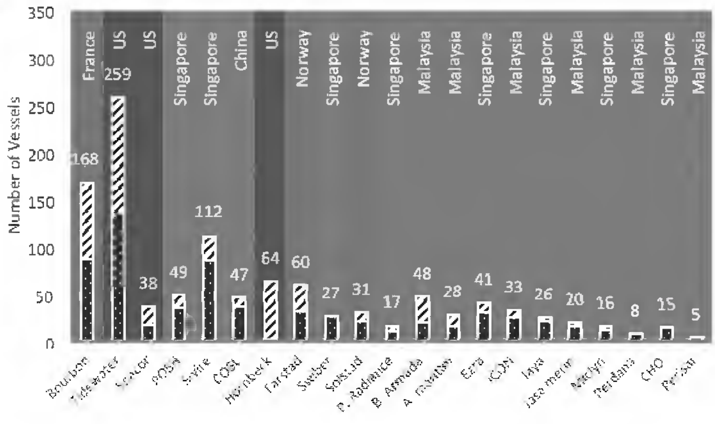

Figure 35: No. Of AHT/AHTS and PSV/SSV Vessels by Operotor (2015E)
[Source: Infield Systems Limited]

Another characteristic of the global support vessel market is the different dynamics in regional demand and supply. The North Sea market has been characterised by over-capacity of tonnage, however, markets such as West Africa and Brazil have seen more attractive rates and utilisation due to the rapid growth in offshore activity and relatively limited vessel deployment. Vessel operators with a global presence, sound track-record and larger fleet will have the advantage in capturing new demand in these regions. POSH, Tidewater, Swire, Bourbon, Hornbeck and Farstad are the strongest global players with support fleets over 50 vessels (including expected newbuilds) each and revenue generated from diverse geographic regions.

Given the backdrop of rapid growth in deepwater activity and new regional opportunities, the strategic objectives of major support vessel operators are broadly similar. The goals are to develop a young and modern fleet of vessels, maintain a sound execution and safety track record, and pursue a growing global presence.

Tidewater is currently modernising its fleet (average age 12.6 years); ordering 22 new support vessels to be delivered in 2013 and in 2014. Bourbon will build 41 new vessels, including 15 new generation PSV/SSVs, in the coming three years. Farstad will receive 12 newbuilds in the three year period from 2012 to reduce the fleet age from 7.5 years to 5.5 years. Swire has 26 new vessels under construction, which are expected to be delivered within the coming three years. Finally, COSL signed an agreement for the construction of 15 OSVs to enhance its capabilities in deepwater operations.

Along with ordering larger and modern newbuilds, operators have been actively retiring or selling their oldest AHT/AHTSs, especially those built in the 1980s, to maintain a young and modern fleet. For instance, in 2012, Farstad sold five AHTSs constructed in the 1980s and Swire sold four old vessels.

A number of regional contractors have increased their global presence over the past few years. EZRA, for example, has evolved from an Asia-centric operator into a global provider with nearly two-thirds of its revenue generated from outside SEA in 2012. COSL was predominately a Chinese regional vessel provider five years ago. Along with CNOOC, its parent company, COSL has now expanded rapidly into Europe, SEA and other regions. Finally, Asia-focused Bumi Armada is also establishing a presence in new markets across Asia, Latin America and Africa. With more regional-focused vessel operators expanding into international markets, we expect a further increase of competition in the global market in the coming years.

In summary, major support vessel operators are expanding rapidly in terms of both fleet size and quality, differentiating themselves further from smaller regional vessels providers such as Pacific Radiance, Pacific Richfield Marine, and the Shipping Corporation of India. Compared with the high-powered and modern fleets of the major global operators, the vessel fleets of such smaller regional vessel providers may lack the size, track record, and capability to provide complete and competitive services on the global stage.

With a young, large, and modern fleet as well as a global presence, major global operators such as Farstad, Bourbon, Swire and EZRA are well positioned to meet existing vessel demand in addition to that sourced from new and deepwater regions. However, we expect strong competition in the global support vessel market, especially in the PSV/SSV segment, as a large number of newbuilds are coming into the market over the next three years. We anticipate that operators with high-end specialised vessels, strong execution track records, and diverse regional base will thrive in this competitive environment.

Table 2: Major Operators' AHT/AHTS & PSV/SSV Fleet Overview

Operator	No. of Vessels				Fleet Age[8]			Power Capacity	
	Total Fleet	OSV[9]	AHT/AHTS	PSV/SSV	OSV	AHT/AHTS	PSV/SSV	Avg. AHT/AHTS BHP	Avg. PSV/SSVs DWT
Bourbon	458	153	87	66	9.5	10.3	8.4	10,300	3,082
Tidewater	328	239	133	106	12	11.7	12.4	6,100	3,220
Seacor	189	34	18	16	11.5	10.8	12.3	10,120	2,283
POSH	112	46	33	13	3.9	4.4	2.5	11,931	3,125
Swire	101	94	82	12	7.5	7.5	7.5	8,508	4,010
COSL	75	33	29	4	8	7.9	8.7	9,543	2,975
EZRA	65	39	31	8	4.5	4.5	4.5	8,000	3,175
Swiber	62	27	27	0	4	4	N/A	5,721	N/A
P. Radiance	62	14	10	4	4	4.2	3.9	6,763	3,683
Hornbeck	61	51	2	49	10	13	9.9	6,100	3,197
B. Armada	61	44	19	25	6.5	6.3	6.7	5,116	3,300
Farstad	59	56	30	26	7.5	8.1	6.8	18,350	4,171
Solstad	50	31	22	9	12	13.2	9.1	15,835	4,492
A. Maritim	38	28	16	12	7	6.2	8	4,750	750
ICON	32	29	24	5	5	4.8	6.2	5,271	2,020
Jaya	28	22	20	2	4	4.3	1	7,298	5,344
Miclyn	22	14	11	3	4.5	5.6	0.5	5,681	2,000
Jasa Merin	17	17	14	3	4.8	4.1	8	7,700	1,600
Gulf Marine	16	16	12	4	10	8	16	8,950	2,200
CHO	15	15	15	0	8	8	N/A	8,462	N/A
Perdana	13	8	8	0	5	5	N/A	9,635	N/A
Perisai	9	5	5	0	8.5	8.5	N/A	7,796	N/A

4.4.4 Competitive Position of ICON

ICON is one of the largest global pure-play[10] OSV operators and the largest Malaysian based pure-play OSV providers in terms of number of vessels, with a strong focus on shallow water services. In 2011, ICON also served the deepwater market through the bareboat charter of three dynamically positioned AHTSs from Jaya Offshore.

[8] The average age of all the vessels in the corresponding category operated by the operators which is computed based on the total age of all the vessels in the corresponding category divided by the total number of vessels within that category.
[9] Includes AHT/AHTSs and PSV/SSVs
[10]A Pure-Play OSV operator is defined as an operator with only AHT/AHTS, PSV/SSV and AWB assets within its fleet. The key Pure-Play operators in the SEA and Malaysian regions include CHO, Jasa Merin and ICON, of which ICON is the largest with 32 vessels. Being a Pure-Play operator should allow for higher utilisation across the fleet, lower Opex levels and lower risk in terms of project completion as the work carried out is less complex.

ICON operates a young fleet of tonnage designed mainly for the support of shallow water operations. As such, ICON's key competition is the vessels operated by those players highlighted in the above, with similar power outputs and DWTs.

Within the target market in SEA, particularly in Malaysia, the likes of Tidewater, Bourbon and Swire account for ICON's key competition in addition to Bumi Armada, Swiber, Seacor, Perdana, Farstad, Miclyn, and Perisai.

Within the AHT/AHTS market in SEA, ICON is particularly well positioned with a 24 AHT/AHTSs strong fleet, with an average age of 4.8 years, this in comparison to the combined global average age of 10.3 years. In Malaysia there are small local players such as Sealink International Berhad, Ajang Shipping Sdn Bhd and Syarikat Borcos Shipping Sdn Bhd which operate a limited number of aged shallow water AHT/AHTSs, which are not in direct competition with ICON's modern AHTS fleet.

With a larger and younger fleet than the majority of its peers, ICON is particularly well positioned to take advantage of opportunities within the shallow water AHTS market.

ICON has a smaller presence within the global PSV/SSV market. Whilst Bourbon and Tidewater each has a fleet in excess of 30 vessels, the ICON PSV/SSVs fleet currently amounts to five vessels. However, despite lacking the scale of its direct peers, ICON's fleet is considerably younger, with an average age of 6.2 years as opposed to the global average of 1B years.

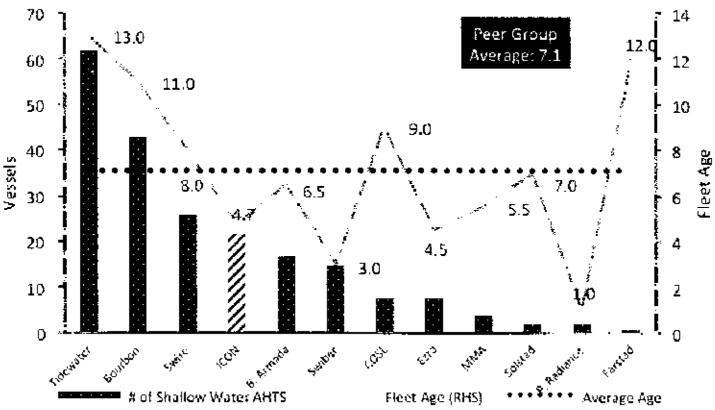

Figure 36: Shallow Water AHTSs
[Source: Infield Systems Limited]

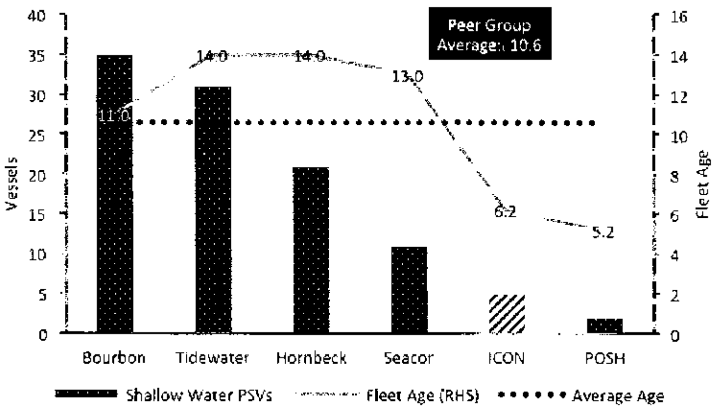

Figure 37: Shollow Woter PSV/SSVs
[Source: Infield Systems Limited]

Infield Systems Limited defines a shallow water AHTS if its engine power capacity is less than B,000BHP and a deepwater AHTS if its engine power capacity is in excess of B,000BHP. Infield Systems Limited defines a shallow water PSV/SSV if its cargo carrying capability is less than 2,500DWT and a deepwater PSV/SSV if its cargo carrying capability is in excess of 2,500DWT.

ICON's current fleet of AHTSs and PSV/SSVs are well positioned to take advantage of the shallow water opportunities that the Malaysian and wider SEA market offer. Whilst ICON currently has a specific shallow water focus, it has one 8,000BHP DP2 AHTS in operation. In addition, all the six vessels currently under construction and another PSV in final negotiations to be constructed, are designed, built, powered and fitted with up-to-date technology such as DP systems and higher BHP engines. They provide ICON with the flexibility to meet the changing needs of its customers, capitalize on new growth opportunities including tendering for deeper water projects in Malaysia going forward.

ICON is well positioned to leverage off favourable Cabotage rules in Malaysia and PETRONAS Licensing requirements in bidding and winning contracts against foreign companies. The company's fleet of vessels also provide the opportunity for charter contracts in international markets, specifically India, the Middle East and Australasia.

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5 REGIONAL OVERVIEW 2010-19

5.1 Malaysia

5.1.1 Introduction and Future Growth

Overview

With an estimated 3.7bnbbls of proven oil reserves and 1.3tcm of proven natural gas reserves, Malaysia is SEA's primary source of hydrocarbons and its single largest OSV market. Indeed, in 2012 Malaysia's oil production stood at 657,000bpd whilst natural gas production amounted to 65.2bcm. These figures make Malaysia the primary combined oil and gas producer in SEA and the region's number one oil producer and number two natural gas producer.

In common with other SEA economies, oil consumption has increased markedly in Malaysia over the past decade. Indeed, between 2002 and 2012, demand grew by 24% to 697,000bpd, while production fell by more than 11%, resulting in Malaysia becoming a net-importer of oil. In terms of gas, Malaysia was SEA's second largest producer and the world's second largest exporter of LNG, behind Qatar. In 2012, Malaysia exported 31.8bcm of LNG, representing a 9.7% market share of total global exports.

Global events that affect the natural gas markets are therefore likely to impact upon the Malaysian industry. Indeed, the massive earthquake and closely averted nuclear disaster at Fukushima, Japan is likely to have a long-term impact on global gas markets. Whilst nuclear energy has often been viewed as a transition fuel between a hydrocarbon-fuelled economy and a more sustainable renewable-fuelled economy, increased concerns over nuclear safety have been aired in response to the potentially disastrous events in Fukushima during March 2011.

At present, the most viable alternative to nuclear power is arguably gas due to its shorter lead-times and lower capital costs than oil or coal. Indeed, Japan posted recorded imports of LNG causing prices to soar by around 33% after the incident. By the end of 2011, LNG imports were up 12.2% to a then record high of 78.5 million tonnes which was subsequently passed in 2012 when imports reached 87.3 million tonnes. The impact of Fukushima is not only contained within Japan as countries across the globe have revisited their nuclear energy strategies and commitments. An increase in demand for LNG is therefore one likely outcome from this incident and this would benefit exporting countries.

Whilst Malaysia has maintained a leading position in the LNG export market, the country is bracing itself for a potential downturn in natural gas and crude oil production (the latter of which peaked in 2004). Indeed, declining production rates and increasing demand for energy has prompted the Malaysian government to announce a series or incentives designed to encourage the development of the country's marginal, deepwater, small and HPHT prospects and attract the investment of global E&P players. Another stimulus to offshore activity can be found in the Malaysian Government's RSC which is designed to fast-track the development of small and marginal fields. The first RSC was awarded to Petrofac Energy Developments Sdn Bhd and SapuraKencana Petroleum Bhd in January 2011 for the development of the Berantai field.

Concurrently, PETRONAS has placed an emphasis on EOR techniques and is seeking to improve the recovery rates on existing fields. This is likely to give the Malaysian market a dual focus of greenfield deepwater investment and brownfield shallow water life-extension which should translate to an increase in opportunities for the Malaysian oilfield services market, in particular those companies involved in OSVs, T&I and engineering services.

5.1.2 Malaysian ETP and Relevant EPPs

The Malaysian economy has traditionally been commodities-dominated and Government-driven. Malaysian growth has been slow since the 1997/98 Asian financial crisis due to growing competition for exports and foreign investment from neighbouring countries. The New Economic Model aims to release Malaysia from the middle-income trap into a high-income nation by 2020. Since its release in 2010 the National Transformation Programme (which comprises of two components, the ETP and the GTP) has already made huge strides towards delivering its goal to increase GNI per capita to USD1S,000, keeping economic growth consistently above S%. The GTP aims to reduce corruption and ensure the public's needs are a priority.

Government Economic Transformation Programme – Overview

The Malaysian Government's ETP has highlighted 12 NKEAs areas of economic opportunity for the private sector, which could push Malaysia's high income status and global competitiveness. The NKEAs are:

- Oil, Gas & Energy, *Palm Oil & Rubber,* Financial Services, *Tourism,* Business Services, *Electronics & Electricol,* Wholesale & Retail, *Educotion,* Healthcare, *Communicotions Content & Infrostructure,* Agriculture, *Greoter Kuolo Lumpur / Klong Volley.*

NKEAs have been targeted for government support due to their potential to enhance GNI, although the government still sees non-NKEAs as crucial to Malaysia's transformation. The NKEAs are partly chosen for the ability to benefit non-NKEAs through the multiplier effect.

Individual ministries look after the progress of each sector. Each NKEA offers private sector involvement and investment opportunities in the EPPs. These EPPs guide the development of the industry or sector. There is currently a list of 1S9 identified EPPs, 13 of these relate to the NKEA titled Oil, Energy & Gas.

EPP 1: Rejuvenoting Existing Fields through Enhonced Oil Recovery – GNI by 2020: RM 16,000,000,000

EOR is a technique to improve the oil recovery rate from a field using gas, chemical injections or thermal flooding. PETRONAS plans to produce 750 million barrels from 14 oil fields using the EOR initiative. To do this PETRONAS is implementing new PSCs with varying complexities to attract investors to enhanced oil recovery techniques.

- In January 2011, PETRONAS signed two 30-year PSCs with Shell worth over USD12 billion for EOR projects off the coast of Sabah and Sarawak to develop nine and four oil fields respectively. These projects should increase the average recovery rate of the fields from 36% to 50%.
- In May 2012, PETRONAS awarded Talisman the contract for EOR projects in the Kinabalu Fields. The PSC has a PVB term - the share of the projects grows over the lifetime of the field - leading to investors wanting to continue producing potentially risky mature fields.
- ExxonMobil, along with its PSC partner PETRONAS, plans to invest USD2.6 billion in new oil and gas assets to rejuvenate mature facilities using EOR techniques in the Tapis Field. Under the project, EMEPMI and PETRONAS have signed a deal in which the partners will invest in a water-alternate-gas EOR project to boost the output of Malaysia's largest producing oilfield. The project will include the installation of one large central processing platform with accommodation for 145 personnel and a smaller riser platform. The Tapis field lies 118 miles of Terengganu in shallow water and was discovered in 1969 and brought into production in 1980. The crude produced from Tapis is of very high quality and low sulphur content. In addition to the Tapis field, the contract holds plans to develop six other fields: Selign, Guntang, Semangkok, Irong Barat, Tabu and Palas.

A large driver for the implementation of EOR projects is to stem the decline in Malaysia's oil production by improving production and extending field life beyond 2040. The rejuvenation of existing fields through EOR will have a positive effect on the OSV market as production increases, through the increased base of operational infrastructure particularly platforms and subsea equipment.

EPP 2: Developing Marginol Fields through Innovotive 5olutions – GNI by 2020: RM 5,500,000,000

PETRONAS is working with the IOCs and independent oil companies to utilise the potential of Malaysia's small fields. This is predominantly carried out using PSCs or RSCs[11]. RSCs are awarded by PETRONAS for a fixed fee in return for the services and expertise of an E&P operator to produce the oil on the PETRONAS-owned field. The oil remains the property of PETRONAS to sell as they wish.

- In June 2012, PETRONAS signed three PSCs with PETRONAS Carigali Sdn Bhd, Hess Exploration and Production Malaysia B.V. to develop the detached fields in the North Malay Basin. The nine stranded gas fields will be exploited along with the development of a new gas gathering, processing and transportation hub and 300km of pipeline. USDS.2 billion is expected to be invested in the North Malay Basin project over the next five years and the project should commercialise 1.7 standard trillion cubic feet of gas reserves from the area.
- PETRONAS awarded Petrofac Energy Developments Sdn Bhd and SapuraKencana Petroleum Bhd a RSC in January 2011. Gas production began on 20 October 2012. The gas is exported by a 30km subsea pipeline to the PETRONAS Carigali operated Angsi field and from there onto the peninsula gas grid.

PETRONAS has sought new tax incentives to help achieve the aims of EPP 1 and EPP 2. If the new tax incentives are incorporated into the PITA, there will be greater interest in developing new oil and gas resources, smaller fields and technically challenging resources. The development of small fields will increase the demand for OSVs in the region, particularly smaller vessels (<8,000BHP) such as those operated by ICON.

EPP 3: Intensifying Explorotion Activities

Implemented by PETRONAS, intensified exploration activities should boost the level of known resources and potential new investment. PETRONAS' successful drilling in Block SK316, offshore Sarawak, has uncovered an estimated 2.6tcf of net gas.

Intensifying exploration activities will have a positive effect on the demand for OSVs in Malaysia. AHTSs and PSV/SSVs will be needed to move and facilitate different rigs when they are employed to drill and test the wells.

EPP 4: Building o Regionol 5toroge ond Troding Hub – GNI by 2020: RM 1,625,700,000

Royal Vopak N.V., Dialog Group Berhad and the State Government of Johor are partnering to invest in the development of an Independent Deepwater Petroleum Terminal at Pengerang, Johor. The storage and trading hub should have a storage capacity of around five million cubic meters of petroleum. This regional oil storage and trading hub looks to utilise many existing attributes in the region such as; Malaysia's port locations on major shipping routes for crude oil and refined products, its location relative to Singapore, as well as Pengerang's land availability and deep-water marine accessibility.

[11] First implemented in Malaysia, the RSC departs from the PSC first introduced in 1976 and most recently revised last year as the EOR PSC which ramps up recovery rate from 26% to 40%.

The project will enable the breakup of larger international crude oil and fuel cargoes into smaller loads that can be delivered to the more inaccessible destinations in SEA. Furthermore it enables traders to access arbitrage opportunities on the futures markets through hedges that require storage facilities for the oil products.

The Pengerang Terminal should act as motivation for investors because it assures them that even if demand was to drop in the short term, Malaysia has new capacity for storage and hedging measures could be implemented. This increased investment in offshore oil and gas in Malaysia and in the SEA region will increase the demand for OSVs.

EPP 5: Unlocking Premium Gas Demand in Peninsula Malaysia – GNI by 2020: RM 2,404,000,000

Declining domestic production and increased industrial demand for natural gas in Malaysia has created a new market for the importing of LNG at competitive prices. The following projects should assist in bringing international gas supply onshore at affordable prices to fill the expected void between supply and demand.

- The Sungai Udang regasification terminal received its first LNG tanker in May 2013 and has a maximum capacity of 3.8 million tonnes per annum with two FSUs to receive and store LNG.
- A consortium comprising Vopak N.V., Dialog Group Berhad and the State Government of Johor will invest RM4.08 billion to build the Pengerang Terminal - a LNG storage, loading and regasification terminal primarily for LNG trading and domestic gas supply purposes. The Pengerang Terminal will enable multiple LNG users to store and trade LNG simultaneously, which could position Malaysia as the LNG trading hub of Asia.

The unlocking of premium gas demand in Peninsular Malaysia should not detrimentally affect investment in Malaysian oil and gas because the terminals are needed to meet the void in supply and demand.

EPP 6: Attracting Multi-National Corporations to Bring Their Global Oil Field Services and Equipment Operations to Malaysia – GNI by 2020: RM 6,124,800,000

The MPRC formed the ICC to facilitate an influx of major firms in the OFSE industry basing their business operations in Malaysia. This move should build a cost-efficient base in Malaysia for EPIC activities in the Asia Pacific region.

- The MPRC organised the Malaysian Pavilion at the Offshore Technology Conference in Houston to promote Malaysia's service providers.
- Malaysia hosted Asia's first OTC in March 2014.

By contributing to a more diverse client pool EPP 6 is likely to foster increased demand for OSVs particularly in regards to the support of offshore construction activity.

EPP 7: Consolidating Domestic Fabricators – GNI by 2020: RM 4,108,800,000

Malaysian fabricators are being encouraged to become competitive in the region through consolidation, which will increase financial resources, and knowledge and technology transfer. The fabrication industry has already been consolidated to leave seven remaining entities – MMHE Bhd, Kencana HL Bhd, Brooke Dockyard &Engineering Works Bhd, BHIC Penang Shipyard Bhd, TH Heavy Engineering Bhd, Labuan Shipyard and Engineering Sdn Bhd and Muhibbah Engineering Bhd

EPP 8: Developing Engineering, Procurement and Installatian Capabilities and Capacity through Strotegic Portnerships ond Joint Ventures – GNI by 2020: RM 4,028,800,000

Global, highly advanced OFSE companies are encouraged to form joint ventures with local companies to improve local EPIC capabilities, as well as increase the international awareness of Malaysian companies.

- BC Petroleum Sdn Bhd, a consortium including Roc Oil Company Limited, Dialog Group Berhad and PETRONAS Carigali Sdn Bhd, has invested over RM626million in the pre-development of the RSC for the Balai field project.
- TH Heavy Engineering Bhd partnered with McDermott, to enhance its engineering and installation capabilities.

Building up the local EPIC capabilities keeps more of the supply chain within Malaysia and neglects overseas fabricators. This benefits the Malaysian OSV market as they are likely to hold more contracts with local fabricators.

EPP 9: Improving Energy Efficiency – GNI by 2020: RM 13,900,000,000

By improving Malaysia's power and fuel consumption, companies become more competitive and the cost of living decreases. The government has proposed many initiatives that will dramatically reduce the demand for energy.

- Faber Group Berhad will lead a project for the EPMS for government entities by energy auditing five hospitals as part of the government's move to lead by example on energy efficiency.
- The government aims to encourage the sale of energy efficient appliances.
- National utility firm TNB will be incentivised to make co-generation, the simultaneous generation of power and heat, economically viable.
- The government wants to regulate the insulation on newbuilds and renovated buildings.
- The government has encouraged the purchase of hybrid cars by extending a 0% tax incentive on sales in 2013.

A huge improvement in energy efficiency would dramatically reduce demand for energy and with increased investment in alternatives to oil and gas the demand for hydrocarbons could decrease. However, this EPP looks to stem the huge increase in energy demand implemented by the NTP rather than decrease the actual demand for energy from current levels, and therefore the oil and gas market along with the OSV market should not be negatively affected.

EPP 10: Building Up Renewoble Energy ond Solor Power Copacity – GNI by 2020: RM 457,500,000

Investing in renewable energy will reduce Malaysia's dependence on fossil fuels and decrease the price of oil and gas. The FiT scheme for renewable energy aims to deliver 1.2GW, 7% of Malaysia's energy mix, by 2015 and 3.1GW (14%) by 2020. The challenges surrounding the FiT are acquiring sustaining funds and providing adequate infrastructural support for the growing renewables industry.

- There are currently no offshore wind farms in operation around Malaysia, the renewable energy initiative is being led by a solar power through the allocation of photovoltaic cells being placed on residential and commercial rooftops.
- Cypark Resources Berhad leads private investment initiative to build a Renewable Energy Park in Pajam on a remediated landfill site. The park aims to harness solar, landfill gas and waste as potential resources to generate over 10MW of power.

The lack of investment in offshore wind farms means that the increase in emphasis on renewables does not affect the OSV market positively. However, the renewable energy set to come online is meant to supplement the large increase in demand for energy and should not therefore act as a substitute to any energy recovery processes involving OSVs.

EPP 11: Deploying Nuclear Energy for Power Generation – GNI by 2020: RM 212,300,000,000

The Nuclear Power Development Steering Committee has been created to prepare a NPIDP. It is considered that nuclear power will be needed in 2021 to meet the energy demand for Peninsular Malaysia[12], and the current development timeline is 11 or 12 years from a start point in 2011. This may not have a significant effect on the demand for oil and gas because the nuclear energy will be used to complement the existing energy mix. As a result the OSV market is not negatively impacted.

EPP 12: Tapping Malaysia's Hydroelectricity Potential – GNI by 2020: RM 5,700,000,000

SEB and the RECODA will plan, construct, own and operate Sarawak's hydroelectric dams. Sarawak will hope to attract energy intensive industries to the state to capitalise on the hydroelectric potential. The hydroelectric potential will be used to fill the energy void and, therefore, should not negatively impact the demand of OSV supported energy resources such as offshore energy.

EPP 13: Increase Petrochemical Outputs

EPP 13 is the only EPP yet to begin implementation. However, PETRONAS is looking to grow its petrochemical business by developing both the RAPID project in Johor and the SAMUR project.

- RAPID, a PETRONAS investment, is set to cost RM60 billion and would be the largest green field investment in the Asia Pacific. RAPID was launched on 13 May 2012 although construction has been delayed due to housing relocations at the site. The project should rival Singapore as Asia's most vibrant petrochemical hub.

The increase in petrochemical outputs will be taking away some of the crude supply that could be used for energy production and this increase in demand for crude benefits the OSV market through increased demand.

Conclusion: The Effect of the ETP's Oil, Gas & Energy EPPs on the Malaysian Offshore Oil and Gas Market

Malaysia's Oil, Gas & Energy EPPs are designed to facilitate rapid growth within the economy as a whole, but they hold specific themes.

- EPPs 2 & 3 seek to cultivate new potential in order to meet the growing demand for energy
- EPPs 10, 11 & 12 aim to develop complimentary energy sources
- EPPs 1, 6, 7, 8 & 9 aim to improve existing infrastructure and use improved techniques to secure more relative output from the current resources
- EPPs 4 & 13 look to attract new business by increasing leverage in particular fields
- EPP 5 recognises the energy requirements of Malaysia and aims to maintain supply where local resources are insufficient to meet demand

The first three EPPs show the emphasis in PETRONAS' attempts to unlock any hydrocarbon potential in Malaysia's mature oil fields. Deepwater drilling and exploration is expected to remain consistent over the three years, and extensive subsea oil and gas pipelines will be needed to enable more diverse locations to be monetised. Billions of ringgit are set to be spent on RSCs, exploration and

[12] Peninsular Malaysia is the mainland between Southern Thailand and Singapore that holds over 80% of Malaysia's population.

upstream Capex. These three EPPs should have the most effect on the OSV market because they should directly increase the demand for OSVs. EPP 8 should also have a large positive effect on the OSV market as keeping the EPIC activities within the Malaysian market should promote a preference for Malaysian OSVs.

The Malaysian oil and gas sector was identified as a key transformation area and PETRONAS' RM300 billion five-year Capex plan aims to shorten the energy shortage aggravated by the economic growth stemming from the Malaysian NTP. PETRONAS' strategy consists of a three-prong development plan to enhance oil recovery, develop marginal oilfields and rationalise its international operations. The development of marginal oil fields will use RMS billion, enhanced oil recovery will cost RM46 billion and the North Malay Basin project RM1S billion. Downstream activities include the RMS billion Pengerang Terminal and the RM60 billion Refinery and Petrochemical Industrial Development project in southern Johor.

Historical and Forecast Capex

In terms of capital spending, the Malaysian offshore market experienced a growth phase shortly after the turn of the millennium during the development of fields such as Sarawak, Bunga Raya, Angsi and Jintan. The market then retracted before growing once again as Murphy Sabah Oil Company developed the deepwater Kikeh field via the deployment of an FPSO.

Much like with the wider global market, offshore activity in Malaysia was adversely affected by the global financial crisis, however, Infield Systems Limited expects significant growth in offshore Capex going forward. On the back of the aforementioned activities of PETRONAS, Malaysian offshore upstream Capex is expected to amount to over USD40 billion between 2010 and 2019, with the local NOC and its subsidiaries likely to account for over 4S% of investment.

Post 2013 the largest projects in Malaysia include Separ's gas phase, Sarawak KOS, Baronia and Karawari, each of which are led by PETRONAS. Outside of the NOCs investment, Infield Systems Limited expects to see considerable levels of expenditure on Shell's Ubah field in addition to Murphy Sabah Oil Company's developments.

Capex is expected to peak relatively early in 2014 at close to USDS.4 billion, before settling somewhat and equating to an average of USD4.9 billion per annum between 201S and 2017. Infield Systems Limited expects to see an increase in investment during 2018 with around USDS.3 billion invested in the market.

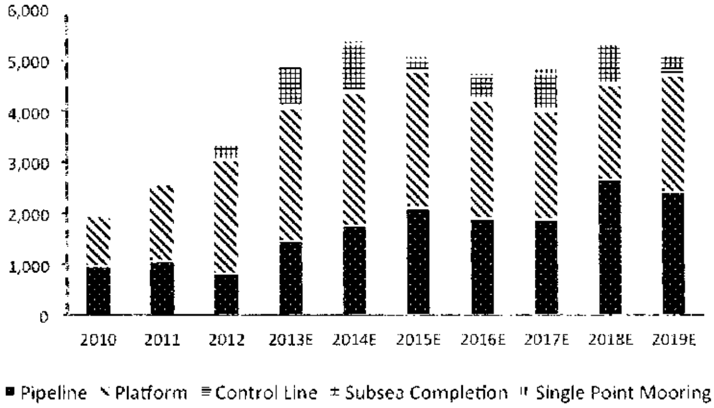

Figure 38: Historical and Forecast Malaysian Offshare Capex (Phased USOm) by Object Type (2010-2019)
[Source: Infield Systems Limited]

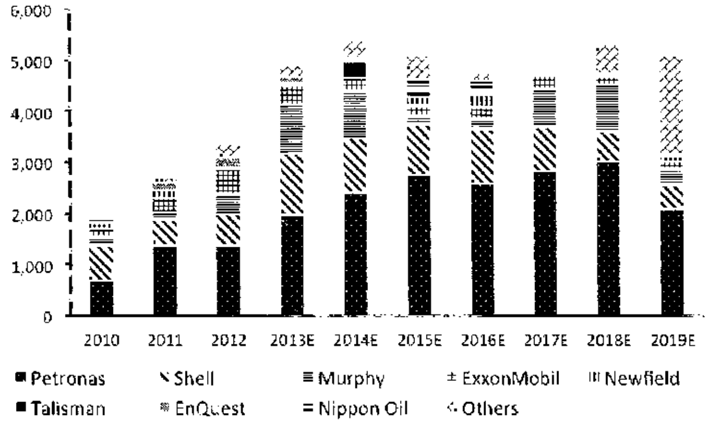

Figure 39: Historical and Forecast Malaysian Offshare Capex (Phased USOm) by Operatar Graup (2010-2019)
[Source: Infield Systems Limited]

3S

Much of the forecast Capex is expected to be directed towards the development of pipeline and platform infrastructure which will be installed to exploit the country's shallow water reserves. Towards the latter part of the forecast, Infield Systems Limited also expects a growth in deepwater expenditure leading to increased investment in the floating platform, control line and subsea production markets.

