



CARIMIN PETROLEUM BERHAD

(Company No. 908388-K)
(Incorporated in Malaysia under the Companies Act, 1965)

THIS PROSPECTUS IS DATED 23 OCTOBER 2014



CARIMIN PETROLEUM BERHAD

INITIAL PUBLIC OFFERING IN CONJUNCTION WITH OUR LISTING ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD COMPRISING:

- I. PUBLIC ISSUE OF 60,700,000 NEW ORDINARY SHARES OF RM0.50 EACH ("SHARES") IN THE FOLLOWING MANNER:
 - 11,694,000 NEW SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
 - 3,000,000 NEW SHARES AVAILABLE FOR APPLICATION BY OUR ELIGIBLE DIRECTORS AND EMPLOYEES; AND
 - 46,006,000 NEW SHARES BY WAY OF PLACEMENT TO IDENTIFIED INVESTORS;
- AND
- II. OFFER FOR SALE OF 5,890,000 EXISTING SHARES BY WAY OF PLACEMENT TO IDENTIFIED INVESTORS

AT AN ISSUE/OFFER PRICE OF RM1.10 PER SHARE, PAYABLE IN FULL UPON APPLICATION

Adviser, Underwriter and Placement Agent



M & A SECURITIES SDN BHD (15017-H)

(A Wholly-Owned Subsidiary of INSAS BHD)

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.

THERE ARE CERTAIN RISK FACTORS WHICH PROSPECTIVE INVESTORS SHOULD CONSIDER. PLEASE REFER TO "RISK FACTORS" AS SET OUT IN SECTION 4 HEREIN.

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA.



PROSPECTUS

RESPONSIBILITY STATEMENTS

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

M&A SECURITIES SDN BHD, BEING OUR PRINCIPAL ADVISER, UNDERWRITER AND PLACEMENT AGENT, 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 INITIAL PUBLIC OFFERING ("IPO").

STATEMENTS OF DISCLAIMER

THE SECURITIES COMMISSION MALAYSIA ("SC") HAS APPROVED OUR IPO 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 OR REPORT EXPRESSED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES 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 THAT 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 THE INVESTMENT. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

APPROVAL HAS BEEN OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") FOR THE LISTING OF AND QUOTATION FOR THE SECURITIES BEING OFFERED. OUR ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR IPO, OUR COMPANY OR OUR SECURITIES. BURSA SECURITIES SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE BY US IN THIS PROSPECTUS AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

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 CMSA.

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

A COPY OF THIS PROSPECTUS, TOGETHER WITH THE APPLICATION FORM, HAS ALSO BEEN LODGED WITH THE COMPANIES COMMISSION OF MALAYSIA WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

THIS PROSPECTUS IS PREPARED AND PUBLISHED SOLELY FOR OUR IPO IN MALAYSIA UNDER THE LAWS OF MALAYSIA. THE SHARES TO BE ISSUED AND OFFERED PURSUANT TO OUR IPO ("**IPO SHARES**") ARE OFFERED IN MALAYSIA SOLELY BASED ON THE CONTENTS OF THIS PROSPECTUS. OUR COMPANY AND OUR ADVISERS HAVE NOT AUTHORISED ANYONE TO PROVIDE POTENTIAL INVESTORS WITH INFORMATION, WHICH IS NOT CONTAINED IN THIS PROSPECTUS.

OUR COMPANY WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF OUR IPO, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER INVESTORS HAVE A REGISTERED ADDRESS IN MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION THERETO WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION THEREWITH. IT SHALL BE YOUR SOLE RESPONSIBILITY IF YOU ARE OR MAY BE SUBJECT TO THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA AND TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER YOUR APPLICATION FOR OUR IPO SHARES WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OF SUCH COUNTRIES OR JURISDICTIONS.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR OUR IPO SHARES IS IN COMPLIANCE WITH THE TERMS OF OUR IPO AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED. OUR COMPANY WILL FURTHER ASSUME THAT YOU HAVE ACCEPTED OUR IPO SHARES IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH.