Of PETRONAS' USD19.6 billion Capex in offshore fields in Malaysia, some 89.8% or USD17.6 billion is expected to be invested on shallow water developments, highlighting the continued demand for OSVs in the sector. The residual USD2.0 billion, or 10.2%, is expected to be invested in deepwater. Deepwater Capex is expected to increase at a CAGR of 6% between 2012 and 2018. PETRONAS' offshore investment accounts for 4S% of the offshore Capex in Malaysia. IOC's such as Shell (18% of the total offshore Capex in Malaysia), ExxonMobil (6% of the total offshore Capex in Malaysia) and independents such as Murphy Sabah Oil Company (12% of the total offshore Capex in Malaysia) are also significant players in Malaysia.

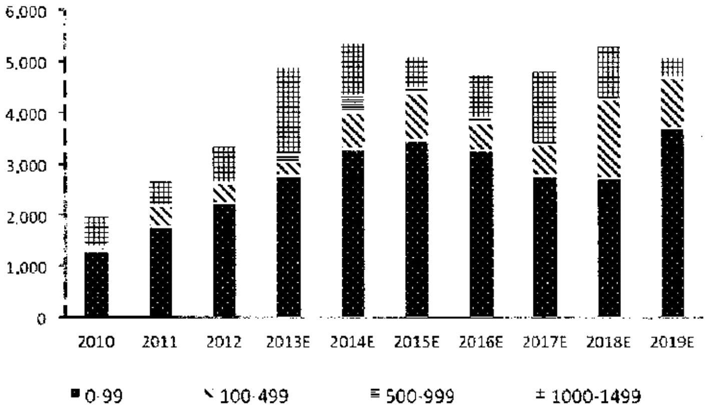

Figure 40: Historical and Forecast Malaysian Offshore Capex (Phased USDm) by Water Depth (m) (2010-2019)
[Source: Infield Systems Limited]

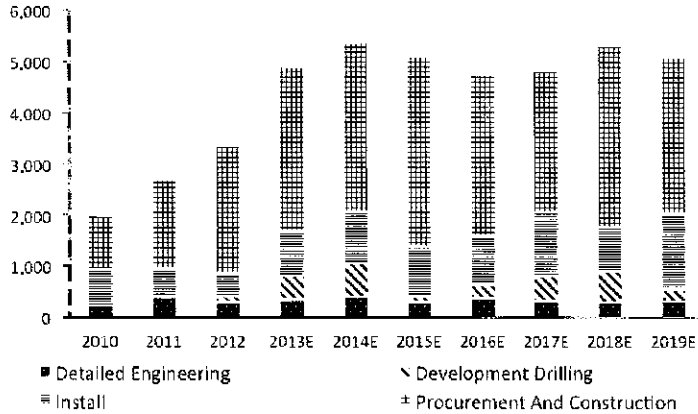

Figure 41: Historical and Forecast Malaysian Dffshore Capex (Phased USDm) by Process Type (2010-2019)
[Source: Infield Systems Limited]

Offshore Capex in Malaysia increased 45% to USD4,896 million in 2013 from USD3,362 million in 2012. Annual investment is expected to average at the record level of USDS,078 million in the forecast period from 2014 to 2019. The continued high level of investment, on the back of a very active 2013 which saw high levels of activity on fields including Gumusut-Kakap, Rotan and Kanowit amongst others, is expected to provide a considerable opportunity to OSVs within the Malaysian market. An increase in the activity within deepwater is likely to drive a market for higher end vessels, but the bulk of demand will continue to originate from shallow waters.

5.1.3 Historicol Offshore Support Vessel Supply

PSV/SSV

At the end of 2013 Infield Systems Limited identifies a total of 53 PSV/SSVs operational within the Malaysian market, the single largest within the wider SEA region. The bulk of these assets have been fabricated in recent years, making the fleet within the region one of the youngest in the world. Despite being fabricated recently, the general trend has been to deploy assets within a DWT range between 1,000 and 2,000mT. More recently, a series of larger vessels have entered the market including two assets with larger than 4,000DWT.

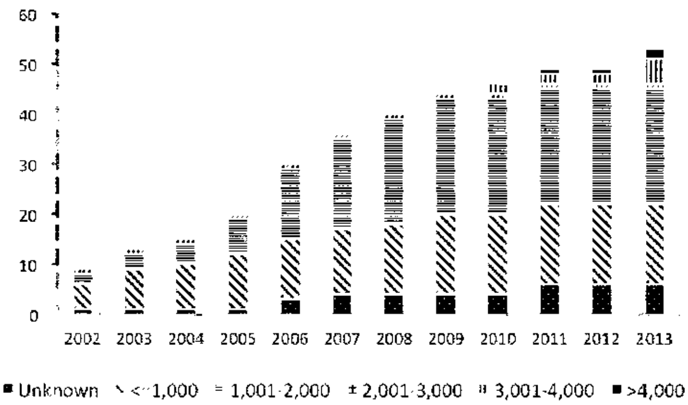

Figure 42: Malaysian PSV/SSV Supply (Units) by DWT Group 2002-2013
[Source: Infield Systems Limited]

The average DWT of vessels operational within Malaysia at the close 2013 is 1,S77mT. The average age of vessels within the market is close to 10 years. Comparatively, the ICON fleet of five PSV/SSVs is well placed, with younger and larger vessels than its direct peers. ICON currently has one PSV under construction to be delivered in fourth quarter 2014 and is in final negotiations to build another PSV to be delivered in first quarter 2016.

Of the S3 PSV/SSVs operational within the Malaysian market at the close of 2013, a total of 3S fly the domestic, Malaysian flag representing some 66% of the total fleet. The residual tonnage within the region predominantly flies the Singapore flag, whilst there is one vessel flying the Brunei and Indonesian flags respectively. The residual fleet operates under flags of convenience (Marshall Islands, Panama). The bulk of internationally flagged vessels occupy the high end of the fleet (in excess of 3,000DWT) indicating the potential replacement of high-end, international vessels by local tonnage.

Table 3: Malaysian PSV/SSV Supply by Flag

DWT	Brunei	Indonesia	Malaysia	Marshall Islands	Panama	Singapore	Unknown
Unknown	-	1	4	-	-	-	-
<=1,000	1	-	11	1	-	3	-
1,001-2,000	-	-	19	-	-	4	-
2,001-3,000	-	-	-	-	-	1	-
3,001-4,000	-	-	1	1	1	2	1
<4,000	-	-	-	-	-	2	-
PSV/SSV Supply	*1*	*1*	*35*	*2*	*1*	*12*	*1*

The presence of a series of internationally flagged vessels is considered to be an opportunity for domestic vessel operators. With the domestic cabotage (DSLB) prioritising local tonnage over internationally flagged assets there is considerable potential for operators such as ICON to replace those vessels operating under international flags.

AHTS

At the close of 2013 there are expected to be a total of 128 AHTSs operating within Malaysian waters, the single largest proportion of SEA supply. The fleet has grown considerably over the past decade with both newly established and incumbent operators serving to increase the fleet since 2003.

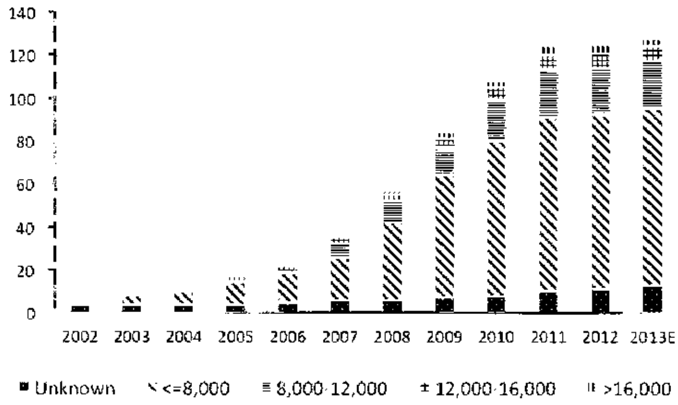

Figure 43: Malaysian AHTS Supply (Units) by BHP Group 2002-2013
[Source: Infield Systems Limited]

Mirroring the wider SEA market, the Malaysian AHTS sector is weighted towards vessels with power outputs of less than 8,000BHP. A total of 82 vessels, or 64% of the fleet fit within this lower boundary whilst there has been some recent growth within the 8,000-12,000BHP benchmark and limited movement within the high ends. The average power output for all vessels in Malaysia stands at 7,165BHP.

Given that much of demand within the Malaysian market consists of the towage of jackup drilling units, the vast majority of activity can be serviced using the lower end tonnage and as such the weighting towards <8,000BHP vessels is not considered as a risk to the market.

In regards to the age profile of AHTS within the Malaysian market, the average age of all such vessels, including newbuilds, stands at 5.25 years (as at 31 December 2013). This figure is considerably lower than the global average of 10.3 years, and the SEA benchmark of 7.3 years. Again, the average age of ICON's AHTS fleet in SEA is 4.6 years, younger than the 5.7 year average of its direct peers. The likes of Petra Energy and Swire operate some of the oldest tonnage within the region whilst Go Marine operates the youngest.

Of the 128 AHTSs currently operating within Malaysian waters at the end of 2013, a total of 72, or 56% fly the domestic flag whilst a further 36 fly the Singapore flag. A series of assets operate under flags of convenience including Vanuatu, Tuvalu and the Bahamas. The internationally flagged vessels are typically larger than their domestic counterparts, with few Malaysian-flagged vessels having power outputs in excess of 12,000BHP.

Table 4: Malaysian AHTS Supply by Flag

BHP	Antigua	Bahamas	China (PRC)	Malaysia	Marshall Islands	Norway	Panama	Singapore	Tuvalu	Vanuatu	Unknown
Unknown	-	-	-	7	-	-	-	4	1	-	1
<=8,000	-	-	-	55	3	-	2	21	-	1	-
8,001-12,000	-	1	-	8	4	-	2	5	-	2	-
12,001-16,000	-	-	1	2	-	-	-	4	-	-	-
>16,000	1	-	-	-	-	1	-	2	-	-	-
AHTS Supply	*1*	*1*	*1*	*72*	*7*	*1*	*4*	*36*	*1*	*3*	*1*

As with the PSV/SSV fleet, the presence of internationally flagged vessels is considered to be an opportunity for the domestic supply chain. The potential replacement of international tonnage with Malaysian-flagged vessels is a direct opportunity for the likes of ICON – those with PETRONAS licenses.

AWBs

The AWB fleet within Malaysia is relatively limited and considerably smaller than the fleet within Indonesia or Singapore, however a series of newbuilds is likely to increase the fleet size considerably in 2014. The likes of Alam Maritim and Perdana are each likely to increase exposure over the coming period.

5.1.4 Forecast Domestic Supply and Demand

PSV/SSV

Traditionally, the Malaysian market has slightly outperformed the prevailing utilisation rates within the wider SEA market. Utilisation rates for PSV/SSVs are estimated to be close to 78% during 2013. Due to an increase in supply, rates are expected to fall slightly to 74% during 2014, but recover strongly to 80% in 2015. The forecasted increase in demand, supported by a growing installed base of platforms is expected to see utilisation rates trade within a range of 80% to 86% between 2015 and 2019. In terms of units, Infield Systems Limited expects to see a requirement for more than 42 vessels per annum between 2013 and 2019.

The increased level of utilisation is likely to lead to increased dayrates during the forecast period as supply and demand tighten. Specifically, within the 3,000-4,000DWT benchmark, charter rates are expected to increase from USD19,875/day during 2013 to over USD23,500/day by 2019. Rates in Malaysia are typically some 10% higher than the SEA average. As with the global market, the rates presented here are for charter rates, as opposed to bareboat figures.

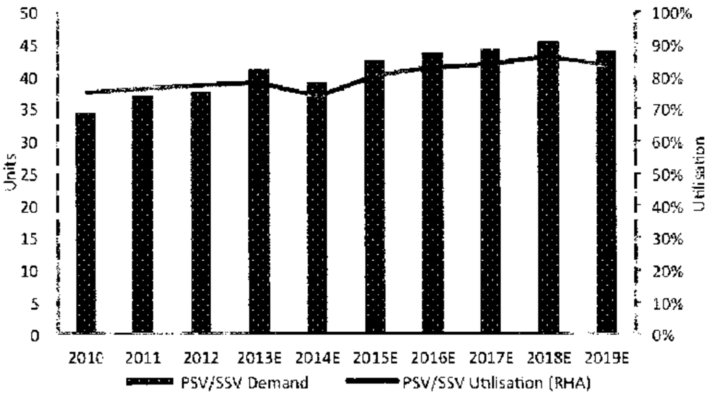

Figure 44: Historical and Forecast PSV/SSV Demand (Units) and Utilisation (%) (2010-2019)
[Source: Infield Systems Limited]

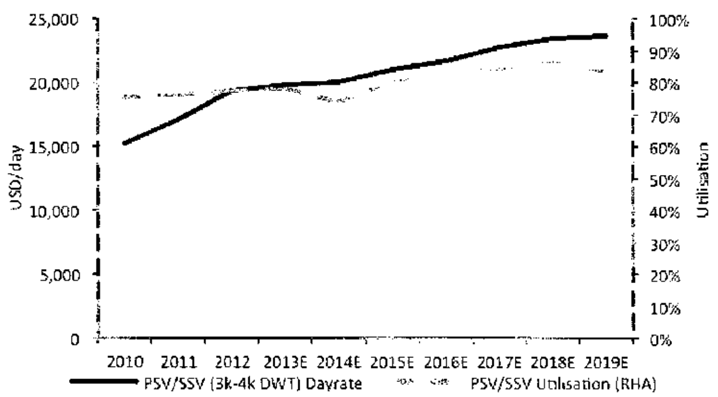

Figure 45: Historical and Forecast PSV/SSV Dayrates (USD/day) and Utilisation (%) (2010-2019)
[Source: Infield Systems Limited]

The typical charter length for PSV/SSVs within Malaysia is in excess of three years. During 2007 PETRONAS awarded a series of PSV/SSVs on seven year contracts whilst more recently the trend has been to award three or five year charters to vessel owners and operators. There is a limited short-term market within Malaysia as the bulk of contracts are awarded by PETRONAS on the aforementioned longer terms.

AHTS

Supported by an increase in drilling and the operational fleet of rigs, the AHTS market is expected to provide a considerable level of opportunity to vessel owners within Malaysia throughout the forecast period. During 2013 the average utilisation rate for vessels within the region is estimated to exceed 80%, with a considerable increase during the forecast likely to lead to rates in excess of 85% per annum between 2015 and 2019. A peak of 89.9% is expected during 2018 as the market tightens. During the peak year a total of 115 vessels are expected to be required within the market.

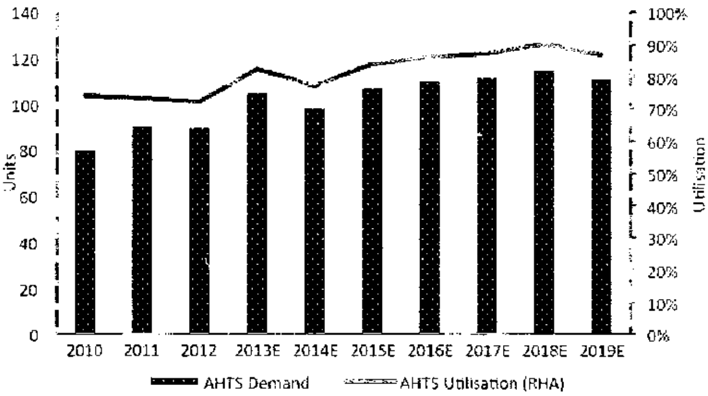

Figure 46: Historical and Forecast AHTS Demand (Units) and Utilisation (%) (2010-2019)
[Source: Infield Systems Limited]

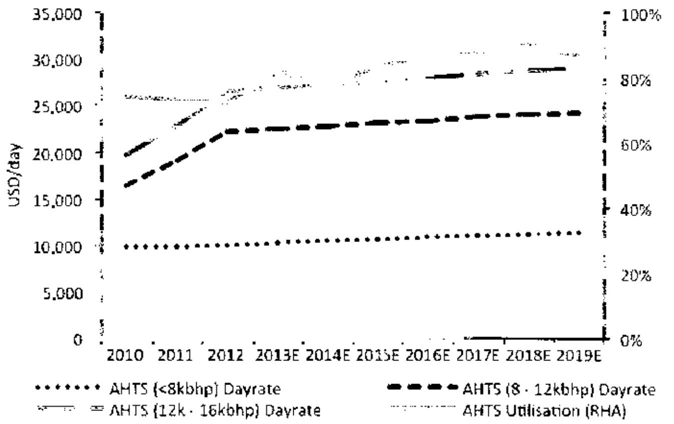

Figure 47: Historical and Forecast AHTS Dayrates (USD/day) and Utilisation (%) (2010-2019)
[Source: Infield Systems Limited]

An increased utilisation rate is likely to lead to increased dayrates within the sector. In 2013 AHTSs with power outputs of <8,000BHP are expected to trade at around USD10,000/day, whilst those within the 8,000-12,000BHP benchmark are close to USD22,500/day and those in the high end 12,000-16,000BHP benchmark sit at USD27,000/day. During the forecast period each benchmark is expected to increase considerably with the <8,000BHP, 8,000-12,000BHP and 12,000-16,000BHP series likely to report peak rates in excess of USD11,389/day, USD24,226/day and USD28,891/day respectively. As with the PSV/SSV market, AHTS rates in Malaysia are typically higher that the SEA average. Across the AHTS sector the premium attached to Malaysian tonnage in comparison to the wider SEA market varies between 6% and 14%. This premium is driven by the Cabotage policy that protects the domestic shipping industry and the expectation of high utilisation rates in Malaysia in the forecast period between 2013 and 2019.

In regards to average charter lengths, the AHT/AHTS market generally displays shorter engagements. The bulk of contracts are either for one or two years, with an average of all contracts signed from 2005 to 2013 standing at 20 months. The longest contracts have been signed for seven year terms, whilst there have also been isolated cases of very short-term charters of less than three months.

5.1.5 Domestic Competitive Landscape

Alam Maritim

Alam Maritim is an investment holding company with subsidiaries including marine transportation support services, marine construction-related services, subsea engineering and offshore pipeline installation. Alam Maritim has a fleet of 38 OSVs.

Alam Maritim has 23 vessels, 14 AHTSs and nine PSV/SSVs, operating in SEA. Only one of those vessels operates outside of Malaysia. The AHTSs have an average power output of 4,650BHP and an average bollard pull of 67mT. The PSV/SSVs have an average DWT of 750DWT, with the largest vessel reaching 1,256 DWT. The AHTSs and PSV/SSVs in the fleet have small capacity compared to the competition in SEA.

Alam Maritim is the largest player in the Malaysian market in terms of overall OSV supply. Jasa Merin and EZRA operate more AHTSs, 14 and 13 respectively, but Alam Maritim operates 12 AHTSs and it is the leading PSV/SSV operator with nine vessels. The average age of the Alam Maritim fleet is seven years, although the average age of the PSV/SSV fleet is eight years making it the second oldest amongst the major operators. It also has the smallest average power output for AHTSs (4,7S0BHP) and the smallest average DWT for PSV/SSVs (7S0mT) among the eight leading operators.
(Source: Infield Systems Limited; Alam Maritim's Official Website)

Jasa Merin

Jasa Merin is a private limited company incorporated in 1980 as Jackson Marine Sdn Bhd. The company specialises in supplying OSVs to a range of oil and gas operators. Jasa Merin's fleet consists of 17 vessels; three PSV/SSVs and 14 AHTSs. All of these vessels operate in Malaysia.

Jasa Merin is a major OSV operator in Malaysia with 14 AHTSs operating in the country. The AHTSs in Malaysia have an average power output of 7,700BHP, a capacity which is the second largest among the top five operators. Jasa Merin's Malaysian AHTS fleet is the youngest of the five major operators; the vessel has an average age of 4.1 years. Jasa Merin only operates three PSV/SSVs in Malaysia and the vessels have an average DWT of 1,600mT. The PSV/SSVs are relatively old for the region suggesting Jasa Merin's concentration on AHTS services.

Infield Systems Limited has identified three AHTSs that Jasa Merin have on-order to be built in 2014. The overall average bollard pull is 98mT and the 10 AHTSs built from 2010 onwards have an average bollard pull of 111mT. The largest vessels have a power output of 10,888BHP and a bollard pull of 1S2mT. The two largest PSV/SSVs have a DWT of 1,800mT and the smallest has a DWT of 1229mT.
(Source: Infield Systems Limited; Jasa Merin's Official Website)

ICON

ICON is the largest pure-play OSV in Malaysia, which operates a total of 32 vessels as at the LPD. It also has the largest AHTS fleets within Malaysia. The fleet available for charter by ICON comprises 24 AHT/AHTSs (with 23 operating in Malaysia), one PSV (operating in Malaysia), four SSVs (with all of them operating in Malaysia) and two UVs (one of them is operating in Malaysia).

21 of its vessels are AHTSs with an average power output of S,S00BHP. The other five OSVs currently operating in Malaysia are designated PSV/SSVs. ICON has one of the youngest fleets in the Malaysian OSV market, each vessel has an average age of S years old. The average age of the AHT/AHTSs in the fleet is 4.7 years old and the average age of the PSV/SSVs in the fleet is 6.2 years old.

ICON has 20 OSV on long term charters. PETRONAS Carigali charters 14 of these vessels with contract lengths ranging between one and seven years (including optional extensions). The contracts are spread across various fields, offshore Sabah/Sarawak and Kemaman.
(Source: Infield Systems Limited; ICON)

EZRA

EZRA is the operating arm of EZRA Holdings Limited which was founded in 1992 and is listed on the Singapore Stock Exchange, as EZRA Holdings Limited. Since 1992 EZRA's fleet has grown to incorporate over 6S marine assets which support exploration, anchor handling, ROV, mooring installation, transport and overall FPSO/FSO operations.

EZRA has 16 OSVs operating in Malaysia. The AHTSs and the PSV/SSVs in the fleet have greater capacity than any of the other seven major players in the Malaysian OSV market. The 12 AHTSs have an average power output of greater than 9,000BHP. The PSV/SSVs also have an average DWT greater

than 2,400mT, which is S0% larger than any major competitor. The average age of the AHTSs in the fleet is six years old and the average age of the PSV/SSVs is four years old. Under Malaysian cabotage rules, EZRA's vessels do not have direct access to the Malaysian market as the company is a foreign operator in Malaysia without a PETRONAS license. To operate in Malaysian waters it has to deal through an agent or joint ventures.
(Source: Infield Systems Limited; EZRA' Official Website)

Bumi Armada

8umi Armada was incorporated in December 199S as a public limited company. The company is a Malaysia-based international offshore oil services provider through its fleet of FPSOs and OSVs along with its capabilities within transport, installation and oilfield services. Although prominent in SEA, Bumi Armada is rapidly expanding its international profile through operations in Latin America, Africa and the Middle East providing to companies such as Petrobras, Saudi Aramco, ExxonMobil, Shell and Total. Bumi Armada's fleet currently consists of over 61 vessels.

Bumi Armada has 14 OSVs operating in Malaysia. Bumi Armada is the only major Malaysian operator to have more PSV/SSVs than AHTSs. The six AHTSs have an average power output of 6,400BHP and the PSV/SSVs have an average DWT of 1,600mT. Bumi Armada has the oldest fleet among the eight major operators with an average vessel age of nine years.

8umi Armada aims to replace the older, lower-end and lower tonnage vessels under its ownership. Infield Systems Limited has identified at least 11 OSVs under-construction or on order that will add to Bumi Armada's fleet before the end of 201S.
(Source: Infield Systems Limited; 8umi Armada' Official Website)

Gulf Marine

Gulf Marine Far East (Pte) Ltd ("**Gulf Marine**") has an OSV fleet that is situated throughout SEA. The company has 16 OSVs; 12 AHTSs and four PSV/SSVs. The AHTSs have an average power output of 8,9S0BHP, but only the AHTSs that have been built since 2008 have a power output between 8,0008HP and 12,0008HP. The largest AHTSs have a power output of 10,760BHP and a bollard pull of 142mT. Gulf Marine's four PSV/SSVs have an average DWT of 2,200 with its vessel "Highland Drummer" having the largest DWT in the fleet at 3,11SmT.

Gulf Marine has the oldest fleet of the eight major operators with the average age of each vessel being 10 years old. Gulf Marine has the second oldest AHTS fleet with an average age of eight years and the oldest PSV/SSV fleet with an average age of 16 years per vessel.

Gulf Marine operates three AHTSs in Malaysian waters. The assets have an average power output of 8,8168HP and an average age of close to six years. Its AHTS located in Malaysian waters are considerably younger than its tonnage located elsewhere within the SEA market (eight years). The group has no identified PSV/SSVs within Malaysian waters.
(Source: Infield Systems Limited; Company Official Website)

Perdana

Perdana is a Malaysian based offshore service provider which operates a fleet of 13 vessels. The fleet includes eight AHTS, three accommodation barges and two workboats. The AHTSs have an average power output of 9,63S8HP. The largest AHTSs have a power output of 12,240BHP. The company currently has no PSV/SSVs in operation.

Similar in size to Gulf Marine, Perdana operate three AHTSs within Malaysian waters. The groups' assets have an average power output of 9,447BHP and an average age of close five years, one of the

youngest fleets within the market.
(Source: Infield Systems Limited; Perdana's Official Website)

Perisoi

Perisai is a Malaysian listed upstream services provider with a market capitalisation in excess of USD2S0m. The company owns and operates nine offshore support vessels including three AHTS, two AHTs, three crew boats and one heavy lift vessel. The average power capacity of Perisai's AHT/AHTS fleet is 7,796BHP. The average age of Perisai's fleet is about 8.S years.

The company is a SEA regional player with most of its AHT/AHTS operating in the Malaysia and Singapore. The two AHTs, Bayu Intan and Lewek Eagle, are serving the Malaysian market. The three AHTS, Lewek Swift, Lewek Emerald and Lewek mallard, are operating in Malaysia, Singapore and Taiwan, respectively.
(Source: Infield Systems Limited; Perisai's Official Website)

Others

Miclyn and CHO each operate a number of AHTSs within the Malaysian market. Miclyn operate two vessels with an average power output of 6,600BHP and CHO operate two vessels with an average power output of 8,SS3BHP. Miclyn's fleet is considerably younger than its peers at three and half years old, whilst the two CHO vessels have an average age of seven years.
(Source: Infield Systems Limited; Company Official Website)

Conclusion

There are 181 OSVs identified as operational or on-order in Malaysia; consisting of 128 AHTSs and S3 PSV/SSVs. ICON holds 14% of the market share (16% AHTS, 9% PSV/SSV). Alam Maritim accounts for nearly 12% of the market share (9% AHTS, 17% PSV/SSV). Jasa Merin and EZRA each have 9% of the market share (approximately 10% AHTS, 6% PSV/SSV). 8umi Armada is also a major operator in Malaysia with nearly 8% of the market share (S% AHTS, 1S% PSV/SSV). Despite being active operators in the SEA region, Jaya, POSH Semco and Pacific Radiance currently have no AHTS or PSV/SSV vessels operating in Malaysian waters.

Table 5: Major Operators' Malaysian AHTS & PSV/SSV Fleet Overview[13]

Company	No. of AHTS and PSV/SSV	Total Avg. Age	Total Market Share	AHTS[14]				PSV/SSV			
				No. of AHTS	Market Share	Avg. BHP	Avg. Age	No. of PSV/SSV	Market Share	Avg. DWT	Avg. Age
ICON	25	4.9	14%	20	16%	5,443	4.6	5	9%	2,020	6.2
Alam Maritim	21	6.7	12%	12	9%	4,746	5.5	9	17%	751	8.2
Jasa Merin	17	4.6	9%	14	11%	7,685	4	3	6%	1,610	7.5
EZRA	16	6.1	9%	13	10%	9,052	6.4	3	6%	2,433	4.8
Bumi Armada	14	9	8%	6	5%	6,378	10.5	8	15%	1,601	7.8
Gulf Marine	3	5.8	2%	3	2%	8,816	5.8	-	-	-	-
Perdana	3	4.8	2%	3	2%	9,447	4.8	-	-	-	-
Perisai	3	8.8	2%	3	2%	6,880	8.8	-	-	-	-
Miclyn	2	3.5	1%	2	2%	6,600	3.5	-	-	-	-
CHO	2	7	1%	2	2%	8,533	7	-	-	-	-
Others	75	7.3	41%	50	39%	7,642	4.8	25	47%	1,671	13.0
Industry	**181**	**6.6**	**100%**	**128**	**100%**	**7,165**	**5.3**	**53**	**100%**	**1,577**	**10**

[13] Figures for ICON are based on April 2014, peer group based on 2013 figures
[14] AHTS only market comparison

5.2 South East Asia (Including Malaysia)

5.2.1 Introduction ond Future Growth

The SEA region comprises Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, Philippines, Singapore, Thailand and Vietnam. In 1990, proven oil reserves in SEA amounted to an estimated 11.6bnbbls. This figure rose to 14.7bnbbls by 2000, 17.Sbnbbls by 2006, before falling in 2012 to 14.Sbnbbls. These reserves are primarily located in Malaysia, Indonesia, Vietnam and Brunei. Indonesia is still the region's main producer, but its reserves declined from S.1bnbbls in 2000 to 3.7bnbbls in 2012. Malaysia's oil reserves also declined from 4.Sbnbbls in 2000 to about 3.7bnbbls in 2012. In contrast, Vietnam boosted its oil reserves from 2bnbbls in 2000 to 4.4bnbbls in 2012, because of increased offshore discoveries.

Reversing the trend of increased dependency on imported oil in SEA will be difficult given that the region's oil demand is rising at twice the global average. Nonetheless, regional industry players, both national and private energy companies, are expected to continue their efforts to develop offshore oil and gas prospects within the region itself. Presently, major oil discoveries in the region are mostly located offshore, which means that the SEA offshore oil and gas market will continue to grow and investment activity is likely to be robust over the longer term.

In line with the wider market, the SEA offshore oil and gas sector was adversely affected by the global financial crisis and regional capital expenditure decreased in 2008 from USD7.2 billion to USD6.6 billion in 2009. The region saw a robust rebound in 2011 and 2012, to finish at a peak of over USD9.S billion in 2012. The primary driver of this sharp recovery has been the development of pipeline and platform projects such as those on the Zawtila (Myanmar), Gumusut (Malaysia), Erawan (Thailand) and Kim Long (Vietnam) fields. Projects such as these are driving the step up in offshore oil and gas activity in the region and providing the impetus for a relatively high level of capital expenditure (around USD14 billion per annum) within the period between 2013 and 2019.

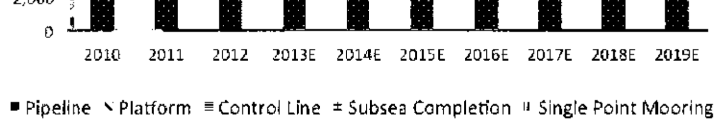

Figure 48: Historical and Forecast Sauth East Asian Offshare Capex (Phased USDm) by Object Type (2010-2019)
[Source: Infield Systems Limited]

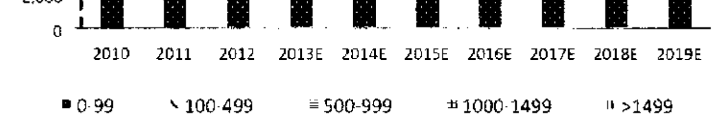

Figure 49: Historical and Forecast South East Asian Offshare Capex (Phased USOm) by Water Oepth (2010-2019)
[Source: Infield Systems Limited]

The prospects for continued offshore E&P activity remain bright within the SEA region. Given the crude oil supply and demand dynamics, where consumption outweighs production, the countries in the region are increasingly incentivised to increase domestic production in order to curb the growth rate of crude imports. At the same time exports of natural gas in the form of LNG continue to provide vital income for Indonesia and Malaysia, and the governments of these respective countries will try to ensure that current levels are maintained. The vast majority of investment within the SEA region continues to be focused on shallow water activity. Of the USD97.Sbn expected to be invested between 2013 and 2019, USD80.0 billion (82.1%) relates to shallow water projects.

Supported by the escalation in Capex between 2013 and 2015, Infield Systems Limited highlights a particular opportunity for OSVs within the SEA market. An increase in Capex indicates that both construction and drilling levels will rise which will in turn support an increase in the operational base of production infrastructure.

5.2.2 SEA Supply and Demand

PSV/SSV

Utilisation rates for both AHT/AHTSs and PSV/SSVs in SEA have declined from the high levels presented during 2007 and 2008, but have stabilised between 2011 and 2012, trading within a tight range of between 72% and 77%. 2013 had shown a substantial level of growth as the operational base of platforms continues to grow and drilling activity remains relatively high from 2012.

In the PSV/SSV market, utilisation rates are expected to trade within a relatively tight range of between 77% and 80% between 2014 and 2019 as the market absorbs newbuild tonnage on the back of heightened demand. These figures remain higher than the global benchmark averages for PSV/SSVs and are reflective of a positive opportunity for vessel owners. By the close of the forecast in 2019, Infield Systems Limited expects SEA to require close to 165 PSV/SSVs per annum.

Dayrates for PSV/SSVs are expected to trade within a similarly tight range during the forecast. Rates have declined since the highs of the last market cycle but continue to be above the USD18,000/day threshold. During the forecast period with an increase in demand Infield Systems Limited expects to see a gentle escalation in achievable rates to over USD22,000/day by 2019. In Malaysia rates are generally higher than the SEA average and are expected to average close to USD22,000/day between 2013 and 2019. In the same period the average rate within SEA is expected to be USD20,554/day.

Figure 50: Historical and Forecast SEA PSV/SSV Demand (Units) and Utilisation (%) (2010-2019)
[Source: Infield Systems Limited]

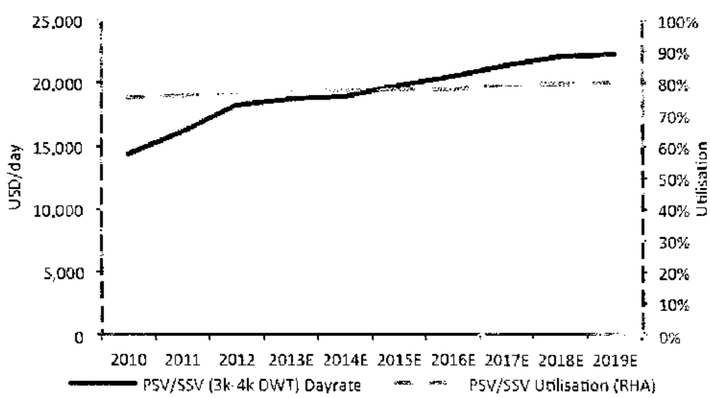

Figure 51: Historical and Forecast SEA PSV/SSV Dayrates (USD/day) and Utilisation (%) (2010-2019)
[Source: Infield Systems Limited]

AHTS

The AHTS market is expected to provide a considerable level of opportunities to vessel owners with an increase in drilling matched to a lack of newbuild activity. Utilisation rates are expected to increase from 82% during 2013 to an estimated peak of 90% in 2018. Some 276 AHTSs are expected to be required within SEA during 2019, a substantial increase on the 211 vessels required during 2012. The increase in utilisation over the forecast period is likely to have a positive effect on the achievable dayrates in the region.

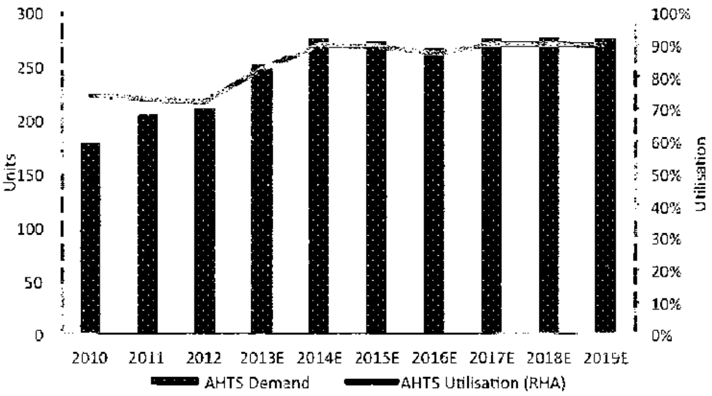

Figure 52: Historical and Forecast SEA AHTS Demand (Units) and Utilisotion (%) (2010-2019)
[Source: Infield Systems Limited]

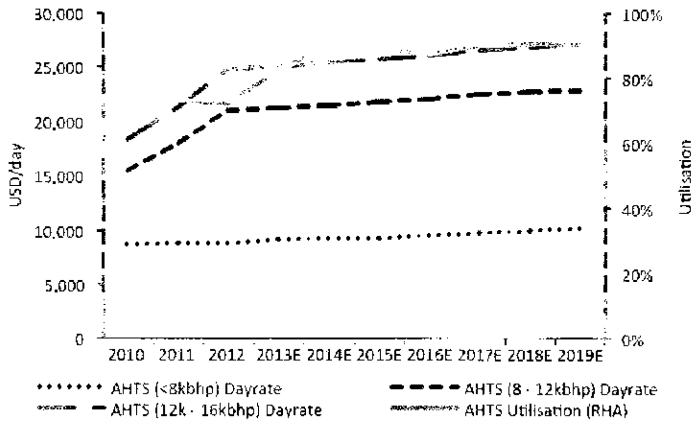

Figure S3: Historical ond Forecost SEA AHTS Dayrates (USD/day) and Utilisotion (%) (2010-2019)
[Source: Infield Systems Limited]

Dayrates for AHTSs with power outputs between 8,000BHP and 12,000BHP are expected to increase from an average figure of USD21,167/day during 2013 to a figure closer to USD23,000/day by the close of the forecast. AHTS rates in Malaysia are generally higher than the SEA average. The Malaysian 8,000-12,000BHP benchmark is expected to average USD23,413/day between 2013 and 2019, in comparison to the SEA average of USD22,026/day. The Malaysian 12,000-16,000BHP benchmark is expected to return an average of over USD27,900/day in comparison to the SEA average of USD26,01S in the same period. Smaller vessels with power outputs less than 8,0008HP are expected to average close to USD11,000/day in comparison to the SEA average of USD9,S00/day.

5.2.3 5EA Competitive Landscape

In 2013, the total number of OSVs (AHTSs and PSV/SSVs) operated by the SEA listed peers is 2S9, of which 176 are AHTSs and 83 are PSV/SSVs. Among the total, 174 OSVs (134 AHTSs and 40 PSV/SSVs) are operating in SEA and 97 OSVs (70 AHTSs and 27 PSV/SSVs) are operating in Malaysia.

Please refer to Section S.1.S for details about pure Malaysian operators such as Jasa Merin and Perisai.

EZRA

EZRA began its operations in SEA and with 28 assets currently in operation, it remains the largest player in the SEA OSV market. The majority of EZRA's assets are AHTSs (24 in total) with 10 of the vessels having a power output greater than 8,0008HP. EZRA has slowed expansion within the OSV sector recently as its strategy has shifted towards being a high end provider of offshore construction services.

Out of the 24 AHTSs within the existing fleet operating in SEA, the average power output is 9,0008HP and the average bollard pull is 129mT; the largest being the Lewek Trogon by around S0% with a power output of 17,600BHP and a bollard pull of 220mT. Seven AHTSs sit within the 8,000BHP and 12,000BHP category.

EZRA currently operates four PSV/SSVs in SEA. The average DWT is 2,600mT and the largest PSV/SSVs in terms of DWT are the Lewek Ariel and the Lewek Antares with DWT of 3,100mT.

The majority of EZRA's SEA AHTS and PSV/SSV fleet is located in Malaysia (13 AHTSs and three PSV/SSVs), and four AHTSs are situated in both Singapore and Thailand. Two more AHTSs operate in Brunei and one in Vietnam, whilst the remaining PSV/SSV operates in Singapore.

The average age of the EZRA's SEA fleet is six years old, although the four PSV/SSVs in the fleet have an average age of four years making them the youngest PSV/SSV fleet amongst the six major operators in SEA.
(Source: Infield Systems Limited; EZRA' Official Website)

ICON

ICON currently operates 32 vessels in the SEA region as at the LPD, including 21 AHTSs, three AHTs, one PSV, four SSVs, two UVs and one AWB. Most of the vessels are operated locally in Malaysia, except for Tanjung Gaya which is operating in Thailand and Omni Tigris which is operating in Qatar.

The AHTSs operating in SEA have an average power output of 5,150BHP and an average bollard pull of 65mT. ICON's largest operational AHTS in terms of power output and bollard pull capability is the Omni Victory, which is a 8,000BHP vessel with a 120t bollard pull. The four SSVs, Tanjung Pinang 1 to 4, have the same DWT of 1650mT, and there is a larger PSV/SSV operational in the area, Tanjung Piai 1, with DWT of 3,500mT.

In addition to the AHT/AHTSs and PSV/SSVs, ICON currently operates two smaller utility vessels and one AWB. All 32 vessels available for charter by ICON as at the LPD were built after 2002. In terms of vessels operated, ICON is the largest Pure-Play OSV operator in SEA as EZRA has considerable exposure to offshore construction.

ICON's SEA fleet has an average age of 4.9 years; the 20 AHTSs have an average age of 4.6 years, younger than the industry average of 11.2 years in SEA, and the five PSV/SSVs have an average age of 6.2 years, younger than the industry average of 17 years in SEA.
(Source: Infield Systems Limited; ICON)

Bumi Armada

Bumi Armada has 17 AHTSs and PSV/SSVs operational in the SEA region. Six of the identified AHTSs are operating in Malaysia with the residual vessels operating in Vietnam. There are 10 identified PSV/SSVs; eight of which are working in Malaysia, one in Singapore and one in Thailand.

The SEA AHTSs have an average power output of 6,650BHP. The Armada Tuah 8 has the largest power output at 9,800BHP with only two other AHTSs falling within the 8,000BHP to 12,000BHP region. The average DWT for the 10 identified PSV/SSVs is 1,900mT, which is skewed by the Armada Tuah 303 and a vessel under-construction, NB MPSV/SSV #1, with DWT of 3,300mT and 4,500mT respectively. The remaining PSV/SSVs have a DWT around 1,450mT highlighting the small nature of the vessels in the fleet.

The Bumi Armada fleet is the second oldest fleet of the peer operators; each vessel has an average age of eight years old. The AHTSs in the fleet are considerably older than their competitors, having an average age of nine years. The PSV/SSVs in the fleet, however, have an average age of six years making them the second youngest by comparison.
(Source: Infield Systems Limited; Bumi Armada's Official Website)

Gulf Marine

Gulf Marine has 12 AHTSs and four PSV/SSVs operating in SEA. The AHTSs operate in Indonesia, Vietnam, Malaysia and Singapore, whilst three PSV/SSVs operate in Singapore and one in Brunei.
(Source: Infield Systems Limited; Gulf Marine's Official Website)

Jaya Offshore

Headquartered and listed in Singapore, Jaya is an offshore services company that owns and operates a fleet of 28 vessels, including 19 AHTs, one AHT and two PSV/SSVs. The average fleet age is about four years. The average power capacities of Jaya's AHTS fleet and PSV/SSV feet are 7,2988HP and S,344DWT, respectively. The fleet has an average age of four years, making them the youngest fleet in SEA. The 19 AHTS are 4.S years old and the two PSV/SSVs are delivered in 2013.

13 out of Jaya's 21 AHTSs and PSV/SSVs are operating in SEA countries such as Singapore, Indonesia and Thailand. Three AHTS are serving the Middle Eastern markets such as Saudi Arabia and the UAE. The company also ventured into Africa markets such as Congo and Angola, with four vessels currently operating in the region. The remaining vessel, Jaya Mermaid 3, is operating in Australian waters. During FY2013, Jaya's vessel utilisation increased to 80% from 70% in FY2012.

In FY2013, Jaya took delivery of three vessels including a 16,000BHP AHTS, a S,1S0BHP AHTS and a S,1S08HP MSV. The company is anticipated to receive seven newbuilds, including two 3,S00DWT PSV/SSVs, one 12,000BHP AHTs, one 16,000BHP AHTS and two 3,000DWT ROV support vessels in 2014 and 2015. In June 2013, the group signed and sealed charter contracts for three of the four newbuild PSV/SSVs (two delivered in 2013 and two to be received in 2014) amounting to a total value of about USD60 million.
(Source: Infield Systems Limited; Jaya Offshore's Official Website)

Miclyn

Miclyn is a Singapore based oil services provider with an OSV fleet of 22 vessels, including eight AHTs, three AHTSs, eight MSVs and three PSV/SSVs. Its vessels are mainly focused in shallow water operations. The average power capacities of Miclyn's AHTS fleet and PSV/SSV feet are S,681BHP and 2,0008DWT, respectively. The largest AHTS has a power output of 8,2008HP and the largest PSV/SSV has a capacity of 2,000DWT. The average age of the fleet is 4.S years.

The majority of Miclyn's AHT/AHTSs and PSV/SSVs are operating in SEA waters, including five vessels in Singapore, two in Malaysia, two in Indonesia and two in Thailand. Two AHTAHTs, Miclyn power and Miclyn Orion, are operating in Saudi Arabia and one PSV/SSV, Meo Ranger, is working in the UAE.

Miclyn placed an order for two 90mT bollard pull AHTS in January 2013. The vessels are due for delivery in mid-2014. The company also expects to receive two crew/utility vessels in Q1/2014.
(Source: Infield Systems Limited; Miclyn's Official Website)

Perdana

Perdana is a regional operator in the SEA market with a total fleet of 13 vessels, of which most are operating in the region. Of the eight AHTSs, four are operating in Singapore (Expedition, Horizon, Traveller and Frontier), three in Malaysia (Marathon, Voyager and Ranger), and one in Indonesia (Adventurer).

Perdana operates a relatively young OSV fleet with the oldest vessel being fabricated in 2008. The average age of the fleet is five years. It has entered into Memorandum of Agreements to purchase three new AW8s which are expected to take delivery by 2014.
(Source: Infield Systems Limited; Perdana's Official Website)

CHO

CHO is a Singapore based offshore services provider with a fleet of 1S AHTSs, including seven deepwater vessels with power capacity of 12,240BHP and eight shallow water vessels with power capacity of around S,000BHP. All the vessels are wholly-owned by CHO. The fleet has an average age of eight years.

The company's involvement in oil and gas industry began in the early 1970s in Indonesia. Since 1980, It has served offshore markets in Indonesia (3 vessels in operation), Malaysia (2), the Philippines, Brunei (1), Thailand, Vietnam (3), Australia, the Middle East (3 in UAE), the Americas (2 in Mexico) and Africa (1 in South Africa).
(Source: Infield Systems Limited; CHO's Official Website)

POSH

POSH is a Singapore-based operator which operates an international fleet of 112 vessels including 14 AHTSs, 19 AHTs, 13 PSV/SSVs, five AVs and 61 other vessels. The 14 AHTSs have an average engine power capacity of 11,931BHP and the 13 PSV/SSVs have an average cargo carrying capacity of 3,12SDWT. The average age of the AHTS and PSV/SSV fleets are 2.4 years and 2.5 years respectively. POSH's 19 AHTs have an average engine power capacity of 8,342BHP and an average fleet age of S.9 years. The fleet serves both deepwater and shallow water operations worldwide, with recent work completed in Asia Pacific, the Indian Ocean, West Africa, Brazil and Venezuela.

POSH has 10, or 40%, of its AHTSs and PSV/SSVs operating in SEA waters, including two vessels in Singapore, four in Indonesia and four in Vietnam. Elsewhere, the operator has nine AHT or PSV/SSV vessels operating in Mexico or Venezuela, two in Turkmenistan and four in Africa.

POSH has successfully expanded the scale of its fleet in terms of both capabilities and size. The vessels POSH operates grew from 93 vessels in 2010 to 112 vessels in 2013. 10 additional vessels are expected to be received in the period between 2014 and 201S, including an 8,000BHP AHTS (2014), a 16,300BHP AHT (2014), four 3,200DWT PSV/SSVs (three in 2014 and one in 2015), two light construction vessels and two 7S0 beds AVs (2014).
(Source: Infield Systems Limited; POSH's Official Website)

Pacific Radiance

Pacific Radiance is a Singapore-based OSV provider with a fleet of 62 vessels, including 10 AHTSs and four PSV/SSVs. It has three AHTSs operating in SEA waters, including two (Crest Imperial and Crest Tourmaline) in Singapore and one (Crest Amethyst) in Thailand. The average age of the SEA AHTS fleet is 1.S years and the average power output stands at 6,166BHP. All the operator's four PSV/SSVs are operating in Africa or the Middle East.

Pacific Radiance plans to invest USD800m during the period from 2014 to 2018 to expand its fleet to 100 vessels. The company currently has 17 ships on order that will be deployed in projects in Indonesia, Malaysia, Australia, Latin America and Africa. The prospective newbuilds in 2014 include two 4,900DWT PSV/SSVs and a 12,000BHP AHTS.
(Source: Infield Systems Limited; Pacific Radiance's Official Website)

Contracting Overview

Throughout 2013 the Malaysian OSV sector saw a high level of contracting, with a series of vessels placed charters to clients ranging from PETRONAS to ExxonMobil and Talisman Malaysia Limited. The bulk of contracts were signed for periods in excess of one year with a high number of charters including yearly options beyond firm contract durations. During the second quarter activity slowed somewhat as a number of awards were held up due to May elections but the sector recovered strongly in the third and fourth quarters of the calendar year.

The bulk of contracts awarded in Malaysia throughout 2013 were secured by domestically flagged tonnage. However, a number of foreign flagged vessels secured work in the region, with the majority leaving Singaporean waters to work within Malaysia in order to take advantage of the positive earnings environment. Despite the presence of foreign flagged vessels domestic tonnage continued to account for a high proportion of activity.

The PSV and AHT/AHTS sectors traded broadly in line with each other throughout the year. Both sectors saw rates comparable to 2012's figures, although towards the close of the year vessels attracted a premium as offshore activity (drilling and construction) remained high. The high level of activity led to a high level of contracts awarded throughout the year.

Conclusions

Infield Systems Limited has identified 512 OSVs operating in SEA; consisting of 308 AHTSs and 204 PSV/SSVs. The five major operators account for 100 OSVs and the largest operators, ICON and EZRA, individually account for less than 6% of the industry. This small market share from the market leaders and the vast quantity of operators (close to 150) exhibits the highly fragmented nature of the SEA OSV market. In terms of AHTSs EZRA is the market leader with 8% of the market and Bumi Armada is the largest PSV/SSV owner with 5% of the market. In terms of profitability and utilisation, the average estimated 2012 EBITDA margin of these peers is 41% and the average estimated 2013 utilisation rate for these peers is 83%.

Table 6: SEA Vessel Operator Overview

Company	No. of AHTS and PSV/SSV	Total Avg. Age[15]	Total Market Share	AHTS[16]				PSV/SSV			
				No. of AHTS	Market Share	Avg. BHP	Avg. Age	No. of PSV/SSV	Market Share	Avg. DWT	Avg. Age
EZRA	28	6.3	5%	24	8%	8,435	6.6	4	2%	2,600	4.3
ICON	25	4.9	5%	20	6%	5,443	4.6	5	2%	2,020	6.2
Alam Maritim	22	6.7	4%	13	4%	4,746	5.6	9	4%	751	8.2
Jasa Merin	18	4.6	4%	15	5%	7,521	4	3	1%	1,610	7.5
Bumi Armada	17	8.1	3%	7	2%	6,649	9.8	10	5%	1,876	6.9
Gulf Marine	16	10.4	3%	12	4%	8,935	8.3	4	2%	2,214	16.5
Jaya	13	3.5	3%	11	4%	6,835	4	2	1%	5,344	0.5
POSH	10	2.3	2%	9	3%	12,916	2.5	1	0%	3,200	0.5
CHO	9	8.1	2%	9	3%	8,268	8.1	-	-	-	-
Perdana	8	5.1	2%	8	3%	9,635	5.1	-	-	-	-
Miclyn	5	3.4	1%	3	1%	7,297	5	2	1%	2,000	1
P. Radiance	3	1.5	1%	3	1%	6,166	1.5	-	-	-	-
Perisai	2	9.5	0%	2	1%	11,000	9.5	-	-	-	-
Others	336[17]	13.9	66%	172	56%	6,458	8.6	164	80%	1,511	19
Industry	**512**	**11.2**	**100%**	**308**	**100%**	**6,999**	**7.3**	**204**	**100%**	**1,595**	**17**

[15] The average age of the AHTSs and PSV/SSVs operating in SEA

[16] AHTS only market comparison

[17] The number of vessels under the "Others" segment is high as there are a large number of small local operators with less than five vessels in operation. In addition, the peer group does not include international vessel providers such as Tidewater (US) and Bourbon (France), which have OSVs operating in SEA

5.3 Middle East

5.3.1 Introduction ond Future Growth

Middle Eastern nations control an estimated 808 bnbbls of oil and 81tcm of natural gas. That equates to 48.4% and 43% of global proven oil and natural gas resources, respectively. This reserves base has been steadily growing over the last three decades, increasing at a CAGR of 2.S% (oil) and 3.8% (gas) since 1980.

These reserves are primarily located in Saudi Arabia (266 bnbbls, 8.2tcm), Iran (157 bnbbls, 33.1tcm), Iraq (143 bnbbls, 3.6tcm), Kuwait (102 bnbbls, 1.6tcm), UAE (98 bnbbls, 6.1tcm) and Qatar (24 bnbbls, 25tcm). Both Iran and Iraq have increased proven oil reserves sharply, by 20% and 30% respectively, over the past 10 years due mainly to revision of oil-in-place volume and field's recovery factors. Other major Middle East oil producing countries, such as Saudi Arabia and the UAE, saw their proven oil reserves stay flat over the same period.

Oil production has increased dramatically in the Middle East region, with a growth rate of 2.6% CAGR per year over the past decade. In all, the region produced 28.3mbpd in 2012, around 33% of the global total. While output has been rising, domestic demand has surged, growing 4.4% annually over the same period. Despite this rise, the region remains the most important oil exporter in the world shipping net exports of 20mbpd to international markets in 2012 [Source: BP Statistical Review 2013].

Between 2002 and 2012, gas production in the Middle East region rose sharply by an annual rate of 8.3% CAGR with consumption also increasing nearly as fast, at 6.6%. Gas production has risen in all four major Middle East gas-producing countries, namely Iran (160.Sbcm), Qatar (1S7bcm), Saudi Arabia (102.8bcm) and UAE (51.7bcm). However, despite being the third largest gas producing region in the world, its position in the global gas market is not as dominant as that of oil.

A key driver for offshore development in the Middle East region has been, and will likely continue to be, the strong growth in natural gas demand in the Persian Gulf region and the broader Middle East. The Persian Gulf has an abundance of reserves of natural gas but only Qatar is a significant exporter. Indeed, Iran has the second-largest gas reserves in the world but its failure to develop an export sector to date has meant that these reserves primarily supply the domestic market. Ironically, Iran is a net importer of natural gas, and the government faces the challenge of heavy local gas consumption from its population of more than 70 million which enjoys heavily subsidised energy supplies.

A raft of gas projects across the Middle Eastern region are expected to drive capital spending with developments such as Qatar's North Field, Iran's South Pars, Israel's Leviathan field (Mediterranean), Saudi Arabia's Dorra, Manifa, Hasbah and Arabiyah developments and Egypt's Raven being key in this respect.

A total of over USD70 billion is expected to be invested in the Middle Eastern market between 2010 and 2019. Whilst the Capex market is expected to show a considerable decline between 2013 and 201S a significant increase is likely post 201S as gas projects increase in size and complexity.

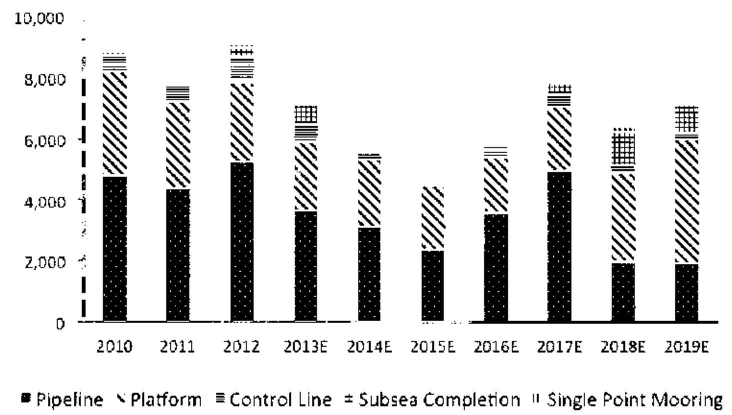

Figure 54: Historical and Forecast Middle Eastern Offshore Capex (Phased USDm) by Object (2010-2019)
[Source: Infield Systems Limited]

Future growth within the region is expected to be driven by the considerable increase in drilling activity across exploration and appraisal and development wells, in addition to an increased level of infrastructure installation as highlighted in the following sections.

It is against this backdrop of substantial reserves and significant investment that the Middle Eastern OSV market is placed. An increase in offshore drilling levels has provided considerable opportunities for support vessel operators, whilst the cumulative base of infrastructure is likely to lead to strong demand for support services in the forecast.

5.3.2 Supply and Demand

Platform Supply Vessels/Straight Supply Vessels

Within both the PSV/SSV and AHTS markets utilisation rates have gradually decreased from exceptionally high levels over the past few years as increased competition has been matched to a relatively static level of supply. However, a considerable increase in demand is expected to see utilisation increase considerably during the forecast period from 2013 to 2019.

In 2013 PSV/SSVs are expected to see average utilisation of 82%, an increase from the 78% recorded in 2012. With a heightened level of demand forecast, the average utilisation is expected to increase to 89% between 2014 and 2019, with a peak in 2018 at over 90%. In terms of vessel units, Infield Systems Limited expects a total of 262 PSV/SSVs to be required in 2013, rising to 286 by the close of the forecast period in 2019.

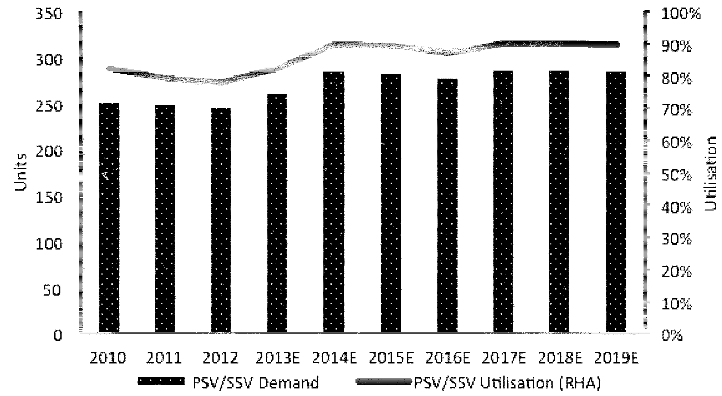

Figure 55: Historical and Forecast PSV/SSV Demand (Units) and Utilisation (%) (2010-2019) [Source: Infield Systems Limited]

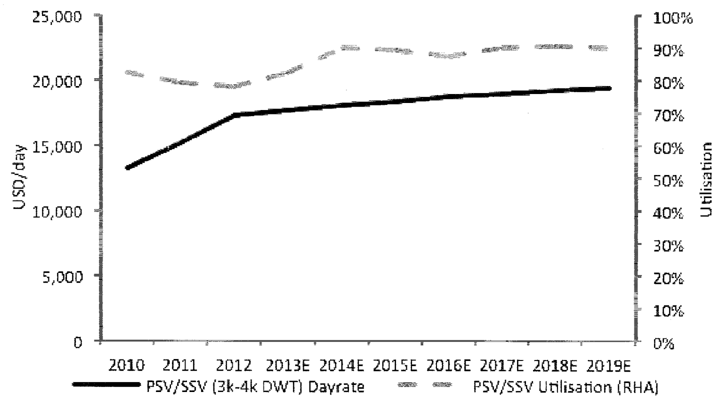

Figure 56: Historical and Forecast PSV/SSV Dayrates (USD/day) and Utilisation (%) (2010-2019) [Source: Infield Systems Limited]

OSV dayrates within the Middle Eastern region, for PSV/SSVs in particular, have traditionally traded below the global average. Much of this reflects the long term nature of the contracts signed within the market and also the relative pricing power of local NOCs in the market – particularly Saudi Aramco and the likes of ADNOC.

AHTS

AHT/AHTS utilisation rates in 2013 are considerably lower than their PSV/SSV counterparts at 79%. AHT/AHTSs in the Middle East are expected to see a drop in utilisation during 2014 before a gentle upturn commencing in 2015. By the close of the forecast period in 2019, AHT/AHTS utilisation rates are expected to average 80%. In terms of vessel units Infield Systems Limited expects a total of 173 AHT/AHTSs to be required during 2013, rising to 175 by 2019.

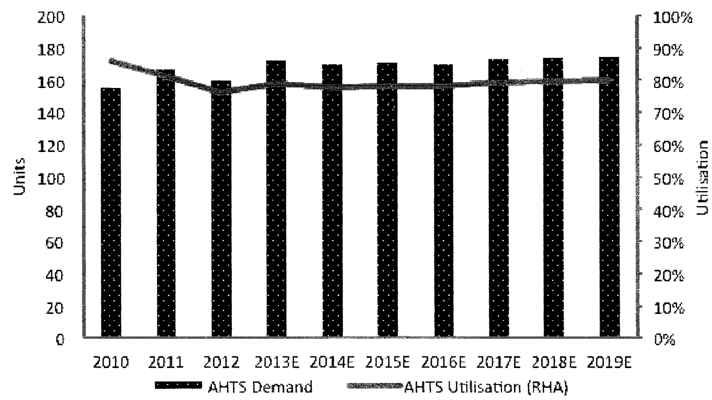

Figure 57: Historical and Forecast AHTS Demand (Units) and Utilisation (%) (2010-2019) [Source: Infield Systems Limited]

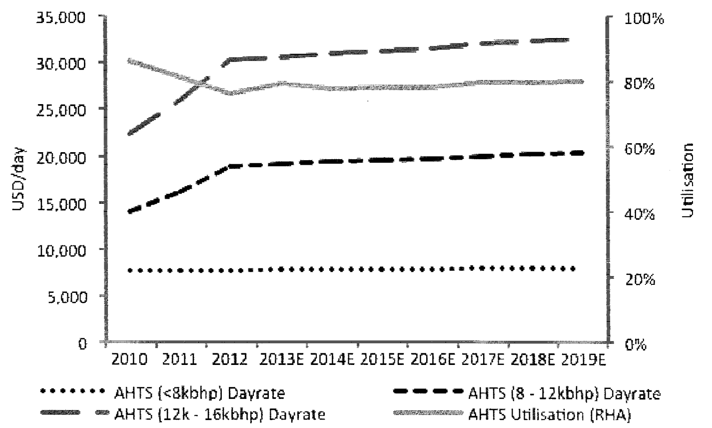

Figure 58: Historical and Forecast AHTS Dayrates (USD/day) and Utilisation (%) (2010-2019) [Source: Infield Systems Limited]

Similar to the dynamics within the PSV/SSV sector, AHT/AHTS dayrates in the Middle East tend to trade below the global average. A floor of USD11,000/day was set for AHTSs with 8,000BHP to 12,000BHP during 2009. Since then rates have generally recovered and are expected to average close to USD19,000/day during 2013. Smaller assets continue to trade at a considerable discount. AHTSs with power outputs <8,000BHP are expected to average close to USD8,000 throughout the forecast period.

The relatively low rates achieved within the region are due in part to the shallow water nature of demand but also the long term nature of contracts. The bulk of work is sanctioned for multiple years, with many for five years plus options. There is a very limited short-term market within the region, but the bulk of vessels operate with multiple year deployments to specific operators on specific offshore fields.

5.3.3 Competitive Landscape

Zamil

Zamil was founded in 1977 and is the largest OSV provider in the Middle East with the majority of the company's fleet on long-term charter to Saudi Aramco. Zamil offers offshore marine services, ship chandelling, ship chartering, offshore hook-up projects, offshore shipbuilding, ship and rig repair and sea ports operation and management.

Infield Systems Limited has identified that Zamil currently has 38 OSVs in operation in the Middle East. It is the largest operator of AHTSs in the region, numbering 24, along with 14 PSV/SSVs. 34 of the vessels are currently located in Saudi Arabia with two AHTSs in Oman and Bahrain, as well as an AHTS and PSV/SSV in Dubai.

The company's AHTSs have an average power output of S,8S08HP and a bollard pull of 69mT. The largest power output of the AHTSs in the fleet is 7,200BHP. The average DWT for the PSV/SSVs is 1,050mT, with the largest being 1,312mT.

Zamil has updated its AHT5 fleet with all but one vessel having been built since 2005. However, the PSV/SSV fleet is much older as the majority of vessels were built before 2000. The average age of the Zamil fleet is 10 years old, although the 14 PSV/SSVs have an average age of 17 years.
(Source: Infield Systems Limited; Zamil's Official Website)

Esnaad

Esnaad is a wholly owned subsidiary of ADNOC and offers a variety of support services to the offshore industry, its parent company in particular.

Esnaad currently have one P5V situated in Qatar - the rest are positioned in the UAE (16 in Abu Dhabi and five in Sharjah). The fleet has an average DWT of 2,500mT. The pre-2008 vessels have an average DWT of 7S0mT and the vessels built since 2008 have an average DWT of 1,300mT. Esnaad has stemmed any investment that would increase its exposure as there have not been any new ships built since 2009. Esnaad has the second oldest fleet of the five major operators in the Middle East with an average age of 21 years per vessel.

Esnaad also have two AHTSs in operation in Abu Dhabi, although both have a power output of S,1S08HP and a bollard pull of 60mT, placing them towards the low end of competitive supply.
(Source: Infield Systems Limited; Esnaad's Official Website)

ZMI

ZMI was founded in Abu Dhabi 1984 and is a private company. ZMI currently operates over 3S OSVs and Infield Systems Limited believes 22 of these to be AHTSs or PSV/SSVs in the Middle East. ZMI has 13 AHTSs in the Middle East, 11 are situated in Abu Dhabi, one in Qatar and one in Iraq. Seven PSV/SSVs are located in Abu Dhabi, one in Sharjah and one in Saudi Arabia. The ZMI fleet has an average age of eight years which is the second youngest fleet of the five major operators.

The average power output amongst the operational AHTSs is 4,850BHP, which is smaller than the other key players in the market, and the average bollard pull is 62mT. The largest operational vessel in terms of power output is the Zakher Power at 6,082BHP; as a result, they are relatively low end in terms of capacity. Similarly the PSV/SSVs have an average DWT of 620mT and a highest of 1,110mT. (Source: Infield Systems Limited; ZMI's Official Website)

MOIL

MOIL was founded in 1978 and its head office is in Port Said. Maritide Offshore Oil 5ervices was established in 1987 to increase the number of marine units operated by Maridive & Oil Services, the parent company.

MOIL currently operates eight AHT5s and 14 PSV/SSVs. All of the vessels are situated in Egypt except one PSV/SSV in Kuwait and one in Abu Dhabi. The fleet is particularly old in comparison to its competitors with only five AHTSs out of the entire fleet being fabricated after 198S. It is the oldest fleet in the region with the average age of each vessel being 27 years old.

The AHTSs in MOIL's fleet have an average power output of 6,000BHP and an average bollard pull of 82mT. These figures are skewed by the most recent acquisition of Maridive 704, which has a power output of 10,800BHP, over 4,000BHP more powerful than any other vessel in the fleet. The PSV/SSVs have an average DWT of 9S0mT with a range of around 300mT.
(5ource: Infield 5ystems Limited; ZMI's Official Website)

Halul Offshore

Halul Offshore was formed in 2000 as a joint venture between Qatar shipping and Qatar navigation. Halul Offshore is now Qatar's largest provider of offshore support services and all but one of its AHTSs and PSV/SSVs are located in the country, whilst the other operates in Saudi Arabia. Halul Offshore has the youngest fleet in the region with an average age of five years old. The AHTSs in the fleet have an average age of six years and the five PSV/SSVs have an average age of two years.