HOWEVER, OUR COMPANY RESERVES THE RIGHT, IN OUR ABSOLUTE DISCRETION TO TREAT ANY ACCEPTANCE AS INVALID IF OUR COMPANY BELIEVES THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE MADE TO 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 WITH OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

THE DISTRIBUTION OF THIS PROSPECTUS AND THE ACCOMPANYING DOCUMENTS ARE SUBJECT TO MALAYSIAN LAWS. OUR COMPANY AND OUR ADVISERS TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS (IN PRELIMINARY OR FINAL FORM) OUTSIDE MALAYSIA. OUR COMPANY AND OUR ADVISERS HAVE NOT TAKEN ANY ACTION TO PERMIT AN IPO OF OUR SHARES BASED ON THIS PROSPECTUS OR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE MALAYSIA. THIS PROSPECTUS MAY NOT BE USED FOR ANY OFFER TO SELL OR INVITATION TO BUY OUR SHARES IN ANY JURISDICTION OR IN ANY CIRCUMSTANCE IN WHICH SUCH AN OFFER OR INVITATION IS NOT AUTHORISED OR UNLAWFUL. THIS PROSPECTUS SHALL ALSO NOT BE USED TO MAKE AN OFFER OR INVITATION OF OUR COMPANY'S SHARES TO ANY PERSON TO WHOM IT IS UNLAWFUL TO DO SO. OUR COMPANY AND OUR ADVISERS REQUIRE POTENTIAL INVESTORS TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTIONS.

ELECTRONIC PROSPECTUS

YOU CAN VIEW OR DOWNLOAD THIS PROSPECTUS FROM THE WEBSITE OF BURSA SECURITIES AT www.bursamalaysia.com. THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME.

YOU MAY ALSO DOWNLOAD A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITES OF RHB BANK BERHAD AT www.rhbbank.com.my, MALAYAN BANKING BERHAD AT www.maybank2u.com.my, CIMB BANK BERHAD AT www.cimbclicks.com.my, AFFIN BANK BERHAD AT www.affinOnline.com (VIA HYPERLINK TO THE WEBSITE OF BURSA SECURITIES) CIMB INVESTMENT BANK BERHAD AT www.ejpocimb.com, AND ON THE WEBSITE OF PUBLIC BANK BERHAD AT www.pbebank.com.

YOU ARE ADVISED THAT THE INTERNET IS NOT A FULLY SECURED MEDIUM, AND THAT YOUR INTERNET SHARE APPLICATION (AS DEFINED HEREIN) MAY BE SUBJECT TO THE RISKS OF PROBLEMS OCCURRING DURING THE 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 AND BURSA SECURITIES.

IF YOU DOUBT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US, OUR PRINCIPAL ADVISER OR THE ISSUING HOUSE, A PAPER/PRINTED COPY OF THIS PROSPECTUS. IN THE EVENT OF ANY DISCREPANCIES ARISING BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS FOR ANY REASON WHATSOEVER, THE CONTENTS OF THE PAPER/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 AND OUR PRINCIPAL ADVISER DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY WITH THE THIRD PARTY INTERNET SITES AND ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENTS OR ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU SHALL BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD-PARTY INTERNET SITES;
- (II) WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD-PARTY INTERNET SITES, FOR FULFILLING ANY OF THE TERMS OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE AND OUR PRINCIPAL ADVISER ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COSTS 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, INFORMATION, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (III) ANY DATA, INFORMATION, FILES OR OTHER MATERIAL DOWNLOADED FROM THE THIRD-PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE AND OUR PRINCIPAL ADVISER ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

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

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS (AS DEFINED HEREIN) ARE ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS SITUATED ON THE WEB SERVERS OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS SHALL NOT BE RESPONSIBLE IN ANY WAY FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN DOWNLOADED OR OTHERWISE OBTAINED FROM THE WEB SERVERS OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS AND THEREAFTER COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- (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 AS THE INTERNET IS NOT A FULLY SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS SHALL NOT BE LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS 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 OR FAULTS WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT OR FAULTS 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 WEBSITES OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION, WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

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INDICATIVE TIMETABLE

The indicative timing of events leading to the listing of and quotation for our entire enlarged issued and paid-up share capital on the Main Market of Bursa Securities is set out below:

Events	Tentative Dates
Issuance of this Prospectus/Opening of Application for our IPO	23 October 2014
Closing of application for our IPO	29 October 2014
Balloting of the application for our IPO Shares (as defined herein)	31 October 2014
Allotment of our IPO Shares to successful applicants	6 November 2014
Date of Listing	10 November 2014

This timetable is indicative and is subject to changes which may be necessary to facilitate the implementation procedures. The application period for our IPO will close at the date stated above or such later date as our Directors and our Underwriter in their absolute discretion may mutually decide.