Halul Offshore owns 13 AHTSs and five PSV/SSVs, and the entire fleet was built post 2002. The average power output for the AHT5s is S,600BHP and the average bollard pull is 68mT. The fleet has similar power capabilities as its competitors. The P5V/55Vs have an average DWT of 3,000mT. Halul Offshore does have four OSVs under construction, two AHTSs and two PSV/SSVs, which look to be larger vessels that should strengthen their position in the market.
(Source: Infield Systems Limited; Halul Offshore's Official Website)

Conclusion

Infield Systems Limited has identified 538 O5Vs operating in the Middle East; consisting of 219 AHTSs and 319 PSV/SSVs. The five largest identified operators operate 121 OSVs and the largest operator, Zamil, accounts for 7% of the industry. As with the operators in 5EA, there is a highly fragmented market with a large amount of operators (137). ZOSC also holds the largest market share in the AHTS market with nearly 11%, double that of any competitor. Esnaad has the strongest hold on the PSV/SSV market with 7%, although it only operates two AHTSs in the region. ICON has a relatively limited position in the market with only Omni Tigris currently operational in Qatar.

5.4 Conclusion

5.4.1 Prospects of ICON

Infield Systems Limited expects that ICON will remain as one of the strongest OSV operator in Malaysia throughout 2014-2019 with average fleet utilisation exceeding 8S%. Through the expected AHTS and PSV/SSV newbuilds, the company will likely further strengthen its position in Malaysian waters, where both the demand for AHTS and PSV/SSV are slated to rise steadily from 2015 onwards, reaching a peak utilisation rate of 90% and 86% in 2018, respectively. The strong demand outlook is driven by PETRONAS' RM300 billion five-year Capex plan, which aims to shorten the energy shortage aggravated by the economic growth stemming from the Malaysian NTP. Soaring demand and limited competition (due to stringent cabotage rules) will likely continue to support high dayrates for ICON's Malaysian vessels, which are young and well suited for the country's shallow water opportunities.

Infield Systems Limited believes that the OSV market will become increasingly competitive in the SEA region beyond Malaysia. In the SEA market ICON faces strong competition from a number of Singapore-based OSV providers such as EZRA, Jaya Offshore, POSH and Miclyn. These Singapore-based operators have recently strengthened their fleets with younger, modern and more sophisticated OSV vessels. However, despite strong competition, Infield Systems Limited expects that ICON will likely increase its presence in the region's shallow water segment due to the young age profile of ICON's fleet and encouraging prospects of demand growth.

Infield Systems Limited anticipates that there will be further opportunities in the shallow water Middle Eastern OSV market, especially the PSV/SSV segment, for ICON in the coming years. PSV/SSV utilisation in the region is expected to rise significantly from the 2010 to 2013 average of 80% to near 90% in 2014 to 2019. However the highly fragmented market nature, long-term contracting tendency and shallow water focus imply that the Middle East will likely remain a competitive and relatively low-margin market.

The industry's relionce on ond vulnerobility to imports

Under current Malaysia cabotage rules, foreign OSV operators without a PETRONAS license have to deal through an agent or joint venture to enter the Malaysian market. If the rules are eased the Malaysian OSV market could face increased competition from foreign operators, driving down the relatively high dayrates charged by domestic OSV operators.

In addition, major foreign vessel providers such as Bourbon, POSH and Swire could provide integrated fleet services, including stand-by and supply runs, to support large and complex offshore developments using a diverse range of vessels such as AHT/AHTSs, PSV/SSVs, HLVs, Pipelay vessels, MSV, DSV, Tugs, Barges and AVs. Increased foreign access could present a threat to domestic pure-play operators which operates mainly OSV vessels.

While the Malaysian OSV market is currently dominated by domestic operators such as ICON, Perdana and Perisai, a surge in complex, deepwater developments in Malaysian waters could increase the industry's reliance on imports due to the limited number of Malaysian-flagged deepwater OSV vessels and the lack of integrated vessel providers in the country.

6 APPENDIX

6.1 Glossary

ADNOC	*Abu Dhabi National Oil Company*
AHT	*Anchor handling tug*
AHTS	*Anchor hondling tug supply vessel*
Alam Maritim	*Alam Maritim Resources Berhad*
ASEAN	*Association of Southeost Asian Nations*
AV	*Accommodation vessel*
AWB	*Accommodation Work Barge*
bbl	*borrel*
bcf	*Billion cubic feet*
bcm	*Billion cubic metres*
BHP	*Brake horsepower*
bnbbls	*Billion barrels*
bnboe	*Billion barrels of oil equivalent*
bntoe	*Billion tonnes of oil equivalent*
boe	*Barrels of oil equivalent*
Bourbon	*Bourbon Offshore Norway AS.*
BP	*BP Plc*
bpd	*Barrel per doy*
Bumi Armada	*Bumi Armada Berhad*
BWM	*Ballast Water and Sediments*
CAGR	*Compound onnual growth rate*
CHO	*CH Offshore Ltd*
CNOOC	*China national offshore oil corporation*
COLREG	*International Regulations for Preventing Collisions at Sea*
COSL	*China Oilfield Services Limited*
DP	*Dynamic Positioning*
DSLB	*Domestic Shipping Licencing Board*
DSV	*Diving support vessel*
DWT	*Dead-weight tonnes*
E&A	*Exploration and appraisal*
E&P	*Exploration and production*
EIA	*US energy information associotion*
EMEPMI	*ExxonMobil Exploration and Production Malaysia Inc.*
EOR	*Enhanced oil recovery*
EPIC	*Engineering, procurement, installation and commissioning*
EPMS	*Energy Performance Management System*
EPPs	*Entry Point Projects*
ETP	*Economic Transformation Programme*
ExxonMobil	*Exxon Mobil Corp.*
Ezra	*EZRA Holdings Limited*
Farstad	*Farstad Shipping ASA*
FCB	*Fast crew boat*
FEED	*Front-end engineering and design*
FID	*Final investment decision*
FiT	*feed-in-tariff*
FPSO	*Floating production, storage and offloading vessel*

FSO	*Floating storage and offloading*
GNI	*Gross National Income*
Go Marine	*Go Marine Group Pty Ltd*
GoM	*Gulf of Mexico*
GTP	*Government Transformation Programme*
Gulf Marine	*Gulf Marine Far East (Pte) Ltd*
Halul Offshore	*Halul Offshore Services Company W.L.L.*
Heerema	*Heerema Marine Contractors*
HLV	*Heavy lift vessel*
Hornbeck	*Hornbeck Offshore Services Inc.*
HPHT	*High-pressure high-temperature*
ICC	*Industry Consultative Council*
ICLL	*International Convention on Load Lines*
ICON	*Icon Offshore Berhad*
IEA	*International Energy Agency*
ILO	*International Labour Organization*
IMO	*International Maritime Organization*
IMR	*Inspection, maintenance and repair*
INMARSAT	*International Maritime Satellite Organization*
IOC	*International Oil Company*
IPO	*Initial public offering*
ISM	*International Management Code for the Safe Operation of Ships and for Pollution Prevention*
ITF	*International Transport Federation*
Jasa Merin	*Jasa Merin Sdn Bhd*
Jaya	*Jaya Holdings Limited*
JOA	*Joint operating agreement*
LHNS	*Limited Amounts of Hazardous and Noxious Liguid Substances*
LPD	*30 April 2014, being the latest practicable date for certain information to be disclosed in this Report*
MARPOL	*Prevention of Pollution from Ships*
mboe	*Million barrels of oil equivalent*
mboepd	*Million barrels of oil eguivalent per day*
mbpd	*Million barrels of oil per day*
MENA	*Middle East and North Africa*
Miclyn	*Miclyn Express Offshore Limited*
MMA	*Mermaid Marine Australia Limited*
mmBtu	*Million British thermal units*
mntoe	*Million tonnes of oil equivalent*
MOIL	*Maridive & Oil Services Co.*
MPRC	*The Malaysian Petroleum Resources Corporation*
MSV	*Multi-purpose vessel*
NKEAs	*National Key Economic Areas*
NOC	*National oil company*
NPIDP	*Nuclear Power infrastructure Development Plan*
NWECS	*Northwest European Continental Shelf*
OECD	*Organisation of Economic Co-operation and Development*
OFSE	*Oil field services and equipment*
OPEC	*Organization of the petroleum exporting countries*
OSV	*Offshore support vessel*
OTC	*Offshore Technology Conference*
Pacific Radiance	*Pacific Radiance Ltd*

PEMEX	*PetrolesMexicanos*
Perdana	*Perdana Petroleum Berhad*
Perisai	*Perisai Petroleum Teknologi Bhd*
Petra Energy	*Petra Energy Berhad*
Petrobras	*Petróleo Brasileiro S.A.*
PETRONAS	*Petroliam Nasional Berhad*
PIB	*Nigerian petroleum industry bill*
PITA	*Petroleum Income Tax Act*
Plem	*Pipeline end manifolds*
Plet	*Pipeline end terminals*
POSH	*POSH Semco Pte Ltd*
PSC	*Production sharing contract*
PSV	*Platform supply vessel*
PTTEP	*PTT Exploration and Production Plc*
PVB	*Progress Volume-Based*
RAPID	*Refinery and Petrochemical Integrated Development*
RECODA	*Regional Corridor Development Authority*
ROI	*Return on investment*
ROV	*Remotely operated vehicle*
RSC	*Risk Service Contract*
SAMUR	*Sabah Ammonia Urea*
Saudi Aramco	*Saudi Arabian Oil Co.*
SEA	*South East Asia*
Seacor	*SEACOR Marine LLC. Inc.*
SEB	*Sarawak Energy Bhd*
Shell	*Royal Dutch Shell plc*
SOLAS	*International Convention on Safety of Life at Sea*
Solstad	*Solstad Offshore ASA*
STCW	*Certification and Watchkeeping for Seafarers*
Swiber	*Swiber Limited*
Swire	*Swire Pacific Offshore Operations Pte Ltd*
T&I	*Transport and installations*
tcf	*Trillion cubic feet*
tcm	*Trillion cubic metres*
Tidewater	*Tidewater Inc.*
TLP	*Tension leg platforms*
TNB	*Tenaga Nasional Berhad*
tntoe	*Trillion tonnes of oil equivalent*
Total	*Total S.A.*
tpy	*Tonnes per year*
Transocean	*Transocean Ltd*
Twh	*Terawatt-hours*
USD	*United States Dollar*
YPF	*Yacimientos Petroliferos Fiscales*
Zamil	*Zamil Offshore Services Company*

6.2 Definitions

2P reserves	Proven and probable reserves
Capex	Capital expenditure associated with offshore developments. Infield Systems Limited Capex forecasts cover global engineering, procurement, construction and installation spending for the offshore sector. The data excludes non-development drilling spending and other exploration expenses
Dayrate	The amount paid for a particular service for a day's period. All dayrates presented in this report are charter rates based on publically disclosed contracts
Deepwaters	>500m
Deepwater AHT	An anchor handling tug vessel with engine power capacity surpassing 8,000BHP
Deepwater AHTS	An anchor handling tug supply vessel with engine power capacity surpassing 8,000BHP
Deepwater PSV	A platform support vessel with cargo carrying capability exceeding 2,500DWT
Development well	Production and injection wells drilled as part of a project development
Exploration well	Wildcat wells drilled to de-risk a prospective reservoir
Installed	On site but not yet functioning
Long term market	Long term contracts which can vary from one year durations to ten year deployments
Marine	An adjective for things relating to the sea or ocean
Midrange AHTS	8,000BHP to 12,000 BHP
Operational	Operating as expected
Opex	Operational expenditure associated with offshore developments
Possible	Part of favoured development concept for field at very early stage of evaluation.
Possible reserves	Inferred oil and gas reserves that have a 10-20% chance of commercial recovery
Probable	Part of a favoured development concept for a field at development planning stage at company level.
Probable reserves	Indicated oil and gas reserves that have a 50% chance of commercial recovery
Proved reserves	Oil and gas reserves that have a 90% chance of commercial recovery
Pure-Play	An OSV Operator with only AHTS, AHT, PSV/SSV and AWB assets within its fleet
Removed	Fully removed
ROV	Remotely operated underwater vehicle
Shallow Water AHT	An anchor handling tug vessel with engine power capacity below 8,000BHP
Shallow Water AHTS	An anchor handling tug supply vessel with engine power capacity less than 8,000BHP
Shallow Water PSV	A platform support vessel with cargo carrying capability less than 2,500DWT
Short-term market	Short term contracts with durations of less than one year
Under Construction	Under construction but not yet in place.

9. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, KEY TECHNICAL PERSONNEL, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

9.1 Directors

Our Board acknowledges and takes cognisance of the MCCG 2012, which contains recommendations to improve or to enhance corporate governance as an integral part of the business activities and culture of such companies. The MCCG 2012 is specifically targeted at listed companies on Bursa Securities, and listed companies with a year ended 31 December 2012 onwards will be required to report the extent of the adoption of the principles and recommendations of MCCG 2012 in their annual reports.

Our Board is committed to achieving and sustaining high standards of corporate governance and will use its best endeavours to comply with the MCCG 2012 and will provide a statement on the extent of compliance with the MCCG 2012 in our first annual report as a listed entity for the year ending 31 December 2014.

Within the limits set by our Articles, our Board is responsible for the governance and management of our Company. To ensure the effective discharge of its functions, our Board endeavours to follow the MCCG 2012 which sets out the following responsibilities:

(a) to review, challenge and approve our annual corporate plan, which includes our overall corporate strategy, marketing plan, human resources plan, IT plan, financial plan, budget, regulations plan and risk management plan;

(b) to oversee the conduct of our businesses and to determine whether the businesses are being properly managed;

(c) to identify principal risks and ensure the implementation of appropriate internal controls and mitigation measures to effectively monitor and manage these risks;

(d) succession planning, including appointing, training, fixing the remuneration of, and where appropriate, replacing our key management;

(e) to oversee the development and implementation of an investor relations programme or shareholders' communications policy for our Group; and

(f) to review the adequacy and integrity of our internal controls and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines (including the Listing Requirements, securities laws and the Act).

In accordance with Article 106(1) of our Articles, at our AGM, one-third of our Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office provided always that all Directors including the managing director and executive Directors shall retire from office once at least in each three years but shall be eligible for re-election. In accordance with Article 106(2) of our Articles, the Directors to retire in every year shall be those who have been longest in office since their last election, but as between Directors of equal seniority, the Directors to retire shall (unless they otherwise agree among themselves) be determined from among them by lot. A retiring Director shall be eligible for re-election.

In accordance with Article 113 of our Articles, our Board shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with our Articles. Any Director so appointed shall hold office only until the next AGM and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at that AGM.

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

In accordance with Article 105(2) of our Articles, until otherwise determined by our Company in a general meeting, the number of Directors shall not be less than three or more than 15.

The details of the members of our Board, all of whom are Malaysian, including the date of appointment and expiration of the current term of office, and the period that each of our Directors has served in office as at the LPD are as follows:

Name	Age	Designation	Date of appointment	Date of expiration of the current term of office	Period in office as at the LPD
Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda	67	Non-Independent Non-Executive Chairman	26 February 2014	AGM to be held in 2015	Less than three months
Dato' Abdul Rahman bin Ahmad	44	Non-Independent Non-Executive Director	12 April 2012	AGM to be held in 2015	Two years
Syed Yasir Arafat bin Syed Abd Kadir	41	Non-Independent Non-Executive Director	14 November 2013	AGM to be held in 2015	Five months
Dr. Jamal bin Yusof @ Gordon Duclos	47	Chief Executive Officer and Non-Independent Executive Director	16 November 2012	AGM to be held in 2015	One year and five months
Datuk Wira Azhar bin Abdul Hamid	53	Senior Independent Non-Executive Director	26 February 2014*	AGM to be held in 2015	Less than three months
Edwanee Cheah bin Abdullah	63	Independent Non-Executive Director	26 February 2014	AGM to be held in 2015	Less than three months
Madeline Lee May Ming	45	Independent Non-Executive Director	26 February 2014	AGM to be held in 2015	Less than three months

Note:

* *He was redesignated to Senior Independent Non-Executive Director effective from 22 May 2014.*

Save for Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda, Dato' Abdul Rahman bin Ahmad and Syed Yasir Arafat bin Syed Abd Kadir who are representatives of Hallmark and SFSB on our Board, none of our Directors represent any corporate shareholder.

9.1.1 Profile of our Directors

Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda, aged 67, is a Non-Independent Non-Executive Chairman of our Company.

He is a Fellow of the Institute of Chartered Accountants in England and Wales since 1971. He became a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants in 1972. He also served on the council of Malaysian Institute of Certified Public Accountants for 24 years, including three years as its president. He completed the Advanced Management Programme at Harvard Business School in the United States in 1985. He is also the Chancellor of Universiti Selangor.

He began his career as an Auditor at Moore Stephens & Co., UK, a firm of chartered accountants, from 1969 to 1971. He left Moore Stephens & Co., UK and later joined MIDF Industrial Consultants, Malaysia as a Consultant from 1971 to 1972. Subsequently, he joined PricewaterhouseCoopers (Malaysia) (*formerly known as Pricewaterhouse Malaysia before 1998)* in 1972 as a Qualified Assistant. He was with PricewaterhouseCoopers (Malaysia) for over 30 years during which he assumed various roles including Senior Partner in 1986 and Executive Chairman in 1990 where he was responsible for the overall management of PricewaterhouseCoopers (Malaysia). He was later appointed as Chairman of PricewaterhouseCoopers Asia 7 Leadership Team, a regional group comprising of firms in China / Hong Kong, Taiwan, Philippines, Vietnam, Thailand, Singapore and Malaysia from 2003 to 2005.

He is currently the Independent Non-Executive Chairman of Ekuinas and of Maxis Berhad and a director of among others, Khazanah Nasional Berhad, ACR Capital Holdings Pte. Ltd., ACR ReTakaful Berhad, Yayasan Amir, Yayasan DayaDiri and Yayasan Raja Muda Selangor. He is also a member of the board of trustees of Lembaga Zakat Selangor.

Dato' Abdul Rahman bin Ahmad, aged 44, is a Non-Independent Non-Executive Director of our Company.

He holds a Masters of Arts in Economics from Cambridge University, UK which he obtained in 1992 and is a member of the Institute of Chartered Accountants in England and Wales since 1996.

He began his career at Arthur Andersen, London, UK, from 1992 to 1996 as an Assistant Manager where he provided accounting and advisory related services and later served as Special Assistant to the Executive Chairman of Trenergy (M) Berhad from 1996 to 1999. He subsequently joined Pengurusan Danaharta Nasional Berhad from 1999 to 2000 as Unit Head and later went on to become Executive Director of SSR Associates Sdn. Bhd. which provides corporate and business advisory services, from 2000 to 2001.

Subsequently, Dato' Abdul Rahman bin Ahmad held the position of Chief Executive Officer of Malaysian Resources Corporation Berhad from 2001 to 2003, a Malaysian conglomerate involved in property, construction and infrastructure. From 2003 to 2009, he was the Group Managing Director and Chief Executive Officer of Media Prima Berhad, an integrated media investment group in Malaysia prior to joining Ekuinas in 2009 as Executive Director and Chief Executive Officer where he leads its Management Committee and is a member of its Investment Committee.

Currently, he is an Independent Director of Malaysian Resources Corporation Berhad, Axiata Group Berhad and Director of M+S Pte. Ltd., a joint venture property company of Khazanah Nasional Berhad and Temasek Holdings (Private) Limited. He also holds several directorships in other private limited companies.

Syed Yasir Arafat bin Syed Abd Kadir, aged 41, is a Non-Independent Non-Executive Director of our Company.

He graduated from University of Essex, UK in 1994 with a Bachelor of Arts (Hons) degree in Accounting and Financial Management.

He began his career in 1994 as an Executive in the Project Development department of Aseambankers Malaysia Berhad *(now known as Maybank IB)*. In 1996, he joined the Capital Markets department of Commerce International Merchant Bankers Berhad *(now known as CIMB Investment Bank Berhad)* as an Executive until 1998. He subsequently joined Pengurusan Danaharta Nasional Berhad as an Executive from 1998 to 1999. He joined United Overseas Bank (Malaysia) Berhad as a Deputy Manager in the Investment Banking Division, Corporate Finance in 2000 and was involved in corporate advisory work until he left in 2001.

He joined ING Corporate Advisory (Malaysia) Sdn. Bhd. in 2001 and served for nine years, starting as Vice President of Corporate Finance, specialising in areas of mergers and acquisitions, equity and equity-linked fund raising, debt fund raising and financial advisory for some of Malaysia's leading companies in banking, plantations, automotive, telecommunications and property, among others. His last position was Country Manager (ING Wholesale Banking), a position that he was promoted to in 2007, overseeing both ING Corporate Advisory (Malaysia) Sdn. Bhd. and ING Bank N.V. Labuan Branch operations in Malaysia.

He joined Ekuinas in 2009 as the Managing Partner, Investment, where he oversees the Investment Team and leads Ekuinas' portfolio investments in the oil and gas and services sectors. He is a member of the Investment Committee and the Management Committee of Ekuinas.

Dr. Jamal bin Yusof @ Gordon Duclos, aged 47, is the Chief Executive Officer and Non-Independent Executive Director of our Company.

He graduated with a Bachelor of Science degree in Dental Surgery from Universiti Malaya in 1990.

He began his career in dentistry by founding a family dental practice in 1990 named Klinik Pergigian Dr. Lee, Jamal & Rakan-Rakan in Subang Jaya, Selangor and had practised dentistry for almost 10 years. He ventured into the oil and gas sector when he joined Sisma Enterprise Sdn. Bhd. ("**Sisma**") from 1997 to 2005, where he was responsible for the growth and development of the company particularly in the provision of electrical engineering and OSV services. Whilst he was at Sisma, he was involved in the provision of repair and maintenance services for transformers for Tenaga Nasional Berhad ("**TNB**") and the company was an agent for the sale of TNB transformers to third parties, including PETRONAS. The company started ship brokering activities in 2003 after attaining a PETRONAS licence.

In 2006, he ventured further into the oil and gas sector by founding OMNI Power together with his business partner, through which they acquired their first vessel. With OMNI Power as a platform, he established and expanded the 'OMNI' brand as a vessel owner and operator through a network of companies, where he held the position of Managing Director from 2006 up to the completion of the Strategic Consolidation in 2012, following which he assumed the position of Chief Executive Officer of our Company. He was instrumental in the growth and performance of the OMNI group of companies. Over a period of five years from 2008 to 2012, prior to the completion of the Strategic Consolidation, the number of the vessels operated by the OMNI group of companies expanded from three vessels to 12 vessels, supported by staff strength of 60 professional personnel with over 300 offshore marine crews.

He is currently the President of the Malaysia OSV Owners' Association, a position he holds since April 2013. During his tenure as its president, the association has, on behalf of Malaysian OSV providers, successfully negotiated and refined certain contractual terms on behalf of Malaysian OSV providers for OSV charter contracts with the NOC and organised the inaugural OSV seminar in Malaysia in May 2014, which has historically been held in Singapore.

He has over 17 years of experience in the OSV industry.

Datuk Wira Azhar bin Abdul Hamid, aged 53, is the Senior Independent Non-Executive Director of our Company.

He graduated from the Institute of Accounting Staff, UK in 1980. He also holds a Diploma in Advanced Accountancy, awarded by Luton College of Higher Education, UK which he obtained in 1981. He became a Graduate of the Chartered Institute of Management Accountants, UK in 1990.

He is a member of the Malaysian Institute of Accountants since 1993 and is also a Fellow of the Chartered Association of Certified Accountants in the UK since 1996.

He began his career as a Financial Internal Audit Manager at British Telecoms plc. in London, UK and served from 1989 to 1991. He left British Telecoms plc. and joined the Malaysian Co-Operative Insurance Society Ltd. as the Head of Finance from 1992 to 1994. He then held various key positions within the Sime Darby Berhad ("**Sime Darby**") group of companies ("**Sime Darby Group**") from 1994 to 2001, including financial controller as well as senior managerial role.

He was appointed as Group Chief Executive Officer of PERNAS International Holdings Bhd. *(now known as Tradewinds Corporation Berhad)* in 2001 before returning to the Sime Darby Group in 2003 as Business Development Director with Sime Darby Plantation Sdn. Bhd. until his departure in 2010. During his tenure with the Sime Darby Group, he held various roles including as the Divisional Director of the Heavy Equipment and Plantations Division, Executive Vice President of the Plantations Division and Acting President and Group Chief Executive of Sime Darby.

In January 2011, he was appointed as Independent Director of Perbadanan Kemajuan Negeri Perak and since September 2011, Chief Executive Officer of Mass Rapid Transit Corporation Sdn. Bhd. He also holds several directorships in other private limited companies.

Edwanee Cheah bin Abdullah, aged 63, is an Independent Non-Executive Director of our Company.

In 1973, he obtained a Diploma in Mechanical Engineering from Singapore Polytechnic. In 1999, he obtained a Masters degree in Business and Administration

(Technology) which was jointly awarded by Deakin University, Melbourne, Australia and the Association of Professional Engineers, Scientists and Managers, Australia (APESMA).

He has over 40 years of international experience in the energy and oil and gas sector. He began his career with Shell Brunei LNG Sendirian Berhad in 1973 as a trainee engineer and has since served various companies with the Shell group of companies ("**Shell Group**") in Malaysia, Singapore, Brunei, South Korea, Netherlands, UK and USA for 32 years. During his tenure with the Shell Group, he had assumed various positions including Engineer, Site Representative Manager, Division Head and Global Consultant where he was responsible for, among others, engineering related matters, project management and internal consultancy. In 2006, he left Shell International Exploration and Production B.V., Netherlands. In 2007, he joined S 2 Click Sdn. Bhd., an oil and gas consultancy firm, as Director and Principal Consultant, a position he still holds as at the LPD, where he provides consultancy services to various oil and gas companies.

Madeline Lee May Ming, aged 45, is an Independent Non-Executive Director of our Company.

In 1991, she obtained her Bachelor of Laws (Hons) degree from Queens University, Belfast, UK. She pursued her postgraduate studies at the same university and graduated with a Master of Laws in 1992.

She was called to the Bar of England and Wales in 1993 and is a member of Grays Inn, UK since 1993. She was subsequently called to the Singapore Bar in 1995 and also to the Malaysian Bar in 2001.

She began her career as a Pupil Barrister in the Chambers of 4 Brick Court, London, UK in 1993 until 1994. She then moved to Singapore and continued her legal practice with Palakrishnan & Partners, a law firm, as an Associate from 1994 until 1996. In 1996, she joined Rodyk & Davidson *(formerly known as Helen Yeo & Partners)* as an Associate and was based at the Vietnam office until 1999. In 2000, she returned to Malaysia and joined Raslan Loong as an Associate until 2003 before moving on to Mazlan & Associates in 2003 where she was made a Partner in 2006, a position she still holds until now.

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9.1.2 Shareholding of our Directors in our Company

The following table sets forth the direct and indirect shareholdings of each of our Directors before and after our IPO based on our Register of Directors' Shareholdings as at the date of this Prospectus (assuming full subscription of the Issue Shares allocated to our Directors under our IPO):

	Before our IPO				[1]After our IPO			
	Direct		Indirect		Direct		Indirect	
Name	**No. of Shares ('000)**	**%**	**No. of Shares ('000)**	**%**	**No. of Shares ('000)**	**[2]%**	**No. of Shares ('000)**	**[2]%**
Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda	-	-	-	-	150	0.01	-	-
Dato' Abdul Rahman bin Ahmad	-	-	-	-	-	-	-	-
Syed Yasir Arafat bin Syed Abd Kadir	-	-	-	-	-	-	-	-
Dr. Jamal bin Yusof @ Gordon Duclos	61,484	6.44	-	-	59,084	5.02	-	-
Datuk Wira Azhar bin Abdul Hamid	-	-	-	-	125	0.01	-	-
Edwanee Cheah bin Abdullah	1,326	0.11	-	-	1,451	0.12	-	-
Madeline Lee May Ming	-	-	-	-	125	0.01	-	-

Notes:

(1) *Excludes Shares that our Directors may subscribe for under the Malaysian public's portion pursuant to the Retail Offering.*

(2) *Based on our enlarged share capital of 1,177,185,100 Shares.*

9.1.3 Principal business activities performed outside of our Group and principal directorship of our Directors

The principal business activities outside of our Group performed by our Directors as at the LPD and the directorships of our Directors outside of our Group as at the LPD and in the past five years preceding the LPD are as follows:

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda	*Present directorships:*		Trustee of Lembaga Zakat Selangor
	Khazanah Nasional Berhad	Investment	Trustee and Chairman of Yayasan Raja Muda Selangor
	ACR Capital Holdings Pte Ltd., Singapore	Insurance	Trustee of Yayasan DayaDiri
	ACR ReTakaful Berhad	Insurance	Trustee and Chairman of Yayasan Amir
	ACR ReTakaful Holdings Limited	Insurance	Chancellor of Universiti Selangor
	ACR ReTakaful MEA B.S.C. (c)	Insurance	
	Asia Capital Reinsurance Malaysia Sdn. Bhd.	Insurance	
	Binariang GSM Sdn. Bhd.	Investment holding in mobile, fixed line and international gateway telecommunications services as well as internet and broadband services and corporate functions	
	BGSM Equity Holdings Sdn. Bhd.	Investment holding in mobile, fixed line and international gateway telecommunications services as well as internet and broadband services and corporate functions	
	BGSM Management Sdn. Bhd.	Investment holding in mobile, fixed line and international gateway telecommunications services as well as internet and broadband services and corporate functions	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda *(Cont'd)*	BGSM Capital Sdn. Bhd.	Investment holding in equities related activities	
	Maxis Berhad	Investment holding and the provision of mobile, fixed line and international gateway telecommunications services as well as internet and broadband services and corporate support functions	
	Ekuinas	Private equity fund management	
	ECSB	Investment holding – private equity	
	E-Cap (External) One Sdn. Bhd.	Investment holding – private equity	
	Bendahara 1 Sdn. Bhd.	Investment holding – private equity	
	E-Cap 1	Investment holding – private equity	
	Arshad Uda Consulting Services Sdn. Bhd.	Consultancy and advisory services	
	Areus Holdings Sdn. Bhd. *(Dissolved)*	Investment holding in real property related activities	
	Aneka Arif Sdn. Bhd.	General trading, property and maintenance, shares investment	
	Yayasan Raja Tun Uda	Charitable foundation	
	Yayasan Raja Muda Selangor	Charitable foundation	
	Yayasan DayaDiri	Charitable foundation	
	Yayasan Amir	Charitable foundation	

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

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda *(Cont'd)*	*Previous directorships:*		
	Sime Darby *(Resigned on 16 November 2011)*	Investment holding in plantations, property development, heavy equipment and motor vehicle distribution, and energy and utilities	
Dato' Abdul Rahman bin Ahmad	*Present directorships:*		Chief Executive Officer of Ekuinas
	Axiata Group Berhad	Investment holding and provision of telecommunication and consultancy services on an international scale	
	APIIT Sdn. Bhd.	Providing IT related educational courses	
	ACG International Sdn. Bhd.	Investment holding – sales of cosmetics	
	Burger King Singapore Pte. Ltd.	Business of developing, promoting and managing Burger King restaurants	
	Cosmo Restaurants Sdn. Bhd.	Business of developing, promoting and managing Burger King restaurants	
	Dynahall (M) Sdn. Bhd.	Investment holding – print media	
	Ekuinas	Private equity fund management	
	ECSB	Investment holding – private equity	
	E-Cap 1	Investment holding – private equity	
	E-Cap 2	Investment holding – private equity	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Dato' Abdul Rahman bin Ahmad *(Cont'd)*	SFSB	Investment holding – private equity	
	Gabungan Kesturi Sdn. Bhd.	Investment holding – media	
	Ilmu Education Group Sdn. Bhd.	Investment holding – education	
	Integrated Food Group Sdn. Bhd.	Investment holding company - retail food and beverage	
	Lyndarahim Ventures Sdn. Bhd.	Investment holding and food and beverage related activities	
	M+S Pte. Ltd.	Property development joint venture	
	Malaysian Resources Corporation Berhad	Investment holding and construction related activities	
	Right Sentiments Sdn. Bhd.	Property investment holding	
	Skim Jejak Jaya Sdn. Bhd.	Business management and consultancy services	
	SSR Associates Sdn. Bhd.	Corporate and business advisory services	
	Unitar Capital Sdn. Bhd.	Tertiary educational related activities	
	Previous directorships:		
	Bendahara 1 Sdn. Bhd. *(Resigned on 8 October 2013)*	Investment holding - private equity	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Dato' Abdul Rahman bin Ahmad *(Cont'd)*	Konsortium Logistik Berhad *(Resigned on 16 December 2013)*	Provision of total logistics services and inventory solutions	
	Malay Mail Sdn. Bhd. *(Resigned on 30 May 2012)*	Print media	
	Asia Pacific University Sdn. Bhd. *(Resigned on 30 July 2013)*	Tertiary educational related activities	
	Rancak Selera Sdn. Bhd. *(Resigned on 31 January 2013)*	Investment holding and food and beverage related activities	
	Felda Global Ventures Holdings Berhad *(Resigned on 28 February 2013)*	Investment holding and palm oil plantations related activities	
	Tanjung Offshore *(Resigned on 23 April 2012)*	Investment holding and oil and gas related activities	
	Prinsip Lagenda Sdn. Bhd. *(Resigned on 31 January 2012)*	Investment holding and food and beverage related activities	
	E-Cap (External) One Sdn. Bhd. *(Resigned on 31 January 2012)*	Investment holding – private equity	
	CTRM Composites Engineering Sdn. Bhd. *(Resigned on 17 May 2011)*	Designing and the manufacturing of aerospace and non-aerospace composite components	
	CTRM Aviation Sdn. Bhd. *(Resigned on 17 May 2011)*	Manufacturing of aircraft components and assembly of light aircrafts, leasing of aircrafts and maintenance support service	

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

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Dato' Abdul Rahman bin Ahmad *(Cont'd)*	CTRM AERO Composites Sdn. Bhd. *(Resigned on 17 May 2011)*	Manufacture of aerospace and non-aerospace composite components	
	Composites Technology Research Malaysia Sdn. Bhd. *(Resigned on 17 May 2011)*	Development and production of aircraft composite components and investment holding in design, development and manufacture of aerospace and non-aerospace composite components related companies	
	Max-Airplay Sdn. Bhd. *(Resigned on 31 August 2009)*	Commercial radio broadcasting	
	Merit Idea Sdn. Bhd. *(Resigned on 31 August 2009)*	Investment holding – commercial television broadcasting	
	Metropolitan TV Sdn. Bhd. *(Resigned on 31 August 2009)*	Commercial television broadcasting	
	Star Crest Media Sdn. Bhd. *(Resigned on 31 August 2009)*	Dormant	
	Synchrosound Studio Sdn. Bhd. *(Resigned on 31 August 2009)*	Commercial radio broadcasting	
	Natseven TV Sdn. Bhd. *(Resigned on 31 August 2009)*	Commercial television broadcasting	
	Alt Media Sdn. Bhd. *(Resigned on 31 August 2009)*	New media business and related activities	

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

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Dato' Abdul Rahman bin Ahmad *(Cont'd)*	Alternate Records Sdn. Bhd. *(Resigned on 31 August 2009)*	Album production and recording studio	
	The Talent Unit Sdn. Bhd. *(Resigned on 31 August 2009)*	Talent management of artistes	
	CH-9 Media Sdn. Bhd. *(Resigned on 31 August 2009)*	Commercial television broadcasting	
	Perintis Layar Sdn. Bhd. *(Resigned on 31 August 2009)*	Investment holding – commerical radio broadcasting	
	Sistem Televisyen Malaysia Berhad *(Resigned on 31 August 2009)*	Commercial television broadcasting	
	The New Straits Times Press (Malaysia) Bhd *(Resigned on 31 August 2009)*	Dormant	
	Lazim Juta Sdn. Bhd. *(Resigned on 31 August 2009)*	Dormant	
	Uniteers Outdoor Advertising Sdn. Bhd. *(Resigned on 31 August 2009)*	Advertising contracting and agents and sale of advertising space	
	Media Prima Berhad *(Resigned on 31 August 2009)*	Integrated media investment group	
Syed Yasir Arafat bin Syed Abd Kadir	*Present directorships:*		Managing Partner, Investment, Ekuinas
	E-Cap (External) One Sdn. Bhd.	Investment holding – private equity	
	E-Cap 2	Investment holding – private equity	

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

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Syed Yasir Arafat bin Syed Abd Kadir *(Cont'd)*	SFSB	Investment holding – private equity	
	Revenue Valley Sdn. Bhd.	Investment holding and provision of management services in food and beverage related activities	
	Hallmark	Investment holding – private equity	
	Asia Pacific University Sdn. Bhd.	Provision of higher education courses	
	Bendahara 1 Sdn. Bhd.	Investment holding – private equity	
	Skim Jejak Jaya Sdn. Bhd.	Business management and consultancy services	
	Previous directorships:		
	Konsortium Logistik Berhad *(Resigned on 26 February 2013)*	Provision of total logistics services and inventory solutions	
	Tanjung Offshore *(Resigned on 27 February 2013)*	Investment holding and oil and gas related activities	
	ING Corporate Advisory (Malaysia) Sdn. Bhd. *(Resigned on 31 October 2009)*	Corporate advisory services	
	ING Advisory Holdings (Malaysia) Sdn. Bhd. *(Dissolved)*	Dormant	

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

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Dr. Jamal bin Yusof @ Gordon Duclos	*Present directorships:*		Shareholder of Offshore Digital Service Sdn. Bhd. Shareholder of Victoria Straits Sdn. Bhd. Shareholder of SM Turbo Sdn. Bhd. Shareholder of Urban Ocean Sdn. Bhd. Shareholder of Mutlak Murni Sdn. Bhd. Shareholder of Trident Consultants Sdn. Bhd.
	Sisma Perkasa Sdn. Bhd.	Dormant (previously involved in construction and development of housing and industrial estate)	
	Offshore Digital Service Sdn. Bhd.	Development, production and delivery of technical information	
	Victoria Straits Sdn. Bhd.	Dormant (intended principal activity is investment holding - real property related)	
	SM Turbo Sdn. Bhd.	Development of hydro power and other renewal energy source with consultancy and advisory related services	
	Urban Ocean Sdn. Bhd.	Dormant (intended principal activity is investment holding – equities)	
	Mutlak Murni Sdn. Bhd. *(Dissolved)*	General trading	
	Previous directorships:		
	Trident Consultants Sdn. Bhd. (*Resigned on 16 October 2013*)	Marketing and providing process, safety and environmental consultancy services	
	Biodent Sdn. Bhd. *(Dissolved)*	General trading	
	Sisma Biomedical Diagnostic Sdn. Bhd. (*Resigned on 21 April 2009*) *(Struck off)*	General trading	
	S.E. Mariam Sdn. Bhd. (*Resigned on 19 February 2014*)	Shipping and transport agents	

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

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Dr. Jamal bin Yusof @ Gordon Duclos *(Cont'd)*	Konsortium Peka Sdn. Bhd. (*Resigned on 23 November 2010*)	Supplier of timber and wood products	
	Sisma Construction Sdn. Bhd. *(Resigned on 11 September 2009)* *(Struck off)*	Construction	
	A.A Jamil Sdn. Bhd. (*Resigned on 15 December 2009*)	Investment holding	
	Syed Ibrahim Sdn. Bhd. (*Resigned on 18 August 2009*)	Management consultancy services	
	Leasing Corporation Sdn. Bhd. (*Resigned on 1 July 2010*)	Financing of equipment lease, hire purchase money lending and share trading	
Datuk Wira Azhar bin Abdul Hamid	*Present directorships:*		Chief Executive Officer of Mass Rapid Transit Corporation Sdn. Bhd.
	Mass Rapid Transit Corporation Sdn. Bhd.	To facilitate, undertake and expedite public infrastructure project approved by the Government	
	Asia ICM Resources Sdn. Bhd.	Investment holding company with diversified business interest in international trading, real estate developments, mineral development, chemicals, agricultural and bio-technology	
	CBS Maju Sdn. Bhd.	Non-trading	
	Chelsea Food Sdn. Bhd.	Dormant	
	Chelsea Capital Sdn. Bhd.	Dormant (previously involved in the business of providing advisory services)	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Datuk Wira Azhar bin Abdul Hamid *(Cont'd)*	Chelsea Development Sdn. Bhd.	Dormant	
	Chelsea Agri Resources Sdn. Bhd.	Dormant	
	Epic Products Berhad *(In the process of winding-up)*	Dormant (previously involved in the blending, marketing and distribution of edible oils and other related activities)	
	Izin Sdn. Bhd. *(In the process of winding-up)*	Construction, development and trading	
	Perbadanan Kemajuan Negeri Perak	Development of the state of Perak	
	Previous directorships:		
	Eminent Platform Sdn. Bhd. *(Resigned on 1 September 2010)*	Investment holding	
	Sincere Outlook Sdn. Bhd. *(Resigned on 1 September 2010)*	Dormant	
	Sime Darby Biofuels Sdn. Bhd. *(Resigned on 19 January 2010)*	Dormant	
	Sime Darby Kempas Sdn. Bhd. *(Resigned on 1 September 2010)*	Palm oil and palm kernel oil refining and fractionation and manufacturing and marketing of specialty and end user fats	
	Consolidated Plantations Bhd. *(Resigned on 19 January 2010)*	Investment holding	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Datuk Wira Azhar bin Abdul Hamid *(Cont'd)*	Sime Darby Consulting Sdn. Bhd. *(Resigned on 2 March 2011)*	Investment holding	
	Sime Darby Plantation Sdn. Bhd. *(Resigned on 1 September 2010)*	Production, processing and sale of palm oil, palm kernel and other oil palm and rubber related products and investment holding	
	EITA Resources Berhad *(Resigned on 15 March 2012)*	Investment holding, provision of management services and procurement of contract including assisting in procurement of contracts	
	Sime Darby Seeds & Agricultural Services Sdn. Bhd. *(Resigned on 1 September 2010)*	Provision of agricultural research and advisory services and production and sale of oil palm seeds and polybag seedlings	
	Sime Darby Bioganic Sdn. Bhd. *(Resigned on 19 January 2010)*	Dormant	
	Golden Hope Overeas Sdn. Bhd. *(Resigned on 1 September 2010)*	Investment holding	
	Sime Darby Bukit Talang Sdn. Bhd. *(Resigned on 1 September 2010)*	Processing and sales of palm oil and palm kernel	
	Nature Ambience Sdn. Bhd. *(Resigned on 1 September 2010)*	General trading	
	Sime Darby Biodiesel Sdn. Bhd. *(Resigned on 1 September 2010)*	Production of biodiesel and its related products	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Datuk Wira Azhar bin Abdul Hamid *(Cont'd)*	Sime Darby Oils and Fats Sdn. Bhd. *(Resigned on 5 November 2010)*	Marketing, distributing and selling oil palm related products	
	Malaysian Palm Oil Council *(Resigned on 16 December 2010)*	Promote the market expansion of Malaysian palm oil and its products	
	Sime Darby Plantation (Sarawak) Sdn. Bhd. *(Resigned on 1 September 2010)*	Cultivation of oil palm and processing of palm oil and palm kemel	
	Sime Darby Beverages Sdn. Bhd. *(Resigned on 28 January 2010)*	Fruit cultivation, processing and sales of pink guava puree and juices	
	Vertical Drive Sdn. Bhd. *(Resigned on 1 September 2010)*	Investment holding	
	Sime Darby Agri-Bio Sdn. Bhd. *(Resigned on 19 January 2010)*	Manufacturing and marketing of rat baits and trading in agricultural equipment	
	Sime Darby Plantation Indonesia Sdn. Bhd. *(Resigned on 1 September 2010)*	Investment holding	
	Sime Darby Plantation Thailand Sdn. Bhd. *(Resigned on 1 September 2010)*	Investment holding	
	Sime Darby Pecconina Sdn. Bhd. *(Resigned on 1 September 2010)*	Investment holding	
	The China Engineers (Malaysia) Sdn. Bhd. *(Resigned on 1 September 2010)*	Cultivation of oil palm and processing of palm oil and palm kemel	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Datuk Wira Azhar bin Abdul Hamid *(Cont'd)*	Sime Darby Jomalina Sdn. Bhd. *(Resigned on 1 September 2010)*	Palm oil refining and trading and tolling operations	
	Sime Darby Plantation (Sabah) Sdn. Bhd. *(Resigned on 1 September 2010)*	Cultivation of oil palm and processing of palm oil and palm kernel	
	Kumpulan Jelei Sdn. Bhd. *(Resigned on 1 September 2010)*	Investment holding	
	Sime Darby Livestock Sdn. Bhd. *(Resigned 28 January 2010)*	Dormant	
	Emery Oleochemicals (M) Sdn. Bhd. *(Resigned on 6 December 2010)*	Production and sale of fatty acids, fatty alcohols and refined glycerine oil field chemicals, ozone acids, plastic additives, methyl esters and other oleochemicals derivatives	
	Sime Darby Austral Sdn. Bhd. *(Resigned on 6 December 2010)*	Processing of palm oil products	
	Sime Darby Latex Sdn. Bhd. *(Resigned on 1 September 2010)*	Processing and sale of latex and other rubber related products	
	Sime Darby Plantation (Peninsular) Sdn. Bhd. *(Resigned on 19 January 2010)*	Dormant	
	Sime Darby Fresh Sdn. Bhd. *(Resigned on 28 January 2010)*	Dormant	
	Perkhidmatan Komputer Perladangan Sdn. Bhd. *(Resigned on 19 January 2010)*	Dormant	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Datuk Wira Azhar bin Abdul Hamid *(Cont'd)*	Sime Darby Research Sdn. Bhd. *(Resigned on 1 September 2010)*	Providing research and development services relating to tropical agriculture	
	Sime Darby Futures Trading Sdn. Bhd. *(Resigned on 1 September 2010)*	Trading of crude palm oil and palm oil products	
	Sime Darby Foods & Beverages Marketing Sdn. Bhd. *(Resigned on 28 January 2010)*	Distribution and marketing of halal food products for both retail and food service	
	Sime Darby Plantation Academy Sdn. Bhd. *(Resigned on 1 September 2010)*	Dormant	
	Sime Darby Green Sdn. Bhd. *(Resigned on 28 January 2010)*	Dormant	
	Binuang Palm oil Refinery Sdn. Bhd. *(Dissolved)*	Dormant	
	Elizeth Holdings Sdn. Bhd. *(Dissolved)*	General trading	
	Chartquest Sdn. Bhd *(Resigned on 6 December 2010)*	Palm oil production	
	Sime Darby Technology Centre Sdn. Bhd. *(Resigned on 1 September 2010)*	To carry out research and development activities in biotechnology and agriculture	
	Wangsa Mujur Sdn. Bhd. *(Resigned on 1 September 2010)*	Sub-lease of estates	
	Bangladesh Edible Oil Limited (Bangladesh) *(Resigned on 30 September 2010)*	Operation of edible oil refineries	

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

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Datuk Wira Azhar bin Abdul Hamid *(Cont'd)*	Sime Darby International Investments Limited (Cayman Islands) *(Resigned on 6 December 2010)*	Investment holding	
	Sime Darby Plantation Holdings (Cayman Islands) *(Resigned on 6 December 2010)*	Investment holding	
	Sime Darby Plantation Holdings (Asia Pacific) (Cayman Islands) *(Resigned on 6 December 2010)*	Investment holding	
	Dongguan Sime Darby Sinograin Oils and Fats Co Ltd (China) *(Resigned on 6 December 2010)*	Dormant	
	Rizhao Sime Darby Oils & Fats Co. Ltd (China) *(Resigned on 20 December 2010)*	Refining, storage and marketing of palm oil and related product	
	Paul Tiefenbacher GmbH (Germany) *(Resigned on 6 December 2010)*	Trading and marketing	
	Sime Darby China Oils And Fats Company Limited (Hong Kong) *(Resigned on 1 October 2010)*	Marketing and sales of palm oil and palm oil related products and investment holding	
	PT. Minamas Gemilang (Indonesia) *(Resigned on 24 December 2010)*	Investment holding	
	PT. Anugerah Sumbermakmur (Indonesia) *(Resigned on 24 December 2010)*	Investment holding	

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

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Datuk Wira Azhar bin Abdul Hamid *(Cont'd)*	PT Golden Hope Nusantara (Indonesia) *(Resigned on 11 March 2011)*	Dormant	
	PT Sime Agri Bio (Indonesia) *(Resigned on 30 March 2011)*	Business of import and wholesale trading of agricultural equipments and other agricultural products	
	Sime Darby Edible Products India Private Limited (India) *(Resigned on 16 December 2010)*	Manufacturing, importing, exporting, buying, selling and otherwise dealing in oils, palm oils, vegetable oils and fats, products of plantation and other by-products thereof	
	Mulligan International BV (The Netherlands) *(Resigned on 6 December 2010)*	Investment holding	
	Cleaner G.B.V. (The Netherlands) *(Resigned on 24 September 2010)*	Production and sale of biodiesel	
	Sime Darby Unimills B.V. (The Netherlands) *(Resigned on 24 September 2010)*	Refining and modification of vegetable oils	
	Sime Darby Netherlands B.V. (The Netherlands) *(Resigned on 24 September 2010)*	Investment holding	
	Muang Mai Guthrie Co. Ltd (Thailand) *(Resigned on 31 December 2010)*	Processing and distribution of rubber	
	Sime-Morakot Holdings (Thailand) Limited (Thailand) *(Resigned on 23 February 2011)*	Investment holding	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
Datuk Wira Azhar bin Abdul Hamid *(Cont'd)*	Morakot Industries Public Company Limited (Thailand) *(Resigned on 8 March 2011)*	Manufacture and marketing of cooking oil	
	The China Engineers (Thailand) Limited (Thailand) *(Resigned on 18 March 2011)*	Investment holding	
	Golden Hope Overseas Capital (Mauritius) *(Resigned on 6 December 2010)*	Investment holding	
	Sime Darby Edible Products Limited (Singapore) *(Resigned on 15 September 2010)*	Refining, manufacturing and marketing of edible oils and palm oil related products and surfactant	
	Sime Darby Plantation Europe Ltd. (Singapore) *(Resigned on 15 September 2010)*	Investment holding	
	Leverian Holdings Pte Ltd (Singapore) *(Resigned on 30 September 2010)*	Investment holding	
	Sime Darby Hudson And Knight (Proprietary) Limited (South Africa) *(Resigned on 26 October 2010)*	Bakery fats and edible oils refining	
	Golden Hope- Nha Be Edible Oils Co. Ltd. (Vietnam) *(Resigned on 3 December 2010)*	Edible oils refining	
	Guangzhou Keylink Chemical Co.Ltd. (People's Republic of China) *(Resigned on 6 December 2010)*	Manufacture, sell and distribution of surfactants	

Director	Directorships	Principal activities	Involvement in business activities other than as a director
	Sime Darby Plantation (Liberia) Inc (Liberia) *(Resigned on 6 December 2010)*	Dormant	
Edwanee Cheah bin Abdullah	*Present directorship:*		Principal Consultant in S 2 Click Sdn. Bhd.
	S 2 Click Sdn. Bhd.	Advisory and consultancy services	
	Previous directorship:		
	Tanjung Offshore *(Resigned on 28 August 2013)*	Investment holding and oil and gas related activities	
Madeline Lee May Ming	*Present directorship:*		Partner of Mazlan & Associates
	Aptium Sdn. Bhd.	Trading in IT storage equipment	

Our Board is of the opinion that the directorships of Dr. Jamal bin Yusof @ Gordon Duclos in the businesses and/or corporations outside of our Group will not affect his commitments and responsibilities to our Group as he only attends board of directors' meetings which are held not more than on a quarterly basis, which do not require a significant amount of his time, particularly as some of the companies in which he holds directorship are currently dormant. Daily operations of the active companies are managed by experienced key management personnel of the respective companies.

9.1.4 Involvement of our Directors in other businesses and/or corporations which carry on a similar trade as that of our Group or which are our customers and/or suppliers

As at the LPD, none of our Directors have any interest, direct or indirect, in other businesses and/or corporations which are: (i) carrying on a similar trade as that of our Group; or (ii) our customers and/or suppliers.

9.1.5 Executive Committee

Our Executive Committee was constituted by our Board on 20 November 2012 as a sub-committee of our Board and its general purpose is to provide an effective oversight of the business of our Group and to ensure that our Group's operations are aligned with the strategy approved by our Board and implemented within the framework and agreed financial limits as approved by our Board from time to time. Subject to the framework and financial limits, our Executive Committee has primary authority for the close oversight of our Group's operations save for those matters which are reserved to our Board, Audit and Risk Management Committee, Remuneration Committee and Nomination Committee (collectively "**Board Committees**").

Our Executive Committee shall consist of six members, three of whom shall be nominated by Ekuinas and three of whom shall comprise of the key management of our Company. The Chairman of our Executive Committee shall be appointed by our Board. Our Executive Committee comprises the following members:

Name	Designation	Directorship/ Designation in our Group
Syed Yasir Arafat bin Syed Abd Kadir	Chairman	Non-Independent Non-Executive Director
Dato' Abdul Rahman bin Ahmad	Member	Non-Independent Non-Executive Director
Dr. Jamal bin Yusof @ Gordon Duclos	Member	Chief Executive Officer and Non-Independent Executive Director
Hassan bin Ali	Member	Chief Corporate Officer and Deputy Chief Executive Officer
Rahman bin Yusof	Member	Chief Operations Officer
Mohamed Omar bin Fateh Mohamed	Member	*

Note:

* *He is the Manager of Investment, Ekuinas, a related company of YEN (our substantial shareholder) that provides private equity fund management services to ECSB (our substantial shareholder and Promoter). Please refer to Section 9.4.1 of this Prospectus for further information on Ekuinas.*

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

(i) <u>Powers and responsibilities</u>

(a) Our Executive Committee shall be delegated with such powers as may be necessary in order to have effective oversight of our Group but subject to the following:

- any limits of authority already in place or approved by our Board;
- the powers as already delegated to the Board Committees;
- where the approval of our Board and/or shareholders and/or relevant Board Committee(s) is required, our Executive Committee can only agree to recommend to our Board and/or relevant Committee for their approval and not execute or implement any such matters where our Board, Board Committee and/or shareholders' approval is required pursuant to any applicable law or regulations; and
- any matter that our Executive Committee shall have determined should be presented to our Board for approval.

(b) Our Executive Committee shall generally:

- review the strategy of our Group and make recommendations to our Board, and monitor the implementation of our Group's strategy;

- review the business plan and budgets and monitor the progress and performance of the business plan and budgets, including performance against agreed key performance indicators in all aspects of our Group's operations;
- ensure that our Group maintains a sound framework of reporting on internal control and regulatory compliance;
- review and recommend to our Remuneration Committee and/or Board the framework or broad policy for the remuneration package, employee benefits and annual incentive schemes of our employees; and
- take any other action or assume any other powers and responsibilities that may from time to time be assigned or delegated by our Board.

(ii) Decisions of our Executive Committee

Any issue or question arising at any meeting of our Executive Committee shall require the majority decision of the members of our Executive Committee present and voting at the meeting. If any issue or question does not receive such decision of our Executive Committee, then such issue or question shall be determined by our Board.

The objectives and terms of reference of our Executive Committee may be reviewed annually by our Board or as required to ensure that the operation of our Executive Committee meets our Board's requirements.

9.1.6 Audit and Risk Management Committee

Our Audit and Risk Management Committee was constituted by our Board on 3 March 2014. Our Audit and Risk Management Committee comprises the following members:

Name	Designation	Directorship
Datuk Wira Azhar bin Abdul Hamid	Chairman	Senior Independent Non-Executive Director
Edwanee Cheah bin Abdullah	Member	Independent Non-Executive Director
Syed Yasir Arafat bin Syed Abd Kadir	Member	Non-Independent Non-Executive Director

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

(i) Board

(a) To obtain satisfactory response from management on reports issued by external and internal auditors and report to our Board:

- significant findings identified and the impact of the audit findings on the operations;

- deliberations and decisions made at our Audit and Risk Management Committee meetings with focus given to significant issues and resolutions resolved by our Audit and Risk Management Committee on a regular basis; and

- a summary of material concerns and weaknesses in the control environment noted during the year and the corresponding measures taken to address the issues;

(b) To oversee the function of the Internal Audit and Risk Management Department and report to our Board on significant changes in the business and the external environment, which affect key risks;

(c) Where the review of audit reports of our subsidiaries and any related corporations also falls under the jurisdiction of our Audit and Risk Management Committee, all the above-mentioned functions shall also be performed by our Audit and Risk Management Committee in co-ordination with the board of directors of the subsidiaries and related corporation;

(d) To review arrangements established by our management for compliance with any regulatory or other external reporting requirements, by-laws and regulations related to our Company's operations; and

(e) To consider other areas as defined by our Board.

(ii) <u>External auditors</u>

(a) To consider the appointment of the external auditors, the audit fee and any issues relating to the resignation or dismissal of the external auditor;

(b) To discuss with the external auditors before the audit commences, the nature and scope of the audit and ensure co-ordination where more than one audit firm is involved;

(c) To discuss with the external auditors, their audit report and evaluation of the system of internal controls; and

(d) To review the quarterly and year-end financial statements of our Company, focusing particularly on:

- any changes in accounting policies;

- significant adjustments arising from the audit;

- the going-concern assumption; and

- compliance with accounting standards and other legal requirements.

(iii) <u>Internal auditors</u>

(a) To discuss problems and reservations arising from the external audit and any matter the external or internal auditor may wish to discuss; and

(b) To oversee the internal audit function by:

- reviewing the adequacy of the scope, functions and resources of the internal audit function, and that it has the necessary authority to carry out its work;
- reviewing the annual audit plan, results of audit activities or investigations undertaken, and to ensure that appropriate action is taken in respect of the recommendations made by the internal audit function;
- reviewing any appraisal or assessment of the performance of members of the internal audit function;
- determining and recommending to our Board the remit of the internal audit function, including the remuneration of the Head of Internal Audit and Risk Management department;
- approving any appointment or termination of senior staff members of the internal audit function;
- informing itself of resignations of internal audit staff members and providing the resigning staff member with an opportunity to submit his or her reasons for resigning;
- ensuring on an on-going basis that internal audit function has adequate and competent resources;
- monitoring closely any significant disagreement between internal audit function and management irrespective of whether they have been resolved; and
- to consider the major findings of internal investigations and management's response.

(iv) <u>Related party transaction</u>

To consider any related party transactions that may arise within our Group including any transaction, procedure or course of conduct that raises questions of the management's integrity.

9.1.7 Remuneration Committee

Our Remuneration Committee was constituted by our Board on 3 March 2014 and comprises the following members:

Name	Designation	Directorship
Edwanee Cheah bin Abdullah	Chairman	Independent Non-Executive Director
Madeline Lee May Ming	Member	Independent Non-Executive Director
Syed Yasir Arafat bin Syed Abd Kadir	Member	Non-Independent Non-Executive Director

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

(i) to study and propose to our Board the various forms of remuneration and fees appropriate for our Directors;

(ii) to determine and recommend to our Board the framework or broad policy for the remuneration package of our Chief Executive Officer and such other members of the management as it is designated to consider;

(iii) to establish a formal and transparent procedure for developing policy on the total individual remuneration package of our Chief Executive Officer and other designated management personnel including, where appropriate, bonuses, incentives and share options;

(iv) to design the remuneration package for our Chief Executive Officer and other designated management personnel with the aim of attracting and retaining high-calibre management personnel who will deliver success for our shareholders and high standards of services for stakeholders, while taking into consideration the business environment in which our Group operates. Once formulated, to recommend to our Board for approval;

(v) to review and recommend to our Board any improvement on designated management personnel's remuneration policy and package and any other issues relating to benefits for the designated management personnel on an annual basis;

(vi) to consider and recommend to our Board the various terms of engagement to be included in any contract of service between our Company and our Chief Executive Officer and other designated management personnel;

(vii) to review any major changes in employee benefit structures throughout our Group, and if deemed fit, to recommend to our Board for adoption; and

(viii) to review and recommend to our Board for adoption of the framework for our Group's annual incentive scheme. The framework for the annual incentive scheme may include:

  (a) merit increment;

  (b) merit bonus; and

  (c) retention and reward incentives.

9.1.8 Nomination Committee

Our Nomination Committee was constituted by our Board on 3 March 2014 and comprises the following members:

Name	Designation	Directorship
Edwanee Cheah bin Abdullah	Chairman	Independent Non-Executive Director
Madeline Lee May Ming	Member	Independent Non-Executive Director
Syed Yasir Arafat bin Syed Abd Kadir	Member	Non-Independent Non-Executive Director

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

(i) <u>Board composition and succession planning</u>

(a) To review our Board structure, size and composition, and make recommendations to our Board with regard to any adjustments that are deemed necessary to ensure the appropriate Board balance and giving full consideration to succession planning for our Directors; and

(b) To review annually our Board's mix of skills and experience and other qualities, including core competencies which non-executive Directors should bring to our Board, independence and diversity (including gender diversity) required to meet the needs of our Company.

(ii) <u>Appointments to our Board and the Board Committees</u>

(a) To be responsible, having evaluated the balance of skills, experience and other qualities on our Board, for identifying and nominating for the approval of our Board, candidates to fill Board vacancies as and when they arise, giving full consideration to succession planning;

(b) To consider, in making its recommendations, candidates for directorships proposed by our Chief Executive Officer and within the bounds or practicability, by any other senior management or any Director or shareholder;

(c) In identifying suitable candidates, our Nomination Committee shall consider candidates from a wide range of backgrounds. The criteria used in assessment of new candidates before recommendation to our Board shall include but not limited to the following:

- skills and competency;
- knowledge and expertise;
- regional and industry experience;
- academic and professional qualifications;
- background, race, gender, age and nationality;

- high personal and professional ethics, integrity and values;
- ability to devote the required amount of time to carry out the duties and responsibilities of Board membership;
- financial capability and business stability to devote significant time, energy and resources;
- other directorships; and
- in the case of candidates for the position of independent non-executive Director, our Nomination Committee should also evaluate the candidates' ability to discharge responsibilities/ functions as expected from an independent non-executive Director;

(d) The determination as to who shall be appointed to our Board shall be the responsibility of our Board as a whole after considering the recommendation from our Nomination Committee;

(e) To recommend to our Board to fill the seats on Board Committees; and

(f) To recommend to our Board for any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of our Company subject to the provisions of the law and their service contract.

(iii) Assessment of performance

(a) To assess annually the performance and effectiveness of our Board as a whole, our Board Committees and the individual Director;

(b) To ensure that each Director, Chief Executive Officer or Chief Financial Officer has the character, experience, integrity, competency and time to discharge his/her role, as the case may be; and

(c) To assess annually the independence of Directors to ensure that the Independent Non-Executive Directors can continue to bring independent and objective judgement to Board deliberations.

(iv) Rotation and retirement of Directors

To recommend to our Board for the re-election by shareholders of any Director under the 'retirement by rotation' provisions in our Articles, having due regard to their performance and ability to continue to contribute to our Board in the light of the skills, knowledge and experience required.

(v) Continuing education programme for Directors

(a) To orient and educate new Directors as to the nature of the business, current issues within our Company and the corporate strategy, the expectations of our Company concerning input from our Directors and the general responsibilities of Directors; and

(b) To review and make recommendations to our Board in relation to the training and development programme for our Directors, to ensure that our Directors have access to appropriate training and development opportunities that support the work of our Directors and our Board.

9.1.9 Service agreements with our Directors

As at the LPD, we do not have any existing or proposed service contracts with our Directors.

9.1.10 Remuneration and material benefits-in-kind of our Directors

The aggregate remuneration and material benefits-in-kind paid and proposed to be paid to our Directors for services rendered in all capacities to our Group for the year ended 31 December 2013 and estimated for the year ending 31 December 2014 are as follows:

	Remuneration band	
Director	**For the year ended 31 December 2013 (Actual)**	**For the year ending 31 December 2014 (Estimate)**
Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda	-	RM150,000 – RM200,000*
Dato' Abdul Rahman bin Ahmad	-	-
Syed Yasir Arafat bin Syed Abd Kadir	-	-
Dr. Jamal bin Yusof @ Gordon Duclos	RM1,050,000 – RM1,100,000	RM1,100,000 – RM1,150,000*
Datuk Wira Azhar bin Abdul Hamid	-	RM100,000 – RM150,000*
Edwanee Cheah bin Abdullah	-	RM100,000 – RM150,000*
Madeline Lee May Ming	-	RM100,000 – RM150,000*

Note:

* *This sum has been pro-rated from their respective date of appointment to our Board up to 31 December 2014.*

The remuneration of our Directors, which includes salaries, bonus, Directors' fees, and such other allowances as well as other benefits, must be approved by our Board following recommendations made by our Remuneration Committee and subject to our Articles. Our Directors' fees must be further approved/endorsed by our shareholders at a general meeting and where appropriate, notice of any proposed increase in Directors' fee should be given.

9.2 Key management

Our key management, all of whom are Malaysian, as at the LPD is as follows:

Name	Age	Designation/Function in our Group
Dr. Jamal bin Yusof @ Gordon Duclos	47	Chief Executive Officer
Hassan bin Ali	56	Chief Corporate Officer and Deputy Chief Executive Officer
Rahman bin Yusof	53	Chief Operations Officer
Zaleha binti Abdul Hamid	42	Chief Financial Officer
Ronnie Khoo Boo Eam	37	General Manager, Corporate Finance and Strategy
Ahmad Syuhaimy bin Mohd Ali	41	General Manager, Human Capital
Zil Mukhriz bin Sulong	44	Senior Manager, Legal and Secretarial
Siti Noor binti Yaakub	43	Senior Manager, Internal Audit and Risk Management

9.2.1 Profile of key management

The profile of **Dr. Jamal bin Yusof @ Gordon Duclos**, our Chief Executive Officer, is set out in Section 9.1.1 of this Prospectus.

Hassan bin Ali, aged 56, is our Chief Corporate Officer and Deputy Chief Executive Officer, and is responsible for the day-to-day management of our Group as well as the coordination of the administrative and business activities of our Group.

He obtained a Master of Foreign Going Certificate of Competency (Class 1) from the Malaysian Marine Department, Government in 1988 and a Master of Science (Msc.) degree in Transport from University of Wales, Cardiff, UK in 1995.

He began his career as a Deck Officer with Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* in 1975 and left in 1985 as Chief Officer. He then joined the Malaysian Maritime Academy as a Nautical Lecturer where he was responsible for the training of seafarers in 1988. In 1990, he joined PETRONAS Carigali as a Cargo Supervisor. In 1991, he returned to the Malaysian Maritime Academy as a Senior Nautical Lecturer and also held the position of Department Head before leaving in 1995. He then held the position of Operation Manager at Petrokapal Sdn. Bhd. from 1995 to 1996 before leaving to join Orient Overseas Container Line (Malaysia) Sdn. Bhd. as a National Operation Manager in 1996. In 1997, he was appointed as the Marine Manager of Regship Services Sdn. Bhd. until 1999.

He was the Executive Director of Gugusan Maritime Sdn. Bhd. from 1999 to 2004 where his responsibilities included overseeing the drybulk and edible cargo chartering operations. He joined TOS as a Marine Superintendent in 2004 and was subsequently appointed as an Executive Director and Chief Executive Officer of TKS *(now known as ICON Ship)* in 2005 and 2006 respectively. Following the completion of the Strategic Consolidation, he was appointed as our Chief Corporate Officer and Deputy Chief Executive Officer.