In the event the closing date of the application is extended, we will advertise the notice of the extension in a widely circulated English and Bahasa Malaysia daily newspapers in Malaysia prior to the original closing date of the application. Following this, the dates for the balloting of the applications for our IPO Shares, allotment of our IPO Shares and Listing would be extended accordingly.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All terms used are defined under "Definitions" commencing from page viii.

All references to "CPB" and "Company" in this Prospectus are to Carimin Petroleum Berhad (908388-K), references to "Group" are to our Company and our subsidiaries taken as a whole; and references to "we", "us", "our" and "ourselves" are to our Company, and, save where the context otherwise requires, our subsidiaries. Unless the context otherwise requires, references to "Management" are to our Directors, key management and key technical personnel as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

The word "approximately" used in this Prospectus is to indicate that a number is not an exact one, but that number is usually rounded off to the nearest hundredth or 2 decimal places. Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding.

Certain abbreviations, acronyms and technical terms used are defined in "Definitions" appearing after this section. Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations.

All reference to dates and times are references to dates and times in Malaysia.

Any reference in this Prospectus to any enactment is a reference to that enactment as for the time being amended or re-enacted.

This Prospectus includes statistical data provided by our Management and various third-parties and cites third-party projections regarding growth and performance of the industry in which our Group operates. This data is taken or derived from information published by industry sources and from the internal data. In each such case, the source is stated 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 report(s) prepared by the Independent Business and Market Research Consultants. We believe that the statistical data and projections cited in this Prospectus are useful in helping you to understand the major trends in the industry in which we operate. However, neither we nor our advisers have independently verified these data. Neither we nor our advisers make any representation as to the correctness, accuracy or completeness of such data and accordingly, you should not place undue reliance on the statistical data cited in this Prospectus. Similarly, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. Hence, you should not place undue reliance on the third-party projections cited in this Prospectus.

The information on our website, or any website directly or indirectly linked to such websites does not form part of this Prospectus and you should not rely on it.

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FORWARD-LOOKING STATEMENTS

All terms used are defined under "Definitions" commencing from page viii.

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, plans and objectives for future operations, are forward-looking statements. Such forward looking statements involve known and unknown risks, uncertainties, contingencies and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, 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 Management's current view 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 terminology such as "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast", "project" or similar expressions and include all statements that are not historical facts.

Such forward-looking statements include, without limitations, statements relating to:

- (i) demand for our services;
- (ii) our business strategies;
- (iii) our plans and objectives for future operations;
- (iv) our financial position;
- (v) our future earnings, cash flows and liquidity; and
- (vi) our ability to pay future dividends.

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

- (i) the economic, political and investment environment in Malaysia and globally; and
- (ii) government policy, legislation or regulation.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 4 of this Prospectus. 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 date of this Prospectus.

You will be deemed to have read and understood the descriptions of the assumptions and uncertainties underlying the forward-looking statements that are contained herein.

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DEFINITIONS

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

COMPANIES WITHIN OUR GROUP:

"Carimin Airis"	:	Carimin Airis Offshore Sdn Bhd
"Carimin Corporate"	:	Carimin Corporate Services Sdn Bhd
"Carimin Equipment"	:	Carimin Equipment Management Sdn Bhd
"Carimin Engineering"	:	Carimin Engineering Services Sdn Bhd
"Carimin Marine"	:	Carimin Marine Services Sdn Bhd
"CPB"	:	Carimin Petroleum Berhad
"Carimin Resources"	:	Carimin Resources Services Sdn Bhd
"CSB"	:	Carimin Sdn Bhd

GENERAL:

"Acquisitions"	:	Acquisitions comprising the following: <ul style="list-style-type: none"> (i) Acquisition of CSB; and (ii) Acquisition of Carimin Engineering, <p>which was completed on 1 July 2014. Additional information on the Acquisitions is further described in Section 5.3 of this Prospectus</p>
"Acquisition of CSB"	:	Acquisition by CPB of the entire equity interest of CSB, comprising 1,000,000 ordinary shares of RM1.00 each in CSB for a purchase consideration of RM78,637,361 satisfied via the issuance of 157,274,722 new CPB Shares at par
"Acquisition of Carimin Engineering"	:	Acquisition by CPB of 30% of the equity interest of Carimin Engineering, comprising 1,500,000 ordinary shares of RM1.00 each in Carimin Engineering for a purchase consideration of RM7,951,619 satisfied via the issuance of 15,903,238 new CPB Shares at par
"Act"	:	Companies Act, 1965, as amended from time to time, and any re-enactments thereof
"ADA"	:	Authorised Depository Agent
"Application Form"	:	The printed application form for the application of our IPO Shares accompanying this Prospectus
"Application"	:	The application for our IPO Shares by way of Application Form, Electronic Share Application or Internet Share Application