He has over 38 years of experience in the marine transportation industry.

Rahman bin Yusof, aged 53, is our Chief Operations Officer, and is responsible for our Group's entire fleet operations for both shore base and shipboard. He also provides technical direction, guidance and project management for the expansion of our vessel fleet, dry docking and overall vessel technical and performance improvements. In addition, he oversees the implementation of our Group's HSE and security policies and procedures.

In 1991, he obtained membership with the Institute of Marine Engineers and became an Incorporated Engineer with the Engineering Council, a regulatory body in the UK. He obtained a Certificate of Competency (First Class Marine Engineer) (Motorship) in 1992 and also a Certificate of Competency (First Class Marine Engineer) (Combined, Motorship and Steamship) in 1999, both from the Malaysian Marine Department Government in 1999. He is also a member of the Bureau Veritas South East Asia's Technical Committee since 2013 and a member of the technical advisory committee for the marine industry with Ships Classification Malaysia since 2013.

A marine engineer by profession, he began his career as an Engineer Cadet with Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* in 1981 before being promoted to Chief Engineering Officer in 1987. He then joined Sabah Shipyard Sdn. Bhd. in 1989 for a period of two years as a Marine Installation Engineer and Project Manager. He subsequently joined PETRONAS Tankers Sdn. Bhd. as an Operations Superintendent from 1991 to 1998. He returned to Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* in 1999 as a Docking Superintendent where he was responsible for ship repairs on chemical tankers, products tankers, containerships, bulk carriers for liquefied petroleum gas and LNG until 2006. During his tenure with Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)*, he was re-assigned to Yokohama, Japan to head the site team in carrying out life extension works on LNG vessels in 2002. He was subsequently promoted to Senior Manager in Korea in 2006, where he headed all Korean projects carried out by Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)*.

He was the Chief Operations Officer of OMNI Power in 2006 and subsequently the Chief Operations Officer of the OMNI group of companies up to the completion of the Strategic Consolidation in 2012, following which he was appointed as our Chief Operations Officer.

He has over 32 years of experience in the marine transportation and shipbuilding industry.

Zaleha binti Abdul Hamid, aged 42, is our Chief Financial Officer and is responsible for overseeing finance, IT, corporate finance and strategy functions of our Group.

She obtained a Bachelor of Science (Hons) degree in Accounting and Finance from University of Wales, Aberystwyth, UK in 1995. She subsequently obtained her membership in the Association of Chartered Certified Accountants in 1999 and completed her Malaysian Association of Certified Public Accountants *(now known as Malaysian Institute of Certified Public Accountants)* exams in 2001. In addition, she was made a fellow of the Association of Chartered Certified Accountants in 2005 and is a member of the Malaysian Institute of Accountants since 2006.

She began her career in 1997 as an Audit Assistant with PricewaterhouseCoopers (Malaysia) and left as an Audit Manager in 2006. While in audit, she specialised in financial services clients including conventional insurance, takaful and unit trust funds. She then joined Commerce Takaful Berhad *(now known as CIMB Aviva Takaful Berhad)* as the Head of its Finance Division in 2006 until 2008. Her role focused on the financial related matters of the Takaful Division of the CIMB group of companies. She was also involved in the joint venture of Commerce Takaful Berhad and Aviva Plc. and its integration projects in 2007.

She then joined Pantai Management Resources Sdn. Bhd. as Group Financial Controller from 2009 until 2010. She was also involved in the organisational restructuring projects of the Pantai group of hospitals subsequent to the investment of two major shareholders in Pantai Holdings Berhad.

In 2010, she joined Ekuinas as Financial Controller where she was responsible for setting up the finance department of the company and assisted the execution of value creation plan for investee companies. In 2012, she was promoted as the Director of Performance Management and Monitoring for finance function. She joined our Company in 2013 as our Chief Financial Officer.

She has over 16 years of experience in audit and finance functions.

Ronnie Khoo Boo Eam, aged 37, is the General Manager, Corporate Finance and Strategy of ICON Ship and is responsible for developing projects for business expansion activities in line with the overall business development strategy of our Group, and associated corporate finance responsibilities.

He obtained a Bachelor of Commerce degree from Curtin University of Technology, Australia in 1999, having majored in accounting. He was made an associate of CPA Australia in 2001 and subsequently qualified as a Certified Practising Accountant in Australia in 2004.

He started his career in 2000 as an Associate in PricewaterhouseCoopers (Malaysia) where he was responsible for auditing companies in the financial services sector, before leaving as a Manager in 2006. He then joined Asian Finance Bank Berhad as a Manager where he was a member of the pioneer team to set-up the bank's Internal Audit Function and Audit Committee, and remained until 2009.

He joined Omni Group Sdn. Bhd. (*now known as ICON OGSB)* as Head of Corporate Finance in 2009, where he was responsible for debt and equity fund raising to support the growth and expansion of the company. Following the completion of the Strategic Consolidation, he was appointed to his current position.

He has over 13 years of experience in audit, banking and corporate finance.

Ahmad Syuhaimy bin Mohd Ali, aged 41, is the General Manager, Human Capital of ICON Ship and is responsible for all human resource related matters of our Group.

He obtained a Bachelor of Arts (Hons) degree in Political Science from Universiti Kebangsaan Malaysia in 1998.

He began his career serving in the human resource department of various private companies in Malaysia from 1998 to 2007. During his stint with the Motorola Electronics Sdn. Bhd. group of companies, he was involved in the organisational development of Motorola Multimedia Sdn. Bhd. and various talent management projects and programmes within the Asia Pacific region for Motorola Technology Sdn. Bhd..

In 2007, he joined LFSA as a Human Resources Manager before joining Nestle Manufacturing Sdn. Bhd. in 2008 as a Human Resources Manager and Nestle Products Sdn. Bhd. as Group Human Resources Manager in 2009. In October 2010, he left the Nestle (Malaysia) Berhad group of companies and joined UDA Holdings Bhd as the Senior Vice President, Human Resources and Transformation Head in December 2010 where he was responsible for the transformation of human resources management at UDA Holdings Bhd. He subsequently left UDA Holdings Bhd and joined HuCAD Consultants Sdn. Bhd. in 2013 as Senior Consultant and was responsible for the head hunting of talented personnel, training and other consultancy matters before joining our Group in 2014.

He has over 15 years of experience in human resource related functions.

Zil Mukhriz bin Sulong, aged 44, is the Senior Manager, Legal and Secretarial of ICON Ship and is responsible for all facets of legal, commercial, governance, regulatory and secretarial matters relating to our Group.

He obtained a Bachelor of Laws (Hons) degree from International Islamic University, Malaysia in 1992 and was called to the Malaysian Bar in 1993.

He has been responsible for matters relating to legal, commercial, governance, regulatory and secretarial matters throughout his career. He began his career with Messrs. Bakar Khalil & Partners in 1992. He joined Musteq Holdings Sdn. Bhd., an engineering and independent power producing company in 1996 as a Legal Manager. He then joined TPM Corporation Sdn. Bhd. in 1999 where he served as the Head of the Legal and Intellectual Property department from 2000 to 2007. In 2007, he joined Messrs. Kulasekar Achan & Associates, a law firm, as a Partner. His key areas of practice included information and communications technology, intellectual property and biotechnology laws. In 2010, he joined Syarikat Borcos Shipping Sdn. Bhd. as Manager, Group Legal. As part of the senior management team, he was responsible for assisting the Managing Director and the board of directors on legal, commercial, corporate governance, regulatory and secretarial matters involving the group. He subsequently joined our Group in 2014 as Senior Manager, Legal and Secretarial.

He has over 17 years of experience in legal, commercial, governance, regulatory and secretarial functions.

Siti Noor binti Yaakub, aged 43, is the Senior Manager, Internal Audit and Risk Management of ICON Ship and is responsible for setting up, leading, managing and developing the internal audit function of our Group.

She obtained a Bachelor of Accountancy (Hons) degree from Universiti Teknologi MARA, Malaysia in 1998, graduating with First Class Honours. She is a member of the Malaysian Institute of Accountants since 2003 and a member of the Institute of Internal Auditors Malaysia since 2008.

Throughout her career, she has been responsible for setting up, leading, managing and developing audit and finance functions in various companies. She began her career in 1997 as an Audit Assistant with KPMG (Malaysia) and left as an Audit Senior in 2001. She then joined CTRM Aviation Sdn. Bhd. *(formerly known as Eagle Aircraft (Malaysia) Sdn. Bhd.)* in 2001, a company involved in manufacturing, assembly and leasing of aircrafts, as a Finance Executive and was subsequently appointed as Head of Finance and Administration in 2003. In 2008, she was transferred to Composites Technology Research Malaysia Sdn. Bhd., a holding company of CTRM Aviation Sdn. Bhd., as Head of Internal Audit and was responsible for setting up the internal audit function of the Composites Technology Research Malaysia Sdn. Bhd group of companies.

She subsequently joined TOS as Head of Internal Audit in 2011. She then joined Konsortium Logistik Berhad as the Vice President, Head of Internal Audit and Risk Management in 2012, where she was responsible for leading, managing and developing the internal audit function of the Konsortium Logistik Berhad group of companies, before joining ICON Ship in 2013 as Senior Manager, Internal Audit and Risk Management.

She has over 16 years of experience in audit and finance functions.

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9.2.2 Shareholdings of our key management in our Company

The following table sets forth the direct and indirect shareholdings of each of our key management before and after our IPO (assuming full subscription of the Issue Shares allocated to our key management under our IPO):

	Before our IPO				[1]After our IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	[2]%	No. of Shares ('000)	[2]%
Dr. Jamal bin Yusof @ Gordon Duclos	61,484	6.44	-	-	59,084	5.02	-	-
Rahman bin Yusof	18,218	1.91	-	-	14,618	1.24	-	-
Hassan bin Ali	-	-	-	-	3,350	0.28	-	-
Zaleha binti Abdul Hamid	-	-	-	-	350	0.03	-	-
Ronnie Khoo Boo Eam	-	-	-	-	350	0.03	-	-
Ahmad Syuhaimy bin Mohd Ali	-	-	-	-	151	0.01	-	-
Zil Mukhriz bin Sulong	-	-	-	-	151	0.01	-	-
Siti Noor binti Yaakub	-	-	-	-	31	[3]	-	-

Notes:

(1) *Excludes Shares that our key management may subscribe for under the Malaysian public's portion pursuant to the Retail Offering.*

(2) *Based on our enlarged share capital of 1,177,185,100 Shares.*

(3) *Negligible.*

9.2.3 Principal business activities performed outside of our Group and principal directorship of our key management

The principal business activities outside of our Group performed by our key management as at the LPD, other than those already disclosed in Section 9.1.3 of this Prospectus and the directorships of our key management outside of our Group in the past five years preceding the LPD are as follows:

Name	Directorships	Principal activities	Involvement in business activities other than as a director
Rahman bin Yusof	*Present directorship:*		• Shareholder of Urban Ocean Sdn. Bhd.
	• Urban Ocean Sdn. Bhd.	• Dormant (intended principal activity is investment holding – equities)	
Hassan bin Ali	*Previous directorships:*		• Nil
	• Gugusan Maritime Sdn. Bhd. *(Resigned on 1 March 2011)*	• Freight brokers	
	• Top Base Venture Sdn. Bhd. *(Resigned on 6 May 2011)*	• Supplying office equipment, furniture and fittings and general construction works	
	• Tanjung Newenergy Services Sdn. Bhd. *(Resigned on 21 May 2012)*	• Project management services to the engineering and energy industries	
	• Tanjung Offshore Marine Services Sdn. Bhd. *(Resigned on 21 May 2012)*	• Ownership and leasing offshore vessels to local and international oil industry major	
Zaleha binti Abdul Hamid	*Previous directorships:*		• Nil
	• TOS *(Resigned on 5 December 2013)*	• Integrated service provider to the oil and gas and related industries	
	• Health Infomatics Sdn. Bhd. *(Resigned on 8 December 2009)*	• Dormant	

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

Name	Directorships	Principal activities	Involvement in business activities other than as a director
Zaleha binti Abdul Hamid *(Cont'd)*	• Hpak Cancer Centre Sdn. Bhd. *(Resigned on 25 January 2010)*	• Provision of medical services for cancer diseases	
	• Hpak Lithotripsy Services Sdn. Bhd. *(Resigned on 25 January 2010)*	• Provision of lithotriptor services	
	• Credit Enterprise Sdn. Bhd. *(Resigned on 25 January 2010)*	• Dormant	
	• Kuala Lumpur Medical Centre (Asia Pacific) Sdn. Bhd. *(Resigned on 25 January 2010)*	• Dormant	
	• Pengkalan Usaha (M) Sdn. Bhd. *(Resigned on 25 January 2010)*	• Dormant	
	• Healthpac Industries Sdn. Bhd. *(Resigned on 25 January 2010)*	• Dormant	
Ahmad Syuhaimy bin Mohd Ali	*Previous directorships:*		• Nil
	• UDA Angsana Sdn. Bhd. *(Resigned on 1 April 2013)*	• Management of housing development, complexes and commercial projects	
	• First Cup Cafe Sdn. Bhd. *(Resigned on 16 April 2012)*	• Operation of restaurant cafe and restaurants	
	• UDA Ancasa Sdn. Bhd. *(Resigned on 1 April 2013)*	• Resort and hotel management	

Name	Directorships	Principal activities	Involvement in business activities other than as a director
Ahmad Syuhaimy bin Mohd Ali *(Cont'd)*	• Dermuda Sdn. Bhd. *(Resigned on 1 April 2013)*	• Management of bowling alleys	
	• Duitech Sdn. Bhd. *(Resigned on 16 April 2012)*	• IT solutions and services	
	• UDA Mall Sdn. Bhd. *(Resigned on 1 April 2012)*	• Property management	
	• Ezra Sdn. Bhd. *(Resigned on 1 April 2013)*	• Dormant	
Zil Mukhriz bin Sulong	*Previous directorships:*		• Nil
	• Reactor Engineering Sdn. Bhd. *(Dissolved)*	• To carry on the business of control and instrumentation, calibration and site services to design, supply, install and commission of gas fired heaters, flares and incinerator systems	
	• Pinstorm Technologies (M) Sdn. Bhd. *(Resigned on 3 July 2009)* *(Dissolved)*	• Global marketing, software development with or without use of computers or other electronic devices and other software related activities	
	• K-Channel Sdn. Bhd. *(Dissolved)*	• General trading	

Our Board is of the opinion that the involvement of our key management in principal activities outside of our Group are not expected to affect their contribution to our Group as our key management are not involved in the management and day-to-day operations of those businesses and/or corporations.

9.2.4 Service agreements with our key management

As at the LPD, we do not have any existing or proposed service contracts with our key management.

9.3 Key technical personnel

Our key technical personnel, all of whom are Malaysian, as at the LPD is as follows:

Name	Age	Designation/Function in our Group
Zukernain bin Md. Yassin	53	General Manager, Commercial Business
Mahbob bin Shahril	44	Senior Manager, Operations, Kemaman
Mohd. Fazurin bin Abidin	33	Senior Manager, Operations, Labuan
Syed Mohd Irfan bin Syed Abdul Hamid	43	Senior Manager, HSE and Security
Kan Teng Huat	38	Senior Manager, ISM Audit
Hasrul Nizam bin Mohd Anuar	38	Senior Manager, Marine Audit

9.3.1 Profile of key technical personnel

Zukernain bin Md. Yassin, aged 53, is the General Manager, Commercial Business of ICON OGSB and is responsible for overseeing the utilisation, employment, performance and profitability of our vessels.

He obtained a Certificate of Competency as a Master Home Trade issued by the Malaysian Marine Department, Government in 1994.

He began his career with Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* in 1979 and left in 1996 as Master Home Trade. He joined Malaysian Merchant Marine Berhad in 1996 as an Operations Superintendent and was promoted to Chartering Manager in 2002 where he was responsible for the utilisation, employment, commercial performance and profitability of the company's vessels. In 2007, he joined Intra Oil Services Berhad where he assumed the roles of Lead Operations Superintendent and Designated Person Ashore and oversaw the safety operations of the company's vessels and ensuring safe operations of the company's vessels.

In 2007, he joined Sisma Enterprise Sdn. Bhd. as the Operation/HSE Manager and left in 2008 to join Omni Group Sdn. Bhd. *(now known as ICON OGSB)* as Senior Manager, Operations/HSE. During his stint with Omni Group Sdn. Bhd., he assumed various roles including General Manager of Fleet Operations and General Manager of Offshore Business Unit before subsequently being re-designated as our General Manager, Commercial Business in 2013.

He has over 15 years of experience at sea and 18 years of shore-based experience in the maritime industry from operations to chartering.

Mahbob bin Shahril, aged 44, is the Senior Manager, Operations of ICON Ship based in Kemaman and is responsible for the technical operation of our fleet.

He holds a Bachelor of Engineering (Hons) degree in Mechanical Engineering from University of West of England, Bristol, UK. He also completed his Masters in Business Administration at Open University Malaysia in 2010. He obtained a Second Class Certificate of Competency as a Marine Engineer Officer from the Malaysian Marine Department, Government in 1999. He is registered as a Chartered Marine Engineer with the Institute of Marine Engineering and Technology (IMAREST) in 2013.

He started his career with Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* in 1992 as a Marine Engineer. He left the company in 1997 and held various positions in a number of private companies where he was responsible for, among others, technical, HSE, safety management system and engineering matters relating to vessels operating in East and West Malaysia, Indonesia, Middle East (U.A.E and Saudi Arabia).

He was later employed by CPOC in 2010 as Marine Coordinator and was promoted to Supervisor of the Marine and Aviation in 2012 where he managed marine vessels and choppers for the company's Thailand operations in support of offshore drilling exploration and production development, before joining ICON Ship in 2013 as Senior Manager, Operations based in Kemaman.

He has over 21 years of experience in marine and offshore industries.

Mohd Fazurin bin Abidin, aged 33, is the Senior Manager, Operations of ICON Ship based in Labuan and he is responsible for the technical operations of ICON's fleets in Labuan.

He holds a First Class Certificate of Competency as Chief Engineer Officer (3000 kilowatt or more Unlimited Trade Voyages) issued by the Malaysian Marine Department, Government since 2005 and a Diploma in Marine Engineering from the Malaysian Maritime Academy in 2001.

He started his career in 2002 with Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* as a Marine Engineer where he was responsible for the technical operation of the machinery on-board. He then joined Tanjung Offshore in 2007 as the Marine Chief Engineer where he was in-charge of technical and operational matters on-board OSVs. He began his onshore career as Technical Superintendent and Owner Representative with TKS *(now known as ICON Ship)* in 2008 where he was oversaw the technical and operational matters in Labuan. He was later promoted to Senior Manager, Operations based in Labuan in 2014.

He has over 11 years of experience in the maritime industry.

Syed Mohd Irfan bin Syed Abdul Hamid, aged 43, is the Senior Manager, HSE and Security of ICON Ship and is responsible for the implementation of ISM for our vessel and act as the focal person for HSE and security related matters.

He holds a Certificate of Competency as a Master from the Malaysian Marine Department, Government since 2003 and a Certificate of Competence for Technique of Accident Investigation and Reporting from the World Safety Organisation which he obtained in 2005. He obtained a certificate for ISM Internal Auditor Training Course issued by Llyod's Register of Shipping (M) Bhd in 2006.

He started his career with Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* as a Deck Officer in 1991. He was promoted to Second Officer in 1997. In 2001, he joined Maritime Consortium Management Sdn. Bhd. as Chief Officer where he oversaw cargo operations and deck maintenance. He joined Tidewater Marine Services (M) Sdn. Bhd. in 2002 as a Second Officer on an OSV and was responsible for, among others, publication and chart, medicine locker, and life saving apparatuses and fire fighting appliances. He then joined Intra Oil Services Berhad in 2003 as Chief Officer where he was responsible for deck maintenance, cargo operations and assisting the master of the ship. In 2005, he joined Ajang Shipping Sdn. Bhd. as a Quality Manager where he had oversight of safety coaches on-board and also assisted the operation manager and the ISM department. He then joined TKS *(now known as ICON Ship)* in 2006 and assumed the roles of Designated Person Ashore and HSE manager where he was responsible for the implementation of ISM code and also acted as the focal person for HSE related matters. He was later promoted to Senior Manager, HSE and Security in 2012.

He has over 22 years of experience in the maritime and oil and gas industry.

Kan Teng Huat, aged 38, is the Senior Manager, ISM Audit of ICON Ship and is responsible for the ISM auditing of our vessels.

He completed the Deck Cadet Course in 1997, the Third Mate Preparatory Course Internal Assessment in 2000, the Second Mate Preparatory Course Internal Assessment in 2001 and the Third Class Oral Examination at Marine Department also in 2001, all of which were organised by the Malaysian Maritime Academy. He also obtained a Certificate of Competency as an Officer-in-Charge (Navigational Watch of 500 gross tonnage or more) from the Malaysian Marine Department, Government in 1999.

He started his career in 1997 as a Deck Cadet with Wawasan Bulk Services Sdn. Bhd. *(now known as Aurora Tankers Sdn. Bhd.)*. Thereafter, he held the position of Second Officer with Wawasan Bulk Services Sdn. Bhd. in 2003 and Tanker Pacific Management Sdn. Bhd. in 2005 before joining FPSO Venture Sdn. Bhd. in 2006 as Marine Technician. He was then appointed by Bumi Armada Navigation Sdn. Bhd. as the HSE and Security Executive, based in Kemaman in 2008 and was promoted to the position of Assistant Manager, HSE and Security for Labuan-based operations in 2010. He joined Omni Group Sdn. Bhd. *(now known as ICON OGSB)* in 2012 as a HSE and Security Superintendent and was responsible for ISM/ISPS related matters and HSE management services for the company's vessel fleet. Subsequently, he was appointed as the Designated Person Ashore of the company in 2012 and was later on redesignated as the Manager, ISM Audit of ICON Ship in 2012 following the completion of the Strategic Consolidation and was promoted to Senior Manager in January 2014.

He has over 16 years of experience in the marine and oil and gas industry.

Hasrul Nizam bin Mohd Anuar, aged 38, is the Senior Manager, Marine Audit of ICON Ship and is currently responsible for our Group's marine audits.

He obtained a Certificate of Competency as a Master (3000 gross tonnage or more Unlimited Trade Voyages) issued by the Malaysian Marine Department, Government in 2008.

He started his career with Petronas Tankers Sdn. Bhd. as a Deck Cadet in 1993 and was sent to Shell International UK Ltd. and Brunei Shell Petroleum Company Sdn. Bhd. for training. Upon completion of the training, he was promoted to the rank of Deck Officer in 1997 where he oversaw the day-to-day management of LNG carriers. He joined Malaysia International Shipping Corporation Berhad *(now known as MISC Berhad)* in 2003 as Deck Officer before being promoted to the rank of Chief Officer. As Chief Officer, he was responsible for, among others, the day-to-day management of the LNG carriers. He was subsequently promoted to the position of Trainee Master where he was responsible for the overall command and administration of the ship. In 2009, he joined GL Noble Denton, Malaysia as a Lead Marine Surveyor where he was responsible for, among others, towing operations and overseeing the fabrication yard workscope on behalf of clients, transfer of structures from the yard to the vessels and installation of topsides.

In 2010, he joined Offshoreworks Sdn. Bhd. as a Senior Manager Quality and HSE & Company Security Officer & Designated Person Ashore where he was responsible for overseeing the safety operation of work barge, DP2 dive support and survey vessels. He joined TOS in 2011 as the Group Marine Inspector where he was responsible for vessel inspection. He was appointed by ICON Ship as Senior Manager, Marine Audit in 2012.

He has over 15 years of experience in the oil and gas industry.

9.3.2 Shareholding of our key technical personnel in our Company

The following table sets forth the direct and indirect shareholdings of each of our key technical personnel before and after our IPO (assuming full subscription of the Issue Shares allocated to our key technical personnel under our IPO):

	Before our IPO				[1]After our IPO			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	[2]%	No. of Shares ('000)	[2]%
Zukernain bin Md. Yassin	-	-	-	-	350	0.03	-	-
Mahbob bin Shahril	-	-	-	-	51	[3]	-	-
Mohd. Fazurin bin Abidin	-	-	-	-	51	[3]	-	-
Syed Mohd Irfan bin Syed Abdul Hamid	-	-	-	-	51	[3]	-	-
Kan Teng Huat	-	-	-	-	51	[3]	-	-
Hasrul Nizam bin Mohd Anuar	-	-	-	-	51	[3]	-	-

Notes:

(1) *Excludes Shares that our key technical personnel may subscribe for under the Malaysian public's portion pursuant to the Retail Offering.*

(2) *Based on our enlarged share capital of 1,177,185,100 Shares.*

(3) *Negligible.*

9.3.3 Service agreements with our key technical personnel

As at the LPD, we do not have any existing or proposed service contracts with our key technical personnel.

9.4 Promoters

9.4.1 Profile of our Promoters

ECSB

ECSB was incorporated in Malaysia under the Act on 23 October 2009 as a private company limited by shares. As at the LPD, the authorised share capital of ECSB is RM1,000,900,000 comprising of 1,000,000,000 ordinary shares of RM1.00 each and 90,000,000 redeemable preference shares of RM0.01 each. The issued and paid-up share capital of ECSB as at the LPD is RM90,230,002 comprising of 90,000,002 ordinary shares of RM1.00 each and 23,000,000 redeemable preference shares of RM0.01 each.

Ekuinas is a private equity fund management company established by the Government to promote equitable and sustainable Bumiputera economic participation. The Government had provided Ekuinas with an initial endowment of RM500 million under the 9th Malaysia Plan and committed an additional RM4.5 billion under the 10th Malaysia Plan. This is provided in the form of a grant to be held in trust by YEN, a specific trust foundation whose mandate is to enhance and grow Bumiputera equity interest.

The funds held under YEN are directed into ECSB as the fund company that holds the investable capital and managed by Ekuinas which in turn provides private equity fund management services to ECSB pursuant to a global fund management agreement between ECSB and Ekuinas, both being wholly-owned subsidiaries of YEN.

The RM5 billion allocated by the Government under the 9th and 10th Malaysia Plans will be invested in several funds over five years. As at the LPD, ECSB has established two funds to undertake direct investments. These are held by the fund companies, namely E-Cap 1 and E-Cap 2, which were established in 2010 and 2012 respectively. Each fund has a capital commitment of RM1.0 billion and a fund term of five years with an option to extend by a further two years but the time horizon in respect of the investments made by the funds is usually between three to five years only.

ECSB may sell any part of its investment at any time from the day it invests in an investee company but in any case, the usual time horizon, being the total length of time that ECSB expects to hold its investment, is between three to five years because as a private equity fund management company, ECSB will eventually exit from all of its investments.

Please refer to Section 10.2 of this Prospectus for details in relation to ECSB's investment in ICON, via Hallmark, an indirect wholly-owned subsidiary of ECSB and SFSB, a direct wholly-owned subsidiary of ECSB.

Hallmark

Hallmark was incorporated in Malaysia under the Act on 15 May 2012 as a private company limited by shares. Hallmark is 80.23%-owned by E-Cap 1 and 19.77%-owned by E-Cap 2. E-Cap 1 and E-Cap 2 are wholly-owned by ECSB.

Hallmark is the special purpose vehicle or investment holding company to undertake the investment in our Company.

As at the LPD, the authorised share capital of Hallmark is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each. The issued and paid-up capital of Hallmark as at the LPD is RM389,853 comprising 389,853 ordinary shares of RM1.00 each.

Dr. Jamal bin Yusof @ Gordon Duclos

The profile of Dr. Jamal bin Yusof @ Gordon Duclos, our Chief Executive Officer, is set out in Section 9.1.1 of this Prospectus.

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

9.4.2 Shareholdings of our Promoters in our Company

The following table sets forth the direct and indirect shareholdings of each of our Promoters before and after our IPO based on our Register of Substantial Shareholders' shareholdings as at the LPD:

Name	Before our IPO				After our IPO (assuming the Over-allotment Option is not exercised)				After our IPO (assuming the Over-allotment Option is fully exercised)			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	[2]%	No. of Shares ('000)	[2]%	No. of Shares ('000)	[2]%	No. of Shares ('000)	[2]%
Hallmark	769,014	80.49	-	-	530,712	45.08	-	-	454,097	38.57	-	-
ECSB	-	-	[1]842,048	88.13	-	-	[1]559,025	47.59	-	-	[1]482,411	40.98
Dr. Jamal bin Yusof @ Gordon Duclos	61,484	6.44	-	-	[3]59,084	5.02	-	-	[3]59,084	5.02	-	-

Notes:

[1] *Deemed interested by virtue of its direct interests in E-Cap 1, E-Cap 2 and SFSB pursuant to Section 6A of the Act.*

[2] *Based on our enlarged share capital of 1,177,185,100 Shares.*

[3] *Excludes Shares that he may subscribe for under the Malaysian public's portion pursuant to the Retail Offering.*

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

9.4.3 Changes in our Promoters' shareholding in our Company since our incorporation

Name	As at 30 March 2012				As at 31 December 2012				As at 31 December 2013				As at the date of this Prospectus			
	Direct		Indirect		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)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Hallmark	-	-	-	-	187,869	72.90	-	-	217,869	84.54	-	-	769,014	80.49	-	-
ECSB	-	-	-	-	-	-	[1]217,869	84.54	-	-	[1]217,869	84.54	-	-	[2]842,048	88.13
Dr. Jamal bin Yusof @ Gordon Duclos	-	-	-	-	30,742	11.93	-	-	30,742	11.93	-	-	61,484	6.44	-	-

Notes:

(1) Deemed interested by virtue of its direct interests in E-Cap 1 and E-Cap 2 pursuant to Section 6A of the Act.

(2) Deemed interested by virtue of its direct interests in E-Cap 1, E-Cap 2 and SFSB pursuant to Section 6A of the Act.

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9.4.4 Roles of ECSB and Ekuinas in our Group and impact on our Group upon ECSB's exit

Ekuinas has three representatives on our Executive Committee whilst ECSB, via Hallmark and SFSB, has three representatives on our Board who are Non-Executive Directors. The Executive Committee's role is to provide an effective oversight of the business of our Group and to ensure that our Group's operations are aligned with the strategies determined by our Board and implemented within the framework and limit of authority as approved by our Board from time to time.

We believe that ECSB's eventual exit from our Company will not have a material and adverse effect on our Group, both from management as well as operations' standpoint, because Ekuinas' involvement in our Executive Committee via its representatives is limited to the participation at our Executive Committee meetings and does not extend to the management of the day-to-day operations of our Group, including dealings with the customers and suppliers of our Group as well as sourcing of new charter contracts. The management and day-to-day operations of our Group is led by our Chief Executive Officer, Dr. Jamal bin Yusof @ Gordon Duclos, assisted by our Chief Corporate Officer and Deputy Chief Executive Officer, Hassan bin Ali as well as our other key management team.

Similarly, ECSB's involvement in our Board as well as the various Board Committees via the representatives of Hallmark and SFSB is limited to the level of participation and contribution of these representatives at the relevant Board or Board Committee meetings in their capacity as our directors or committee members. The eventual departure of ECSB from our Company would also entail the resignation of the representatives of Hallmark and SFSB who are only Non-Executive Directors from our Board at the time when ECSB exits our Company. Despite such resignation, we believe that our Board, collectively, will be able to continue to discharge its oversight and fiduciary duties effectively, in view of the experience of our other Board members. We expect that there may also be new appointments to our Board following the resignation of the representatives of Hallmark and SFSB.

Subject to the successful implementation of our Listing, certain of our financing agreements require that ECSB, directly or indirectly, remains as our single largest shareholder. However, post completion of the Strategic Consolidation, we have been able to secure new financing facilities without such condition being imposed on our Group. In view of this, we intend to negotiate for the removal of the said condition or re-finance the affected facilities although there can be no assurance that we will be successful with such negotiation or re-financing exercise. Please refer to Section 5.2.6 of this Prospectus for further details on the risk relating to the single largest shareholder condition under certain of our financing agreements.

9.5 Substantial shareholders

9.5.1 Profile of our substantial shareholders

YEN

YEN was incorporated in Malaysia under the Act as a company limited by guarantees on 13 August 2009. YEN is a specific trust foundation whose mandate is to enhance and grow Bumiputera equity interest.

The Government had provided Ekuinas, in the form of a grant to be held in trust by YEN, with an initial endowment of RM500 million under the 9th Malaysia Plan and committed an additional RM4.5 billion under the 10th Malaysia Plan. The funds held under YEN are directed into ECSB which serves as the designated fund capital company that holds the investable capital received from YEN. Ekuinas functions as the private equity company managing these funds and the operating entity where the management team resides.

Ekuinas was established by the Government to promote equitable and sustainable Bumiputera economic participation and pursuant to a global fund management agreement between ECSB and Ekuinas, Ekuinas provides private equity fund management services to ECSB. Both Ekuinas and ECSB are wholly-owned subsidiaries of YEN.

ECSB

The profile of ECSB, our Promoter, is set out in Section 9.4.1 of this Prospectus.

E-Cap 1

E-Cap 1 was incorporated in Malaysia under the Act on 23 March 2010 as a private company limited by shares.

E-Cap 1 was incorporated as a special purpose vehicle or investment holding company to undertake investments on behalf of ECSB. E-Cap 1 is wholly-owned by ECSB.

As at the LPD, the authorised share capital of E-Cap 1 is RM100,200,000 comprising 100,000,000 ordinary shares of RM1.00 each and 20,000,000 redeemable preference shares of RM0.01 each. The issued and paid-up share capital of E-Cap 1 as at the LPD is RM78,730.39 comprising 459 ordinary shares of RM1.00 each and 7,827,139 redeemable preference shares of RM0.01 each.

E-Cap 2

E-Cap 2 was incorporated in Malaysia under the Act on 9 July 2012 as a private company limited by shares.

E-Cap 2 was incorporated as a special purpose vehicle or investment holding company to undertake investments on behalf of ECSB. E-Cap 2 is wholly-owned by ECSB.

As at the LPD, the authorised share capital of E-Cap 2 is RM100,090,000 comprising 100,000,000 ordinary shares of RM1.00 each and 9,000,000 redeemable preference shares of RM0.01 each. The issued and paid-up capital of E-Cap 2 as at the LPD is RM21,646.09 comprising 219 ordinary shares of RM1.00 each and 2,142,709 redeemable preference shares of RM0.01 each.

Hallmark

The profile of Hallmark, our Promoter, is set out in Section 9.4.1 of this Prospectus.

SFSB

SFSB was incorporated in Malaysia under the Act on 21 January 2014 as a private company limited by shares.

SFSB was incorporated as a special purpose vehicle or investment holding company to undertake investments on behalf of ECSB. SFSB is wholly-owned by ECSB.

As at the LPD, the authorised share capital of SFSB is RM400,000 comprising 400,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of SFSB as at the LPD is RM2.00 comprising 2 ordinary shares of RM1.00 each.

Dr. Jamal bin Yusof @ Gordon Duclos

The profile of Dr. Jamal bin Yusof @ Gordon Duclos, our Chief Executive Officer, is set out in Section 9.1.1 of this Prospectus.

Save as disclosed above, we are not aware of any other person who is able to, directly or indirectly, jointly or severally, exercise control over our Company upon our Listing.

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

9.5.2 Shareholding of our substantial shareholders in our Company

The following table sets forth the shareholdings of each of our substantial shareholders before and after our IPO:

		Before our IPO				After our IPO (assuming the Over-allotment Option is not exercised)				After our IPO (assuming the Over-allotment Option is fully exercised)			
		Direct		Indirect		Direct		Indirect		Direct		Indirect	
Name	Nationality/ Country of incorporation	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	[4]%	No. of Shares ('000)	[4]%	No. of Shares ('000)	[4]%	No. of Shares ('000)	[4]%
Hallmark	Malaysia	769,014	80.49	-	-	530,712	45.08	-	-	454,097	38.57	-	-
SFSB	Malaysia	73,033	7.64	-	-	28,313	2.41	-	-	28,313	2.41	-	-
Dr. Jamal bin Yusof @ Gordon Duclos	Malaysian	61,484	6.44	-	-	[5]59,084	5.02	-	-	[5]59,084	5.02	-	-
E-Cap 1	Malaysia	-	-	[1]769,014	80.49	-	-	[1]530,712	45.08	-	-	[1]454,097	38.57
E-Cap 2	Malaysia	-	-	[1]769,014	80.49	-	-	[1]530,712	45.08	-	-	[1]454,097	38.57
ECSB	Malaysia	-	-	[2]842,047	88.13	-	-	[2]559,025	47.59	-	-	[2]482,410	40.98
YEN	Malaysia	-	-	[3]842,047	88.13	-	-	[3]559,025	47.59	-	-	[3]482,410	40.98

Notes:

(1) *Deemed interested by virtue of its direct interest in Hallmark pursuant to Section 6A of the Act.*

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

(2) *Deemed interested by virtue of its direct interests in E-Cap 1, E-Cap 2 and SFSB pursuant to Section 6A of the Act.*

(3) *Deemed interested by virtue of its direct interest in ECSB pursuant to Section 6A of the Act.*

(4) *Based on our enlarged share capital of 1,177,185,100 Shares.*

(5) *Excludes Shares that he may subscribe for undar the Malaysian public's portion pursuant to the Retail Offering.*

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

9.5.3 Changes in our substantial shareholders' shareholding in our Company since our incorporation

	As at 30 March 2012				As at 31 December 2012				As at 31 December 2013				As at the date of this Prospectus			
	Direct		Indirect		Direct		Indirect		Direct		Indirect		Direct		Indirect	
Name	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Hallmark	-	-	-	-	187,869	72.90	-	-	217,869	84.54	-	-	769,014	80.49	-	-
SFSB	-	-	-	-	-	-	-	-	-	-	-	-	73,033	7.64	-	-
Dr. Jamal bin Yusof @ Gordon Duclos	-	-	-	-	30,742	11.93	-	-	30,742	11.93	-	-	61,484	6.44	-	-
E-Cap 1	-	-	-	-	30,000	11.64	-	-	-	-	(1)217,869	84.54	-	-	(1)769,014	80.49
E-Cap 2	-	-	-	-	-	-	(1)187,869	72.90	-	-	(1)217,869	84.54	-	-	(1)769,014	80.49
ECSB	-	-	-	-	-	-	(2)217,869	84.54	-	-	(2)217,869	84.54	-	-	(4)842,047	88.13
YEN	-	-	-	-	-	-	(3)217,869	84.54	-	-	(3)217,869	84.54	-	-	(3)842,047	88.13

Notes:

(1) *Deemed interested by virtue of its direct interest in Hallmark pursuant to Section 6A of the Act.*

(2) *Deemed interested by virtue of its direct interests in E-Cap 1 and E-Cap 2 pursuant to Section 6A of the Act.*

(3) *Deemed interested by virtue of its direct interest in ECSB pursuant to Section 6A of the Act.*

(4) *Deemed interested by virtue of its direct interests in E-Cap 1, E-Cap 2 and SFSB pursuant to Section 6A of the Act.*

9.5.4 Involvement of our substantial shareholders in other businesses and/or corporations which carry on a similar trade as that of our Group or which are our customers and/or suppliers

As at the LPD, none of our substantial shareholders have any interest, direct or indirect, in other businesses and/or corporations which are: (i) carrying on a similar trade as that of our Group; or (ii) our customers and/or suppliers.

9.6 Relationships and associations between our Directors, key management, key technical personnel, substantial shareholders and Promoters

Save as disclosed below, there is no family relationship and/or association between our Directors, key management, key technical personnel, substantial shareholders and Promoters:

(i) Dr. Jamal bin Yusof @ Gordon Duclos who is our Chief Executive Officer and Non-Independent Executive Director and Rahman bin Yusof, who is our Chief Operations Officer, are siblings.

Dr. Jamal bin Yusof @ Gordon Duclos and Zukernain bin Md. Yassin who is the General Manager, Commercial Business of ICON OGSB, are brothers-in-law;

(ii) Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda who is our Non-Independent Non-Executive Chairman, is also a Director of ECSB and E-Cap 1;

(iii) Dato' Abdul Rahman bin Ahmad who is our Non-Independent Non-Executive Director, is also a Director of Ekuinas, ECSB, E-Cap 1, E-Cap 2 and SFSB; and

(iv) Syed Yasir Arafat bin Syed Abd Kadir who is our Non-Independent Non-Executive Director, is also a Director of Hallmark, E-Cap 2 and SFSB.

9.7 Declaration by our Directors, key management, key technical personnel and Promoters

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

(i) a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which such person is or was a partner or any corporation of which such person 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 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 such person from engaging in any type of business practice or activity.

9.8 Other matters

Save as disclosed in Section 9.1.10 of this Prospectus, no other amounts or benefits have been paid or intended to be paid to our Directors, key management, key technical personnel Promoters and substantial shareholders, within the two years preceding the date of this Prospectus, except for remuneration received by our Directors in the course of their employment and Directors' fees, dividend paid to our shareholders and options which may be granted to our executive Directors under the ESS as set out in Section 4.5 of this Prospectus.

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10. APPROVAL AND CONDITIONS

10.1 Approvals and conditions

The SC has, via its letter dated 15 May 2014, approved our IPO and Listing under Section 214 of the CMSA and the equity requirement for public companies, subject to compliance with the following conditions:

No.	Details of condition imposed	Status of compliance
(i)	ICON to allocate at least 12.5% of its enlarged issued and paid-up share capital to Bumiputera public investors at the point of Listing. This includes Shares offered under the balloted public portion, of which 50% are to be offered to Bumiputera investors; and	To be met
(ii)	Maybank IB and ICON to fully comply with the relevant requirements under the Equity Guidelines and Prospectus Guidelines pertaining to the implementation of the Listing.	Noted

The SC has, via its letter dated 25 April 2014, approved the relief sought by us from having to comply with Paragraph 13.10 of Part I of the Prospectus Guidelines, which requires the inclusion of the audit report in respect of the applicable audited financial statements in the Accountants' Report.

The SC has, via its letter dated 15 May 2014, noted that the equity structure relating to Bumiputera, non-Bumiputera and foreign shareholdings in our Company would change arising from our IPO as follows:

Category of shareholders	[1]Before our IPO	After our IPO (assuming the Over-allotment Option is not exercised)	After our IPO (assuming full exercise of the Over-allotment Option)
	(%)	(%)	(%)
Bumiputera	100.00	67.25	60.74
Non-Bumiputera	-	[2][3]32.75	[2][3][4]39.26
Foreign	-	-	-
Total	**100.00**	**100.00**	**100.00**

Notes:

[1] *As at the LPD.*

[2] *Assumes all the Eligible Persons who are allocated the Issue Shares under the Retail Offering are non-Bumiputera.*

[3] *Assumes all our IPO Shares allocated to non-Bumiputera investors under the Retail Offering and Institutional Offering are fully subscribed by Malaysians. The breakdown amount between the other non-Bumiputera investors and other foreign investors can only be determined after the closing of applications for our IPO Shares.*

[4] *Assumes the 76,615,000 Shares under the Over-allotment Option are fully subscribed by non-Bumiputera Malaysians.*

The SAC has, via its letter dated 3 April 2014, classified our Shares as Shariah-compliant securities.

Bursa Securities has, via its letter dated 21 May 2014, approved the admission of our Company to the Official List of the Main Market of Bursa Securities, the Listing and the listing of and quotation for the new Shares to be issued pursuant to the exercise of the ESOS Options and the ESGP on the Main Market of Bursa Securities.

The MITI has, via its letter dated 3 April 2014, stated that it has no objection to our IPO.

10.2 Moratorium on our Shares

Pursuant to the Equity Guidelines, the Shares held by our Promoters and SFSB, being a person connected to our controlling shareholder who is also one of our Promoters, Hallmark, amounting to 618,110,000 Shares, representing approximately 52.51% of our enlarged issued and paid-up share capital upon Listing (assuming the Over-allotment Option is not exercised) are to be placed under moratorium. In this respect, the Shares that are subject to moratorium are set out below:

	Direct		**Indirect**	
Name	**No. of Shares**	**[1]%**	**No. of Shares**	**[1]%**
Hallmark	530,712,420	45.08	-	-
Dr. Jamal bin Yusof @ Gordon Duclos	59,084,412	5.02	-	-
SFSB	28,313,168	2.41	-	-
ECSB	-	-	[2]559,025,588	47.49
E-Cap 1	-	-	[3]530,712,420	45.08
E-Cap 2	-	-	[3]530,712,420	45.08

Notes:

(1) *Based on our enlarged issued and paid-up share capital after our IPO.*

(2) *Deemed interested by virtue of its direct interests in E-Cap 1, E-Cap 2 and SFSB pursuant to Section 6A of the Act.*

(3) *Deemed interested by virtue of its direct interest in Hallmark pursuant to Section 6A of the Act.*

Our Promoters and SFSB have accepted the moratorium. Our Promoters, other than ECSB who will not hold any Shares directly upon our Listing, will not be permitted to sell, transfer or assign any part of their interest in our Shares under moratorium for a period of six months commencing from the date of our Listing.

The above restriction does not apply:

(i) in respect of the Shares that may be sold pursuant to the Over-allotment Option to be granted by Hallmark to the Stabilising Manager (on behalf of the Placement Manager(s)); and

(ii) to the transfer of Shares by Hallmark as contemplated under the Share Lending Agreement, provided that the restriction will apply to the Shares returned to Hallmark pursuant to the Share Lending Agreement.

10. APPROVAL AND CONDITIONS *(Cont'd)*

The above moratorium restrictions are specifically endorsed on the share certificates representing the Shares held by our Promoters and SFSB, other than ECSB who will not hold any Shares directly upon our Listing, which are under moratorium to ensure that our share registrar does not register any transfer that contravenes such restrictions.

In accordance with the Equity Guidelines, the direct shareholders of Hallmark, namely E-Cap 1 and E-Cap 2, have undertaken not to sell, transfer or assign their entire shareholding in Hallmark for a period of six months commencing from the date of our Listing.

In accordance with the Equity Guidelines, the direct shareholder of E-Cap 1, E-Cap 2 and SFSB, namely ECSB, has undertaken not to sell, transfer or assign its entire shareholding in E-Cap 1, E-Cap 2 and SFSB for a period of six months commencing from the date of our Listing.

ECSB may sell any part of its investment at any time from the day it invests in ICON but in any case, the usual time horizon, being the total length of time that ECSB expects to hold its investment in ICON, is between three to five years. ECSB's investment in our Group commenced in 2012. Therefore, after the moratorium period of six months, ECSB is free to, at any time, dispose its shareholding in ICON, held via Hallmark and/or SFSB. The timing to dispose Hallmark's shareholding in ICON will depend on, among others, market conditions and sentiments as well as the performance of ICON Shares after our Listing.

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11. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST

11.1 Related party transactions

Under the Listing Requirements a "related party transaction" is a transaction entered into by a listed issuer or its subsidiaries that involves the interest, direct or indirect, of a related party. A "related party" of a listed issuer (not being a special purpose acquisition company) is:

(i) a director having the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding six months of the date on which the terms of the transaction were agreed upon, a director of the listed issuer, its subsidiary or holding company or a chief executive of the listed issuer, its subsidiary or holding company; or

(ii) a major shareholder means a person who has or had an interest or interests in one or more voting shares in a corporation and the nominal amount of that share or the aggregate of the nominal amounts of those shares is:

  (a) 10% of 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; or

(iii) a person connected with such director or major shareholder.

Certain transactions, despite falling within the definitions above, are not normally regarded as related party transactions. These are detailed in Paragraph 10.08(11) of the Listing Requirements.

11.1.1 Non-recurrent related party transactions

Save as disclosed below, there are no material related party transactions which are non-recurrent in nature and that have been entered into or proposed to be entered into by our Group with related parties for the years ended 31 December 2011, 2012 and 2013 and up to the LPD:

On 9 August 2012, ICON Fleet had entered into an agreement with Hallmark to obtain a shareholders' advance of RM44,840,000 ("**SAA**") for purposes of redeeming all the outstanding RCCSLS and RCCPS held by the previous investors of ICON Fleet, prior to the Acquisition of ICON Fleet which was subsequently completed on 28 September 2012. The rights and obligations of ICON Fleet under the SAA were subsequently novated to our Company on 16 November 2012.

Our Company had also entered into an agreement with Hallmark on 20 December 2012 to obtain further shareholders' advance of RM25,000,000 ("**Subsequent SAA**") for purposes of meeting our capital expenditure requirements.

Hallmark, E-Cap 1, E-Cap 2, ECSB, YEN, SFSB, Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda, Dato' Abdul Rahman bin Ahmad and Syed Yasir Arafat bin Syed Abd Kadir are deemed to be interested in the transactions described above. Hallmark is our major shareholder and by virtue of Section 6A of the Act, E-Cap 1, E-Cap 2, ECSB and YEN are also our indirect major shareholders. SFSB is a person connected to ECSB (by virtue of SFSB being a wholly-owned subsidiary ECSB). Raja Tan Sri Dato' Seri Arshad bin Raja Tun Uda is our Director as well as a director of Ekuinas, ECSB and E-Cap 1, Dato' Abdul Rahman bin Ahmad is our Director as well as a director of Ekuinas, ECSB, E-Cap 1, E-Cap 2 and SFSB, and Syed Yasir Arafat bin Syed Abd Kadir is our Director as well as a director of E-Cap 2, Hallmark and SFSB.

As at the LPD, the amount due from our Company to Hallmark pursuant to the SAA and Subsequent SAA is RM53.9 million. The proceeds raised from the Public Issue will be utilised to fully repay the outstanding amount including the interest payable up to the date of repayment.

Our Board is of the view that the above non-recurrent related party transaction was carried out on arm's length basis and on normal commercial terms which are not to the detriment of our minority shareholders.

11.1.2 Recurrent related party transactions

Related party transactions can be deemed as recurrent if they are entered into at least once every three years, in the ordinary course of business and are of a revenue nature necessary for the day-to-day operations of our Group.

After our Listing, we will be required to seek our shareholders' approval each time we enter into a material related party transaction in accordance with the Listing Requirements. However, if the related party transactions can be deemed as recurrent related party transactions, we may seek a general mandate from our shareholders to enter into these transactions without having to seek separate shareholders' approval each time we wish to enter into such related party transactions during the validity period of the mandate.

Under the Listing Requirements, related party transactions may be aggregated to determine their materiality if the terms of such transactions were agreed upon within a 12-month period, are entered into with the same party or with parties connected to one another or if the transactions involve the acquisition or disposal of securities or interests in one particular corporation/asset or of various parcels of land contiguous to each other.

There is no existing or proposed recurrent related party transactions which have been entered into or expected to be entered into by our Group with related parties for the years ended 31 December 2011, 2012 and 2013 and up to our next AGM which is expected to be held in 2015.

11.1.3 Transactions entered into that are unusual in their nature or conditions

There are no unusual transactions in their nature or conditions, involving goods, services, tangible or intangible assets to which we or our parent or subsidiaries were a party in respect of the years ended 31 December 2011, 2012 and 2013.

11.1.4 Outstanding loans and guarantees

There are no outstanding loans (including guarantees of any kind) made by our Group or our parent to or for the benefit of any related parties for the years ended 31 December 2011, 2012 and 2013.

11.2 Monitoring and oversight of related party transactions and conflicts of interest

11.2.1 Audit and Risk Management Committee review

The Audit and Risk Management Committee reviews related party transactions and conflicts of interest that may arise within our Group. The Audit and Risk Management Committee periodically reviews the procedures set by our Company to monitor related party transactions to ensure that these transactions are carried out on normal commercial terms which are not more favourable to the related party than those generally available to third parties dealing at arm's length and are not to the detriment of our Company's minority shareholders. All reviews by the Audit and Risk Management Committee are reported to our Board for its further action.

11.2.2 Related party transactions and conflicts of interest

Related party transactions by their very nature, involve conflicts of interest between our Group and the related parties with whom our Group has entered into such transactions. Some of the officers and the Directors of our Group are also officers, directors and in some cases, shareholders of the related parties of our Group, as disclosed herein and, with respect to these related party transactions, may individually and in aggregate have conflicts of interest. It is the policy of our Group that all related party transactions are carried out on normal commercial terms which are not more favourable to the related party than those generally available to third parties dealing at arm's length with our Group and are not to the detriment of our minority shareholders.

11.3 Declarations by advisers on conflicts of interest

11.3.1 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 our affiliates, in addition to the roles 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, our shareholders, our and/or their affiliates and/or any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, 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 any member of our Group and/or our affiliates. This is a result of the businesses of the Maybank Group generally acting independently 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 interest of our Group. 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. The said credit facilities have been extended by the Maybank Group in its ordinary course of business.

Notwithstanding this, Maybank IB has confirmed that the aforesaid lending relationship would not give rise to a conflict of interest situation in its capacity as the Principal Adviser, Joint Global Coordinator and Joint Bookrunner for our IPO as well as Managing Underwriter and Joint Underwriter for the Retail Offering as:

(i) the extension of credit facilities arose in the ordinary course of business of the Maybank Group;

(ii) the conduct of the Maybank Group in its banking business is strictly regulated by the Financial Services Act 2013 and the Maybank Group's own internal controls and checks; and

(iii) the total outstanding amount owed by our Group is not material when compared to the audited net assets of the Maybank Group as at 31 December 2013 of RM46.0 billion.

Maybank IB has also confirmed that 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 Principal Adviser, Joint Global Coordinator and Joint Bookrunner for our IPO as well as Managing Underwriter and Joint Underwriter for the Retail Offering.

11.3.2 Declaration by BNP Paribas

BNP Paribas and its affiliates, subsidiaries, branches and associates (collectively the "**BNPP Group**") belong to a diversified financial institution with relationships in countries around the world. These entities in their capacity as principal or agent, are, and may in the future be, involved in a wide range of commercial banking, investment banking and other activities globally (including but not limited to investment management, asset management, wealth management, corporate finance and advisory, and securities issuance, brokerage, trading and research) for their own account or for the account of their clients in relation to our Shares, those activities may include entering into over the counter or listed derivative transactions or listed and unlisted securities transactions (including issuing securities such as derivative warrants listed on a stock exchange) which have our Shares as their or part of their underlying assets. Those activities may require hedging activity by those entities involving directly or indirectly buying and selling our Shares. All such activities could occur in Malaysia and elsewhere in the world and may result in the BNPP Group holding long and/or short positions in our Shares, in baskets of securities or indices including our Shares, in units of funds that may purchase our Shares, or in derivative related to any of the foregoing. The BNPP Group may also in the future engage, in transactions with, and/or perform, services for our Company and/or any of our subsidiaries or affiliates, in addition to the role set out in this Prospectus. In addition, in the ordinary course of its global commercial banking and investment banking activities, BNP Paribas and other members of the BNPP Group may at any time offer or provide services to or engage in any transaction (on its own account or otherwise) with our Company, and/or any of our subsidiaries or affiliates and/or any other persons, including but not limited to making investment recommendations and/or publishing or expressing independent research views in respect of securities of our Company and/or any of our subsidiaries or affiliates and trading or otherwise effecting transactions, for its own account or the accounts of its customers, in debt or equity securities (or related derivative instruments) or senior loans of our Company and/or any of our subsidiaries or affiliates.

As at the LPD, our Group has credit facilities with BNP Paribas. BNP Paribas is of the view that the credit facilities will not result in conflict of interest situations as the credit facilities were granted in the ordinary course of business and in aggregate are not material when compared to the audited total assets of the BNPP Group as at 31 December 2013.

BNP Paribas has also confirmed that notwithstanding the above, there is no existing or potential conflict of interest in its capacity as the Joint Global Coordinator and Joint Bookrunner in relation to our IPO.

11.3.3 Declaration by Credit Suisse

Credit Suisse together with its ultimate parent company, Credit Suisse AG, its affiliates, branches and subsidiaries (together, "**Credit Suisse Group**"), comprise a full service financial services provider engaged in securities trading, brokerage activities as well as investment banking and financial advisory services. In the ordinary course of its trading and brokerage activities, members of the Credit Suisse Group may hold positions, for their own account or the accounts of customers, in equity, debt or other securities of members of our Group.

The Credit Suisse Group may engage in transactions with, and perform services for our Group in the ordinary course of business and have engaged, and may in the future engage, in commercial banking and investment banking transactions, including providing loans or entering into other financing arrangements with our Group, for which Credit Suisse has received, or may in the future receive, customary compensation.

Having regard to the foregoing, Credit Suisse confirms that there is no conflict of interest in its capacity as the Joint Global Coordinator and Joint Bookrunner in relation to our IPO as the Credit Suisse Group has not made any loan to our Group and Credit Suisse will not receive any proceeds from our IPO, except with respect to the fees and expenses incurred by Credit Suisse in connection with acting as the Joint Global Coordinator and the Joint Bookrunner in relation to our IPO.

11.3.4 Declaration by AFFIN

AFFIN has confirmed that there is no existing or potential conflict of interest in its capacity as the Joint Underwriter in relation to our IPO.

11.3.5 Declaration by CIMB

CIMB has confirmed that there is no existing or potential conflict of interest in its capacity as the Joint Underwriter in relation to our IPO.

11.3.6 Declaration by Hong Leong

Hong Leong Capital Berhad, the holding company of Hong Leong, and its subsidiaries, as well as Hong Leong Bank Berhad (collectively referred to as the "**HL Group**"), are engaged in a wide range of investment and commercial banking, securities and derivatives trading, asset and funds management businesses. In the ordinary course of business of the HL Group, any member of the HL Group may at any time offer or provide its services to or engage in transactions with our Group.

As at the LPD, the HL Group has granted credit facilities to ICON Ship, under a syndicated term financing facility.

Notwithstanding the above, Hong Leong is of the view that the aforesaid lending relationship would not give rise to a conflict of interest situation in its capacity as the Co-Lead Manager for our IPO as well as Joint Underwriter for the Retail Offering as:

(i) the total outstanding amount owed by the ICON Group is not material when compared to the total audited net assets of the HL Group as at 30 June 2013 of RM13.5 billion;

(ii) the extension of credit facilities arose in the ordinary course of business of Hong Leong in view of Hong Leong's extensive participation in the Malaysian capital market and banking industry; and

(iii) the conduct of Hong Leong in its banking business is strictly regulated by the Financial Services Act 2013 and Hong Leong's own internal controls and checks.

11.3.7 Declaration by KIBB

KIBB has confirmed that there is no existing or potential conflict of interest in its capacity as the Joint Underwriter in relation to our IPO.

11.3.8 Declaration by RHB IB

RHB IB has confirmed that there is no existing or potential conflict of interest in its capacity as the Co-Lead Manager and Joint Underwriter in relation to our IPO.

11.3.9 Declaration by PricewaterhouseCoopers

PricewaterhouseCoopers has confirmed that there is no existing or potential conflict of interest in its capacity as Auditors and Reporting Accountants in relation to our IPO.

11.3.10 Declaration by Infield

Infield has confirmed that there is no existing or potential conflict of interest in its capacity as the Independent Market Researcher in relation to our IPO.

11.3.11 Declaration by Wong & Partners

Wong & Partners has confirmed that there is no existing or potential conflict of interest in its capacity as the Legal Adviser to our Company as to Malaysian laws in relation to our IPO.

11.3.12 Declaration by Baker & McKenzie.Wong & Leow

Baker & McKenzie.Wong & Leow has confirmed that there is no existing or potential conflict of interest in its capacity as the Legal Adviser to our Company as to United States federal securities and English laws in relation to our IPO.

11.3.13 Declaration by Clifford Chance Pte Ltd

Clifford Chance Pte Ltd has confirmed that there is no existing or potential conflict of interests in its capacity as the Legal Adviser to the Joint Global Coordinators and Joint Bookrunners as to United States federal securities and English laws in relation to our IPO.

11.3.14 Declaration by Albar & Partners

Albar & Partners has confirmed that there is no conflict of interests in its capacity as the Legal Adviser to the Joint Global Coordinators, Joint Bookrunners, Managing Underwriter and Joint Underwriters as to Malaysian laws in relation to our IPO.

12. FINANCIAL INFORMATION

12.1 Historical consolidated financial information

Our Company was incorporated on 30 March 2012 and the first set of the audited financial statements of our Company has been prepared from the date of our incorporation up to 31 December 2012. Our Group was formed following the Strategic Consolidation which was completed on 19 November 2012.

Accordingly, the following selected historical consolidated financial data have been derived from the following:

(i) the pro forma consolidated statements of comprehensive income of our Company for the years ended 31 December 2011 and 2012 which have been prepared as if our Group has been in existence since 1 January 2011 based on the:

   (a) audited financial statements of our Company for the period ended 31 December 2012;

   (b) audited financial statements of ICON Ship for the years ended 31 December 2011 and 2012; and

   (c) audited financial statements of the ICON Fleet Group for the years ended 31 December 2011 and 2012.

   The audited financial statements of ICON Ship and the ICON Fleet Group for the year ended 31 December 2012 were adjusted for prior year adjustments/reclassifications as disclosed in the Accountants' Report. Please refer to Section 12.2.1 of this Prospectus on the basis of presentation of the pro forma consolidated statements of comprehensive income; and

(ii) our audited consolidated financial statements for the year ended 31 December 2013.

The following selected historical consolidated financial data should be read in conjunction with the "Management's discussion and analysis of financial condition, results of operations and prospects" set out in Section 12.2 of this Prospectus together with the Reporting Accountants' letter on our pro forma consolidated financial information as set out in Section 12.4 of this Prospectus and the Accountants' Report as set out in Section 13 of this Prospectus.

The selected historical consolidated financial data included in this Prospectus does not reflect our Group's results of operations, financial position and cash flows in the future and our Group's past operating results are not indicative of our Group's future operating performance and financial position.

12.1.1 Consolidated statements of comprehensive income

The following table sets out our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012 and our audited consolidated statement of comprehensive income for the year ended 31 December 2013:

	Pro forma		Audited
	Year ended 31December		
	2011	2012	2013
	(RM'000)	(RM'000)	(RM'000)
Revenue	226,487	291,705	334,863
Cost of sales	(112,447)	(142,619)	(162,890)
Gross profit	**114,040**	**149,086**	**171,973**

	Pro forma		Audited
	Year ended 31December		
	2011	2012	2013
	(RM'000)	(RM'000)	(RM'000)
Other income	990	1,235	2,205
Administrative expenses	(16,562)	(23,785)	(30,943)
Other expenses	(14,437)	(20,069)	(68,172)
Profit from operations	**84,031**	**106,467**	**75,063**
Finance costs	(58,313)	(54,145)	(57,508)
Profit before taxation	**25,718**	**52,322**	**17,555**
Taxation	(2,760)	(14,693)	96,046
Profit after taxation	**22,958**	**37,629**	**113,601**
EBITDA[(1)]	136,010	163,645	143,444
Gross profit margin[(2)] (%)	50.4	51.1	51.4
EBITDA margin[(3)] (%)	60.1	56.1	42.8
Profit before taxation margin[(4)] (%)	11.4	17.9	5.2
Profit after taxation margin[(5)] (%)	10.1	12.9	33.9
EPS[(6)] (sen)	1.95	3.20	9.65

The following table shows the selected financial information or components of our consolidated statements of comprehensive income for the years ended 31 December 2011, 2012 and 2013, after adjusting for certain exceptional items which arose as a result of (i) the Acquisition of ICON Ship and Acquisition of ICON Fleet; (ii) the Strategic Consolidation and review of our business plan in consequence of the Strategic Consolidation; and (iii) the Internal Reorganisation, in order to provide a better and fairer understanding of our financial performance as well as the trends relating thereto.

	Adjusted		
	Year ended 31December		
	2011	2012	2013
	(RM'000)	(RM'000)	(RM'000)
Revenue	226,487	291,705	334,863
Cost of sales	(112,447)	(142,619)	(162,890)
Gross profit	**114,040**	**149,086**	**171,973**
Other income	990	1,235	844
Administrative expenses	(16,562)	(23,785)	(30,943)
Other expenses	-	-	-
Profit from operations	**98,468**	**126,536**	**141,874**
Finance costs	(47,613)	(42,845)	(46,508)
Profit before taxation	**50,855**	**83,691**	**95,366**
Taxation	(6,369)	(18,890)	(5,793)
Profit after taxation[(7)]	**44,486**	**64,801**	**89,573**
Adjusted EBITDA[(1)]	136,010	166,928	190,867
Adjusted EBITDA margin[(8)] (%)	60.1	57.2	57.0
Adjusted profit before taxation margin[(9)] (%)	22.5	28.7	28.5
Adjusted profit after taxation margin[(10)] (%)	19.6	22.2	26.7
Adjusted EPS[(11)] (sen)	3.78	5.50	7.61

Notes:

(1) *The table below sets out a reconciliation of our Group's profit after taxation to EBITDA and Adjusted EBITDA:*

	Year ended 31 December		
	2011	**2012**	**2013**
	(RM'000)	**(RM'000)**	**(RM'000)**
Profit after taxation	22,958	37,629	113,601
Taxation	2,760	14,693	(96,046)
Profit before taxation	25,718	52,322	17,555
Finance costs	58,313	54,145	57,508
Depreciation	37,542	40,392	48,993
Amortisation of intangible assets	14,437	16,786	19,388
EBITDA	136,010	163,645	143,444
Gain on disposal of non-OSV	-	-	(1,361)
Impairment of assets	-	3,283	48,784
Adjusted EBITDA	**136,010**	**166,928**	**190,867**

EBITDA represents earnings before interest, taxation, depreciation and amortisation whilst Adjusted EBITDA represents our EBITDA after excluding certain exceptional items arising from the Strategic Consolidation and review of our business plan in consequence of the Strategic Consolidation. Please refer to Section 12.2.6 of this Prospectus for further information on our Adjusted EBITDA.

EBITDA and Adjusted EBITDA as well as the related ratios presented in this Prospectus are supplemental measures of our performance and liquidity and are not required by or presented in accordance with the MFRS and IFRS. Please refer to the "Presentation of Financial and Other Information" section of this Prospectus for a discussion of the limitations of using EBITDA and Adjusted EBITDA as measures of our performance.

(2) *Computed based on gross profit over revenue.*

(3) *Computed based on EBITDA over revenue.*

(4) *Computed based on profit before taxation over revenue.*

(5) *Computed based on profit after taxation over revenue.*

(6) *Computed based on profit after taxation over the enlarged number of Shares in issue of 1,177,185,100, after taking into account the Subdivision of Shares, Conversion of RCPS-i and Public Issue.*

(7) *The table below sets out our profit after taxation after excluding certain exceptional items arising from (i) the Strategic Consolidation and review of our business plan in consequence of the Strategic Consolidation; (ii) the Internal Reorganisation; and (iii) the mandatory conversion of the RCPS-i on 23 May 2014 following the receipt of all relevant authorities' approvals for our Listing:*

	Year ended 31 December		
	2011	**2012**	**2013**
	(RM'000)	**(RM'000)**	**(RM'000)**
Profit after taxation	22,958	37,629	113,601
Gain on disposal of a non-OSV	-	-	(1,361)
Other expenses:			
- Impairment of assets	-	3,283	48,784
- Amortisation of intangible assets	14,437	16,786	19,388
RCPS-i profit rate	10,700	11,300	11,000
Tax effect relating to:			
- Amortisation of intangible assets	(3,609)	(4,197)	(4,847)
- Transfer of vessels to Labuan subsidiaries	-	-	(111,383)
- Disposal of a non-OSV	-	-	11,025
- Disposal of lower specification vessels	-	-	3,366
Adjusted profit after taxation	**44,486**	**64,801**	**89,573**

Please refer to Section 7.4 of this Prospectus for further information on the Strategic Consolidation and the Internal Reorganisation, and Section 12.2.6 of this Prospectus for further information on our adjusted profit after taxation.