DEFINITIONS (Cont'd)

"ATM"	:	Automated teller machines of a Participating Financial Institution
"Board"	:	Board of Directors of CPB
"Bursa Depository"	:	Bursa Malaysia Depository Sdn Bhd
"Bursa Securities"	:	Bursa Malaysia Securities Berhad
"CAGR"	:	Compounded annual growth rate
"CCM"	:	Companies Commission of Malaysia
"CPB Group" or "Group"	:	CPB and its wholly-owned subsidiaries, collectively
"CDS Account"	:	An account established by Bursa Depository for a depositor for the recording of securities and for dealing in such securities by the depositor
"CDS"	:	Central Depository System
"Closing Date"	:	Means the date adopted in this Prospectus as the last date for acceptance and receipt of application for the subscription to our IPO Shares or such other later date as our Company and the Underwriter may agree upon.
"CMSA"	:	Capital Markets & Services Act 2007, as amended from time to time, and any re-enactments thereof
"Cipta Pantas"	:	Cipta Pantas Sdn Bhd
"Depository Rules"	:	The Rules of Bursa Depository and any appendices thereto as they may be amended from time to time
"EBITDA"	:	Earnings before interest, taxes, depreciation and amortisation
"Electronic Share Application"	:	Application for our IPO Shares through a Participating Financial Institution's ATM
"EPS"	:	Earnings per share
"Esso Malaysia"	:	Esso Production Malaysia Inc
"ExxonMobil"	:	ExxonMobil Exploration and Production Malaysia Inc
"FYE"	:	Financial year(s) ended/ending 30 June, as the case may be
"GP"	:	Gross profit
"HESS"	:	Carigali HESS Operating Company Sdn Bhd
"IMR"	:	Vital Factor Consulting Sdn Bhd, our Independent Business and Market Research Consultants for our Listing
"Internet Share Application"	:	Application for our IPO Shares through an Internet Participating Financial Institution

DEFINITIONS (Cont'd)

"Internet Participating Financial Institutions"	:	The participating financial institutions for Internet Share Application as listed in Section 16 of this Prospectus
"IPO"	:	Our initial public offering comprising the Public Issue
"IPO Price"	:	The issue price of RM1.10 per IPO Share pursuant to the Public Issue
"Issue Shares"	:	60,700,000 new Shares to be issued under the Public Issue, representing 25.95% of the enlarged issued and paid-up share capital of our Company upon Listing
"IPO Shares"	:	Collectively, the Issue Shares and the Offer Shares
"Latest Practicable Date" or "LPD"	:	30 September 2014, being the latest practicable date for ascertaining certain information contained in this Prospectus
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities
"Listing Scheme"	:	Comprising the Public Issue and Listing, collectively
"Listing"	:	Listing of and quotation for our entire enlarged issued and paid-up share capital of 233,878,000 Shares on the Main Market of Bursa Securities
"M&A Securities"	:	M&A Securities Sdn Bhd
"Malaysian Public"	:	Malaysian citizens and companies, co-operatives, societies and institutions incorporated or organised under the laws of Malaysia
"MITI"	:	Ministry of International Trade and Industry
"MNCs"	:	Multinational corporations
"Murphy Oil"	:	Murphy Sarawak Oil Co Ltd
"NA"	:	Net assets
"NBV"	:	Net book value
"Newfield"	:	Newfield Peninsular Malaysia Inc.
"NTA"	:	Net tangible assets
"Offer for Sale"	:	The offer for sale by our Offerors of the Offer Shares at our IPO Price payable in full upon full application subject to the terms and conditions of this Prospectus
"Offer Shares"	:	5,890,000 existing Shares to be offered pursuant to the Offer for Sale, representing 2.52% of the enlarged issued and paid-up share capital of our Company upon Listing
"Offerors"	:	Mokhtar Bin Hashim and Platinum Castle Sdn Bhd

DEFINITIONS (Cont'd)