Adjusted profit after taxation as well as the related ratios presented in this Prospectus are supplemental measures of our performance and profitability and are not required by or presented in accordance with the MFRS and IFRS. Please refer to the "Presentation of Financial and Other Information" section of this Prospectus for a discussion of the limitations of using adjusted profit after taxation and the related ratios as measures of our performance.

(8) *Computed based on Adjusted EBITDA over revenue.*

(9) *Computed based on adjusted profit before taxation over revenue.*

(10) *Computed based on adjusted profit after taxation over revenue.*

(11) *Computed based on adjusted profit after taxation over the enlarged number of Shares in issue of 1,177,185,100, after taking into account the Subdivision of Shares, Conversion of RCPS-i and Public Issue.*

Please refer to Section 12.2.6 of this Prospectus for further information on the abovementioned adjustments.

12.1.2 Pro forma consolidated statement of financial position

Our pro forma consolidated statement of financial position as at 31 December 2013 has been derived from our audited consolidated statement of financial position as at 31 December 2013, after adjustments to reflect the following transactions and on the assumption that such transactions were completed on 31 December 2013:

(i) the Subdivision of Shares;

(ii) the Conversion of RCPS-i; and

(iii) our IPO, Listing and the utilisation of proceeds from the Public Issue as set out in Section 4.9 of this Prospectus.

The pro forma consolidated statement of financial position should be read in conjunction with the Reporting Accountants' letter on the pro forma consolidated statement of financial position as at 31 December 2013 and the notes thereon as set out in Section 12.4 of this Prospectus.

	Audited	Pro forma I	Pro forma II
	As at 31 December 2013	After Subdivision of Shares and Conversion of RCPS-i	After Pro forma I, our IPO, Listing and utilisation of proceeds
	(RM'000)	(RM'000)	(RM'000)
Non-current assets			
Property, plant and equipment	1,203,594	1,203,594	1,369,794
Intangible assets	195,534	195,534	195,534
Deferred tax assets	41,305	41,305	41,305
	1,440,433	1,440,433	1,606,633
Current assets			
Inventories	1,376	1,376	1,376
Trade and other receivables	86,573	86,573	86,573
Tax recoverable	32	32	32
Cash and bank balances	47,303	47,303	91,681
	135,284	135,284	179,662

	Audited	Pro forma I	Pro forma II
	As at 31 December 2013	After Subdivision of Shares and Conversion of RCPS-i	After Pro forma I, our IPO, Listing and utilisation of proceeds
	(RM'000)	(RM'000)	(RM'000)
Less: Current liabilities			
Trade and other payables	33,856	33,856	33,856
Amount due to immediate holding company	52,650	52,650	-
Borrrowings	402,642	167,042	123,400
Taxation	2,750	2,750	2,750
	491,898	256,298	160,006
Net current (liabilities)/assets	(356,614)	(121,014)	19,656
Less: Non-current liabilities			
Trade and other payables	1,583	1,583	1,583
Borrowings	700,610	700,610	620,252
Deferred tax liabilities	2,262	2,262	2,262
	704,455	704,455	624,097
Equity attributable to equity holders of our Company			
Share capital	257,720	477,720	588,592
Share premium	-	-	289,657
Retained earnings	121,644	137,244	123,943
Shareholders' equity	379,364	614,964	1,002,192
Number of ordinary shares of RM1.00 each in ICON in issue ('000)	257,720	N/A	N/A
Number of ICON Shares in issue ('000)	(1)515,440	955,440	1,177,185
Net assets	379,364	614,964	1,002,192
Net assets per ordinary share of RM1.00 each in ICON (RM)	1.47	N/A	N/A
Net assets per ICON Share(2) (RM)	0.74	0.64	0.85

Notes:

(1) *Number of ordinary shares illustrated is assumed to be retrospectively adjusted after completion of the Subdivision of Shares.*

(2) *Computed based on net assets over number of ICON Shares in issue.*

12.1.3 Consolidated statement of cash flows

The following table sets out our consolidated statement of cash flows for the year ended 31 December 2013:

	Audited Year ended 31 December 2013 (RM'000)
Cash flows from operating activities	
Profit before taxation	17,555
Adjustments for:	
Amortisation of intangible assets	19,388
Depreciation of property, plant and equipment	48,993
Gain on disposal of assets held for sale	(1,361)
Loss on disposal of property, plant and equipment	447
Impairment of assets held for sale	2,010
Impairment of property, plant and equipment	46,774
Impairment of receivables	4,208
Interest expense	57,508
Interest income	(469)
Property, plant and equipment written off	61
Unrealised loss on foreign exchange	756
Write back on impairment of receivables	(1,745)
Operating profit before working capital changes	194,125
Changes in working capital:	
Inventories	(904)
Receivables	32,885
Payables	(30,254)
Cash generated from operations	195,852
Tax paid	(3,399)
Net cash generated from operating activities	**192,453**
Cash flows from investing activities	
Purchase of property, plant and equipment	(274,637)
Proceeds from disposal of assets held for sale	39,176
Proceeds from disposal of property, plant and equipment	20,919
Net cash used in investing activities	**(214,542)**
Cash flows from financing activities	
Advances from immediate and intermediate holding company	12,200
Drawdown of borrowings (net of transaction cost)	214,669
Interest received	469
Repayments of RCCPS	(11,722)
Repayment of finance lease liabilities	(12)
Repayment of borrowings	(146,752)
Repayment of amounts due to intermediate holding company	(3,600)
Interest paid	(49,947)
Decrease in fixed deposits pledged	262
Net cash generated from financing activities	**15,567**
Exchange gains on cash and bank balances	135
Net decrease in cash and cash equivalents	**(6,387)**
Cash and cash equivalents at beginning of the financial year	**46,498**
Cash and cash equivalents at end of the financial year	**40,111**

12.2 Management's discussion and analysis of financial condition, results of operations and prospects

The discussion and analysis with respect to the years ended 31 December 2011 and 2012 are based on the pro forma consolidated statements of comprehensive income of our Company and should be read in conjunction with the Reporting Accountants' letter on our pro forma consolidated financial information as set out in Section 12.4 of this Prospectus. The discussion and analysis with respect to the year ended 31 December 2013 are based on our audited consolidated financial statements for the year ended 31 December 2013 and should be read in conjunction with Section I of the Accountants' Report as set out in Section 13 of this Prospectus. Our pro forma consolidated financial information has been compiled based on audited financial statements which have been prepared in accordance with the MFRS and IFRS.

This discussion and analysis contains forward-looking statements that reflect our current views with respect to future events and our financial performance. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those set forth under Risk Factors as set out in Section 5 of this Prospectus.

12.2.1 Basis of presentation of our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012

Our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012 have been prepared based on the following assumptions:

(i) our Company was incorporated on 1 January 2011;

(ii) the Acquisition of ICON Ship and Acquisition of ICON Fleet were completed on 1 January 2011; and

(iii) our Group has been in existence since 1 January 2011.

In addition, our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012 have also assumed the effects of the issuance of the RCPS-i on 1 January 2011.

Our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012 have been prepared by aggregating the audited financial statements of our Company for the period from 30 March 2012 to 31 December 2012 as well as ICON Ship and the ICON Fleet Group for the years ended 31 December 2011 and 2012 and adjusted for the effects of fair value adjustments on the net identifiable assets and liabilities and the related tax effects upon the Acquisition of ICON Ship and Acquisition of ICON Fleet based on the purchase price allocation exercise which has also been assumed to be identical to those adjustments that arose when the Acquisition of ICON Ship and Acquisition of ICON Fleet were completed in 2012.

On 31 December 2013, our Group completed the Internal Reorganisation to transfer 16 of our vessels to newly-incorporated Labuan subsidiaries and we had also disposed of our non-OSV in the year ended 31 December 2013. Consequently, the audited financial statements of our Group for the year ended 31 December 2013 recognised a net tax credit arising from the transfer of these vessels and disposal of a non-OSV of RM100.4 million. The effect of this adjustment on deferred tax are not illustrated in our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012 as the transfer of the vessels and the disposal of the non-OSV were only completed in 2013.

Our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012 have been prepared for illustrative purposes only. Such information, due to the assumptions underlying the preparation of the pro forma consolidated statements of comprehensive income, does not represent the actual results of our Group had we already been in existence since 1 January 2011. Further, such information does not purport to predict our future financial results. Please refer to Note 3.1 of the Reporting Accountants' letter on our pro forma consolidated financial information as set out in Section 12.4 of this Prospectus for further information on the basis of preparation of our pro forma consolidated statements of comprehensive income for the years ended 31 December 2011 and 2012.

12.2.2 Introduction

We are a pure-play OSV provider in Malaysia and our vessels can be used for a wide range of services such as seismic survey, drilling operations support, towing, anchor handling and mooring of barges, repair and maintenance support, accommodation facilities for personnel and transportation of personnel and supplies to platforms. We also provide ship management services to third party vessel owners. As at the LPD, there are 32 vessels that are available for charter by our Group, of which 20 vessels of the fleet available for charter by our Group are under long-term charter (for a duration of 12 months or longer, including optional extensions). The average duration of our long-term charter contracts is approximately 4.4 years.

12.2.3 Significant factors affecting our financial condition and results of operations

Our financial condition and results of operations have been and are expected to be, affected by, amongst others, the following primary factors:

(i) Level of activity in the offshore oil and gas industry globally and particularly in Malaysia

Our financial condition and results of operations are dependent on the level of activity in the offshore oil and gas industry, particularly in Malaysia, as we provide offshore support services to the offshore oil and gas industry. Historically, the level of offshore exploration and production activity has been closely related to global oil and gas prices.

Global oil and gas prices, and thus levels of offshore exploration, have been linked to the strength of the world economy and the level of geopolitical tensions in oil and gas producing regions. Our business tends to benefit from periods of increased spending by oil and gas companies in exploration, development, IMR, EOR and production activities, when rising oil and natural gas prices make more oilfields become commercially viable. Increasing levels of exploration, development and production activities have a direct influence on the demand for OSVs as more OSVs are required to support offshore oilfields during periods of high demand. Similarly, our business tends to be detrimentally affected by periods of decreased spending by oil and gas companies when declining oil and natural gas prices lead to fewer oilfields being commercially viable. These factors have historically affected our utilisation rates and day-rates. According to the Infield Report, global offshore capital expenditure is expected to grow at a CAGR of 7.8% over the period from 2013 to 2019 and annual capital expenditure in Malaysia is expected to average at a record level of USD5,078 million a year from 2014 to 2019.

(ii) Size and composition of our fleet

Our revenue is dependent on, among others, the number of OSVs in our fleet and the composition of our fleet. Our revenue is largely dependent on our ability to secure charter contracts. Generally, a larger fleet enables us to enter into more charter contracts, thereby increasing our revenue.

The fleet available for charter by our Group has grown from 23 vessels as at 31 December 2011 to 32 vessels as at the LPD, which comprises 24 AHT/AHTSs, four SSVs, one PSV, two UVs and one AWB.

The composition of our fleet also affects our results of operations as market demand, utilisation days, charter rates and operating expenses may vary for vessels of different types, age and specification. General demand and day-rates for newer vessels and vessels with higher specifications tend to be greater than older vessels or vessels with lower specification. Newer vessels generally have lower maintenance costs and modern tonnage that comply with environmental standards and regulatory requirements. In addition, day-rates for larger vessels tend to be greater than for smaller vessels. A more diversified fleet composition enables us to participate in other market segments of the OSV industry and compete for a bigger share of the OSV market.

The following table sets out the type, number, average and total specifications of OSVs in the fleet available for charter by our Group as at the dates indicated:

	As at 31 December									As at the LPD		
	2011			2012			2013					
	No. of vessels	Average specifications [(1)]	Total specifications	No. of vessels	Average specifications [(1)]	Total specifications	No. of vessels	Average specifications[(1)]	Total specifications	No. of vessels	Average specifications[(1)]	Total specifications
Type of vessels												
AHTS	12	5,610 BHP	67,324 BHP	15	5,546 BHP	83,192 BHP	20	5,447 BHP	108,942 BHP	21[(3)]	5,433 BHP	114,092 BHP
AHT	5	4,164 BHP	20,820 BHP	5	4,164 BHP	20,820 BHP	4[(2)]	4,155 BHP	16,620 BHP	3[(4)]	4,207 BHP	12,620 BHP
SSV	4	5,110 BHP	20,440 BHP	4	5,110 BHP	20,440 BHP	4	5,110 BHP	20,440 BHP	4	5,110 BHP	20,440 BHP
UV	2	3,300 BHP	6,600 BHP	3	3,361 BHP	10,084 BHP	2[(2)]	3,542 BHP	7,084 BHP	2	3,542 BHP	7,084 BHP
PSV	-	-	-	-	-	-	1	3,500 DWT	3,500 DWT	1	3,500 DWT	3,500 DWT
AWB	-	-	-	-	-	-	-	-	-	1	3,500 DWT	3,500 DWT
Non-OSV	-	-	-	1	5,444 BHP	5,444 BHP	-[(2)]	-	-	-	-	-
Total	**23**			**28**			**31**			**32**		

Notes:

[(1)] *Total specifications divided by number of vessels.*

[(2)] *Three vessels (one AHT, one UV and one non-OSV) were disposed of during the year ended 31 December 2013. There were no disposal of vessels in the previous years.*

(3) *Including one AHTS on a bareboat charter to us which we expect to acquire by early June 2014.*

(4) *One AHT was disposed of on 25 March 2014.*

Please refer to Section 7.6 of this Prospectus for further information on our fleet as at the LPD.

In addition, as part of our expansion plans, we have placed orders for six new vessels which are currently under construction and are due for delivery in 2014 and 2015. We are also in final negotiations to have another one vessel constructed, with delivery due in the 1Q 2016. Please refer to Section 7.7 of this Prospectus for further information on our fleet explansion plans.

(iii) Utilisation rates and order book

The utilisation rate is the aggregate number of operating and allowable maintenance days (as specified under the terms of the charter contract) in a year compared to the total number of days in that year that the vessel is owned by us. For newbuild and newly acquired vessels, the number of days in the period is computed from the delivery date of the vessel. For vessels disposed of during the period, the number of days in the period is computed up to the date of the disposal.

The number of days that each of our vessels is utilised and the day-rates payable under our contracts are largely dependent upon the supply and demand for our services. Our utilisation rates are lower during periods when our vessels are off-hire or out of service (due to, for example, drydocking or inability to procure a contract). Our vessels typically undergo routine scheduled drydocking twice every five years, during which period they are not available for utilisation. The charterer is typically required to pay day-rates during periods of scheduled maintenance. We try to mitigate potential loss of revenue from unscheduled drydocking and maintenance by substituting the vessel that is out of service with one of our other vessels if a suitable vessel is available for hire.

The table below shows the utilisation rates for our various types of vessels that were operational for the periods indicated:

	Average utilisation rate[1]		
Type of OSV	**2011**	**2012**	**2013**
AHTS	91.7%	95.2%	93.3%
AHT	80.6%	71.5%	59.2%
SSV	78.7%	90.8%	95.9%
UV	100.0%	73.7%	61.3%
PSV[2]	N/A	N/A	87.0%
Overall	**87.7%**	**87.3%**	**84.4% [3]**

Notes:

(1) *Simple average of the utilisation rates for the vessels under each category. The utilisation rate of each vessel is computed as follows:*

$$\text{Utilisation rate} = \frac{\text{Aggregate number of operating days and allowable maintenance days}^{\wedge}}{\text{Number of days in the period}}$$

^ *Allowable maintenance days refer to the number of days, as specified under the terms of the charter contract, that the vessel can be taken out of service for maintenance purposes, for which we are still entitled to the day-rate. It does not include days during which a vessel is not available due to drydocking.*

(2) *We acquired our first PSV in June 2013.*

(3) *The overall average utilisation rate is lower as compared to the previous year mainly due to lower utilisation rate of AHTs and UVs.*

Our results of operations also depend on our ability to secure contracts on a timely basis. As at the LPD, our order book stood at RM502.4 million and certain of our contracts have an extension option with a potential contract sum totalling to RM197.8 million over the entire duration of the extension option period, details of which are as follows:

	Firm contract period			Optional extension period	
Owned vessels	**Contract period**	**Contract expiry**	**Remaining contract sum**	**Option Period**	**Potential contract sum**
			(RM'000)		**(RM'000)**
AHT	120 days to 3 years	Between 2014 and 2018	31,767	120 days to 1 year	5,840
AHTS[1]	1 month to 5 years	Between 2014 and 2018	371,099	1 month to 5 years	134,152
SSV	180 days to 5 years	Between 2014 and 2018	85,471	180 days to 1 year	47,239
PSV/UV	90 days to 3 years	2014	10,246	60 days to 2 years	7,250
Subtotal			**498,583**		**194,481**
Third party vessels	3 years	2015	[2]3,767	1 year	[2]3,285
Total			**502,350**		**197,766**

Notes:

(1) *Includes contracts for one AHTS on a bareboat charter to us which we expect to acquire by early June 2014.*

(2) *Represents the contract sum net of the charter-in cost, which will be recognised as revenue.*

(iv) Day-rates for our vessels and terms of our charters

We earn revenue primarily from chartering our vessels to our clients on a time charter basis that is computed based on day-rates. Revenue from our contracts is driven by our contract day-rates and the period over which our vessels are under contract. Day-rates are negotiated on a charter-by-charter basis and determined by the type and specifications of OSV (which is based on the services required by the charterer) and the length of contract period.

Under a time charter, we provide a vessel to a customer and are responsible for all operating expenses other than fuel. Time charters may range from a few days to several years. Revenue from charters are recorded and recognised over the duration of the contract.

In general, larger and higher specification OSVs will command higher day-rates than smaller and lower specification OSVs and short-term charters will have higher day-rates than long-term charters. As our AHTs tend to be available for short-term charter, we tend to see greater fluctuation in day-rates for such vessels than for our other classes of vessels.

The following table sets forth the range of day-rates of our OSVs in USD/BHP and RM/BHP:

	Year ended 31 December					
	2011[(1)]		**2012[(2)]**		**2013[(3)]**	
Type of OSV	**USD/BHP[(4)]**	**RM/BHP[(4)]**	**USD/BHP[(4)]**	**RM/BHP[(4)]**	**USD/BHP[(4)]**	**RM/BHP[(4)]**
AHTS	1.50 - 2.53	4.59 - 7.73	1.49 - 2.53	4.59 - 7.81	1.46 - 2.53	4.59 - 7.97
AHT	1.31 - 1.84	4.00 - 5.63	1.43 - 2.12	4.42 - 6.56	1.40 - 1.83	4.42 - 5.78
PSV[(5)]/SSV	1.73 - 2.01	5.28 - 6.16	1.71 - 1.96	5.28 - 6.07	1.68 - 3.60	5.28 -11.34
UV	1.35 - 1.98	4.13 - 6.06	1.49 - 2.08	4.59 - 6.43	1.69 - 2.03	5.33 - 6.41

Notes:

(1) *Currency translation at an exchange rate of RM3.0593 to USD1.00, being the average middle rates as published by BNM as at 5.00 p.m. for the year ended 31 December 2011.*

(2) *Currency translation at an exchange rate of RM3.0885 to USD1.00, being the average middle rates as published by BNM as at 5.00 p.m. for the year ended 31 December 2012.*

(3) *Currency translation at an exchange rate of RM3.1510 to USD1.00, being the average middle rates as published by BNM as at 5.00 p.m. for the year ended 31 December 2013.*

(4) *Contracts for Omni Tigris (AHTS), Omni Emery (AHT) and Tanjung Gaya (UV) vessels are denominated in USD. Other contracts are denominated in RM.*

(5) *We acquired our first PSV in June 2013.*

We seek to enter into long-term charters for our vessels, but we occasionally enter into short-term charters as well. Long-term charters refer to charters of 12 months or more (including optional extension) while short-term charters refer to charters of less than 12 months. Long-term charters, which contribute to higher utilisation rates, provide us with earnings visibility and cash flow stability. Short-term charters provide us with the opportunity to benefit from increasing day-rates under favourable market conditions but expose us to the risk of under-utilising our vessels.

As our long-term contracts with our customers are on a fixed day-rate basis, rates will typically not be adjusted in response to any increase in the costs of maintenance, repairs, spare parts, crew salaries and other related costs, consumables, ship operating costs and costs associated with compliance with any new rules and regulations. However, in the event that there is a change in the mode of operation or services rendered to our clients according to customers' requirements, we have a right to claim the additional operating expenses from our customer as increased day-rates.

(v) Level of borrowings and finance cost

We have and will continue to have a significant amount of borrowings due to the nature of our business which requires significant capital expenditure. As at 31 December 2013, our total borrowings (including RM235.6 million in RCPS-i, inclusive of its accrued profit rate) is approximately RM1,103.3 million. Our total borrowings, excluding the RCPS-i which were mandatorily converted into our Shares on 23 May 2014 following the receipt of all relevant authorities' approvals for our Listing, would be approximately RM867.7 million as at 31 December 2013. For avoidance of doubt, our total borrowings do not include shareholders' advances.

As at 31 December 2013, RM623.2 million or 56.5% of our total borrowings has a variable interest/profit rate. Excluding the RCPS-i and its accrued profit rate, 71.8% of our total borrowings as at 31 December 2013 bore a variable interest/profit rate. Our finance costs has been and will continue to be affected by interest/profit rates fluctuations. Our weighted average effective interest/profit rates (per annum) on borrowings with variable interest rates (excluding RCPS-i and its accrued profit rate) were 5.5%, 6.0% and 5.7% for the years ended 31 December 2011, 2012 and 2013, respectively. Our finance costs for the years ended 31 December 2011, 2012 and 2013 include profit rate relating to the RCPS-i which will not be incurred going forward due to the mandatory conversion of the RCPS-i into our Shares on 23 May 2014 following the receipt of all relevant authorities' approvals for our Listing.

Changes in economic conditions could result in higher interest/profit rates, thereby increasing our finance costs and reducing our profitability and funds available for operations or other purposes.

We plan to use a portion of the proceeds from the Public Issue to pare down our borrowings, which have interest/profit rates ranging from 6.15% to 7.75% per annum. The repayment of a portion of our outstanding bank borrowings is expected to give rise to interest/profit rate savings of approximately RM8.10 million per annum based on the respective rates of our bank borrowings to be repaid. Please refer to Section 4.9 of this Prospectus for further information on the utilisation of proceeds from the Public Issue.

12.2.4 Critical accounting policies and estimates

Our critical accounting policies and estimates are those that we believe are the most important to the portrayal of our financial condition and results of operations and that require our management's most difficult, subjective or complex judgements. In certain circumstances, however, the preparation of financial statements in conformity with the MFRS and IFRS requires our management to make estimates and assumptions that will affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Our Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. We believe that our critical accounting policies and estimates are those described below.

(i) Property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives after deducting its residual value, summarised as follows:

Type of Asset	Estimated Useful Lives (Years)
Vessels	25
Vessel parts	10 - 14
Building	50
Drydocking expenditure	5
Computers	5
Office equipment	5 - 10
Furniture and fittings	10
Motor vehicles	4 - 5
Renovation	10

Management exercises their judgement in estimating the useful lives and the residual value of the depreciable assets. We assess annually the useful lives and the residual value of the property, plant and equipment and if the expectation differs from the original estimate, such difference will impact the depreciation in the financial period in which such estimate has been charged.

(ii) Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill or intangible assets not ready to use, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

The impairment loss is charged to profit or loss unless it reverses a previous revaluation in which case it is charged to the revaluation surplus. Impairment losses on goodwill are not reversed. In respect of other assets, any subsequent increase in recoverable amount is recognised in profit or loss unless it reverses an impairment loss on a revalued asset in which case it is taken to revaluation surplus reserve.

Impairment review of carrying value of vessels

We review periodically whether our vessels have suffered any impairment in accordance with the accounting policy on impairment of non-financial assets. The recoverable amounts of each vessel, being defined as a cash generating unit, have been determined based on the higher of fair value less cost to sell and value in use calculations. The value in use calculations are based on contracted cash flows and estimates of uncontracted cash flows for the useful lives of each vessel, including scrap values discounted by an appropriate discount rate.

The impairment testing for cash generating units requires estimates and judgement to determine the net present value of future cash flows such as revenue growth, cost escalation, utilisation rates based on historical trends and discount rate amongst others.

The pre-tax discount rate used for the recoverable amounts was 13.9%.

(iii) Intangible assets

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over our interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units, or groups of cash generating units, that are expected to benefit from the future earnings of the business activities in which the goodwill arose. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Significant judgement is required in the estimation of the present value of future cash flows generated by the cash generating units, which involve uncertainties and are significantly affected by assumptions used and judgements made regarding estimates of future cash flows and discount rates.

The key assumptions used in determining value in use are:

	2012	2013
Terminal growth rate	3.0%	3.0%
Discount rate	13.0%	13.9%

(iv) Compound financial instruments

The liability component of a compound financial instrument, such as the RCPS-i, is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction cost is allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method until extinguished on conversion or maturity of the compound instrument. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except when the compound instrument is redeemed or repurchased before maturity.

Upon conversion of the convertible instrument into equity shares, the amount credited to share capital and retained earnings is the aggregate of the carrying amounts of the liability components classified within liability and equity at the time of conversion. No gain or loss is recognised. All the RCPS-i have been mandatorily converted into our Shares on 23 May 2014 following the receipt of all relevant authorities' approvals for our Listing.

12.2.5 Results of operations

(i) Overview

The components of our results of operations are as follows:

(a) Revenue

Our revenue mainly comprises the following:

- charter hire income from vessels is recognised upon the rendering of services to customers over the term of the charter hire contract, which applies to both charter hire income from our own vessels and from vessels that we charter as forerunner (i.e. where we agree with our customer to charter-in a third party vessel to temporarily service a contract until one of our vessels becomes available or prior to delivery of our new vessels). Revenue from charters is primarily a function of the number of days during which these vessels operate and the day-rates that these vessels earn under their contracts;

- income from the hire of third party vessels for the entire duration of the contract which are recognised net of charter-in cost, i.e. third party arrangement; and

- ship management fees which are charged to third party vessel owners where we manage ship operations.

The following table shows the breakdown of our revenue for the years indicated:

	Year ended 31 December					
	2011		2012		2013	
	(RM'000)	(%)	(RM'000)	(%)	(RM'000)	(%)
Charter hire:						
- Own vessels	196,944	87.0	250,806	86.0	276,095	82.5
- Forerunner vessels	22,684	10.0	31,373	10.8	41,996	12.5
	219,628	97.0	282,179	96.8	318,091	95.0
Third party arrangement	300	0.1	3,007	1.0	3,650	1.1
Ship management fee	950	0.4	377	0.1	660	0.2
Others	(1)5,609	2.5	(1)6,142	2.1	(2)12,462	3.7
Total	**226,487**	**100.0**	**291,705**	**100.0**	**334,863**	**100.0**

Notes:

(1) *Comprises revenue from costs chargeable to clients during the charter hire, such as bunkering, mobilisation and demobilisation costs.*

(2) *Comprises revenue from costs chargeable to clients during the charter hire such as bunkering, mobilisation and demobilisation costs which amounted to RM9.7 million and service income from technical and operational support services to refurbish the condition of the vessel prior to its delivery to the buyer of our vessel of RM2.8 million.*

Revenue from charter hire of both our own vessels and third party vessels as forerunner is the largest component of our total revenue.

The following table shows the breakdown of our charter hire revenue by vessel type for the years indicated:

	Year ended 31 December					
	2011		2012		2013	
Charter hire-own vessels	**(RM'000)**	**(%)**	**(RM'000)**	**(%)**	**(RM'000)**	**(%)**
AHTS	122,638	62.3	160,813	64.1	187,033	67.7
AHT	30,242	15.4	30,777	12.3	21,718	7.9
SSV	31,168	15.8	37,536	15.0	40,171	14.5
UV	12,896	6.5	21,680	8.6	15,134	5.5
PSV	-	0.0	-	0.0	12,039	4.4
	198,944	**100.0**	**250,806**	**100.0**	**276,095**	**100.0**
Charter hire-forerunner vessels	22,684		31,373		41,996	
Total charter hire	**219,628**		**282,179**		**318,091**	

Our AHTSs remain the highest contributor to our total charter hire revenue for the years ended 31 December 2011 to 2013.

We recognise revenue from charter hire of forerunner vessels when we enter into a contract but do not have a vessel immediately available that meets the contract's requirements, thus we agree with the customer to charter-in a third party vessel to temporarily service the contract until one of our own vessels becomes available or prior to delivery of our new vessels. We act as a principal throughout the entire duration of such contracts where we bear the risks and benefit from the rewards of completing the services required under these contracts. In view of this, revenue derived from charter hire of forerunner vessels is recognised on a gross basis, with the costs of chartering-in the forerunner vessel being recognised as our cost of sales.

By contrast, third party arrangement revenue is recognised when we secure a larger number of contracts than the number of vessels we own and as a result, we charter-in a third party vessel to service a contract for the duration of such contract. Under such arrangement, we only act as an agent throughout the duration of such contracts where we do not have exposure to the risks and rewards of completing the services required under these contracts as these are passed on to a third party vessel owner. Hence, revenue derived from third party arrangement is recognised net of the cost of chartering-in the third party vessel where we only recognise the margin being the difference between the revenue from the contract with our customer and the cost of chartering-in the third party vessel.

Ship management fees contributed a small portion of our revenue as we managed three, two and two vessels during the years ended 31 December 2011, 2012 and 2013, respectively.

Our vessels principally operate in Malaysia as well as in other countries in Southeast Asia and the Middle East. The following table shows the breakdown of our revenue by geography for the years indicated:

	Year ended 31 December					
	2011		2012		2013	
	(RM'000)	(%)	(RM'000)	(%)	(RM'000)	(%)
Malaysia	197,571	87.2	261,463	89.6	306,872	91.6
Others[(1)]	28,916	12.8	30,242	10.4	27,991	8.4
Total	**226,487**	**100.0**	**291,705**	**100.0**	**334,863**	**100.0**

Note:

(1) *Refers to Thailand, Qatar and Vietnam*

(b) Cost of sales

Our cost of sales comprises crew costs, consumables and ship operation costs, depreciation of vessels and drydock, and cost of chartering-in forerunner vessels. Crew costs include the crew salaries and related crew costs such as statutory contributions, expenses related to provisions of food, recruitment and repatriation expenses. Consumables and ship operation costs include the bunkering cost, insurance expenses, repair and maintenance, spare parts and other ship operation costs. Our vessels (including vessels parts) are depreciated on a straight-line basis over their estimated useful lives of 25 years, net of their residual values. We capitalise our drydocking costs (which include major inspection and overhaul cost) and depreciate them over five years to reflect the consumption of benefits. We are typically required to drydock each of our vessels twice every five years. Please refer to Section 7.9 of this Prospectus for further information on drydocking.

Cost of chartering-in forerunner vessels is recognised when we enter into a contract but do not have a vessel immediately available that meets the contract's requirements, thus we agree with the customer to charter-in a third party vessel to temporarily service the contract until one of our own vessels becomes available or prior to delivery of our new vessels. In such instances, we recognise the entire cost of chartering-in a third party vessel as cost of sales.

The following table shows the components of our cost of sales for the years indicated:

	Year ended 31 December					
	2011		2012		2013	
	(RM'000)	(%)	(RM'000)	(%)	(RM'000)	(%)
Crew costs	36,304	32.3	44,711	31.4	39,501	24.3
Consumables and ship operation costs	22,680	20.2	30,435	21.3	38,138	23.4
Depreciation of vessels and drydock	36,881	32.8	39,598	27.8	48,252	29.6
Charter-in forerunner vessels	16,582	14.7	27,875	19.5	36,999	22.7
Total	**112,447**	**100.0**	**142,619**	**100.0**	**162,890**	**100.0**

(c) Other income

Our other income comprises interest income from bank deposits, gain on disposal of assets and miscellaneous income. The following table shows the components of our other income for the years indicated:

	Year ended 31 December					
	2011		2012		2013	
	(RM000)	(%)	(RM'000)	(%)	(RM'000)	(%)
Interest income	197	19.9	241	19.5	469	21.3
Gain on disposal of assets	-	-	426	34.5	1,361	61.7
Others	(1)793	80.1	(2)568	46.0	(2)375	17.0
Total	**990**	**100.0**	**1,235**	**100.0**	**2,205**	**100.0**

Notes:

(1) *Comprises primarily management fee income (other than ship management fee) received by ICON Ship from TOS prior to the Acquisition of ICON Ship.*

(2) *Comprises primarily income generated from insurance claims under our hull and machinery policy relating to spare parts for vessels' repair and maintenance.*

(d) Administrative expenses

Administrative expenses comprise payroll costs, corporate overheads, depreciation of property, plant and equipment (other than vessels and drydock) and allowance for doubtful debts. Payroll costs include personnel costs such as staff salaries and related costs including statutory contributions, bonus and other staff benefits. Corporate overheads include head office costs such as professional fees for engaging external consultants, lawyers and auditors, staff related expenses other than payroll costs, costs of advertising and corporate branding, as well as office rental and related occupancy costs. Property, plant and equipment (other than vessels and drydock) are depreciated over their respective remaining useful lives and the allowance for doubtful debt is made for certain receivables with specific long outstanding balances where there is doubt on the collectability of these balances.

The following table shows the breakdown of our administrative expenses for the years indicated:

	Year ended 31 December					
	2011		2012		2013	
	(RM'000)	(%)	(RM'000)	(%)	(RM'000)	(%)
Payroll	10,607	64.0	13,470	56.6	16,424	53.1
Corporate overheads	5,001	30.2	7,713	32.4	11,315	36.6
Depreciation	661	4.0	794	3.4	741	2.4
Allowance for doubtful debts	293	1.8	1,808	7.6	2,463	7.9
Total	**16,562**	**100.0**	**23,785**	**100.0**	**30,943**	**100.0**

(e) Other expenses

Other expenses comprise impairment of our vessels resulting from the review of our business plan in consequence of the Strategic Consolidation and amortisation of our intangible assets relating to charter contracts acquired as part of the Acquisition of ICON Ship and Acquisition of ICON Fleet.