"Participating Financial Institution(s)"	:	Participating financial institution(s) for Electronic Share Application
"PAT"	:	Profit after taxation
"PBT"	:	Profit before taxation
"PE Multiple"	:	Price-earnings multiple
"Peninsular Malaysia HUC Contract"	:	Contract dated 13 November 2013 entered into between Petronas Carigali and Carimin Engineering for Carimin Engineering to provide offshore hook up and commissioning and topside major maintenance for production platforms and structures located offshore peninsular Malaysia
"Petrofac"	:	Petrofac (Malaysia PM304) Limited
"PETRONAS"	:	Petroleum Nasional Berhad
"Petronas Carigali"	:	Petronas Carigali Sdn Bhd
"Petronas Penapisan Terengganu"	:	Petronas Penapisan (Terengganu) Sdn Bhd
"Pink Form Allocations"	:	The allocation of 3,000,000 new Shares to our eligible Directors and employees
"Private Placement"	:	Placement of 51,896,000 IPO Shares by way of private placement in conjunction with our IPO to identified investors.
"Promoters"	:	Our promoters, comprising Cipta Pantas, Mokhtar Bin Hashim, Platinum Castle Sdn Bhd, Shatar Bin Abdul Hamid and Tan Sri Dato' Kamaruzzaman Bin Shariff
"Public Issue"	:	Public issue of 60,700,000 new Shares at our IPO Price payable in full upon application subject to the terms and conditions of this Prospectus
"RM and sen"	:	Ringgit Malaysia and sen respectively
"SC"	:	Securities Commission Malaysia
"SICDA or Depository Act"	:	Securities Industry (Central Depositories) Act, 1991, as amended from time to time, and any re-enactments thereof
"SK Offshore"	:	Synergy Kenyalang Offshore Sdn Bhd
"sq m"	:	Square meters
"sq ft"	:	Square feet
"Talisman"	:	Talisman Malaysia Limited
"Issuing House"	:	Tricor Investor & Issuing House Services Sdn Bhd (formerly known as Equiniti Services Sdn Bhd)

DEFINITIONS (Cont'd)

- "Underwriter" : M&A Securities
- "Underwriting Agreement" : The underwriting agreement dated 19 September 2014 entered into between CPB and M&A Securities pursuant to our IPO
- "USD" : United States Dollars

Technical Glossary

- "Accommodation Workboat (AWB)" : An accommodation vessel is a vessel that is primarily designed and equipped to provide living quarters for personnel who are stationed out at sea
- "Anchor Handling Tug Supply Vessel (AHTS)" : An anchor handling tug supply vessel is similar to an anchor handling tug and performs similar tasks, but is constructed with larger open deck space to enable it to also transport supplies
- "Barrel" : A common unit of measure that is used for hydrocarbon products, equivalent to 158.9873 litres
- "Brownfield" : Refers to a field from which hydrocarbons have been, or are being produced
- "BOE" : Barrel of oil equivalent (BOE) is a unit of energy based on the approximate energy released by burning one barrel of crude oil.
- "Completion" : Completion is the process by which a well is brought to its final classification – basically, as a dry hole, a producer, or an injector well
- "Crude Oil" : Crude oil is the portion of petroleum that exists in the liquid phase in natural underground reservoirs, and remains in the liquid phase at atmospheric pressure and temperature. Crude oil refers to, and may be used interchangeably with, the term "oil" in this Prospectus
- "Deep Water" : Deep water is informally defined by the oil and gas industry in Malaysia as water deeper than 200 meters
- "Downstream" : Within the context of the oil and gas industry, the downstream segment encompasses the refining and processing, and distribution segments of the industry
- "Drilling Rig" : Surface structure housing equipment and machinery used to drill wells that may be used onshore or offshore. Offshore drilling rigs usually include all facilities necessary to carry out drilling. The different types of offshore drilling rigs commonly used are semi-submersible drilling rigs, drill-ships and jack-up rigs
- "Enhanced Oil Recovery" or "EOR" : Refers to a variety of processes intended to increase the amount of hydrocarbons recovered from a reservoir, typically by injecting fluids in the form of liquid (e.g. water, chemical solution) or gas (e.g. air, nitrogen, carbon dioxide, natural gas), or through thermal means

DEFINITIONS (Cont'd)

- "Exploration and Appraisal Well" : A well drilled for the purpose of finding and delineating fields; or finding a new reservoir in a known field; or extending the limit of a known reservoir
- "Fabrication" : Fabrication is the term generally applied to the value-added process of constructing machines and structures out of various raw materials, primarily metal
- "Fabrication Yard" : An area designated for fabrication work, and equipped as such
- "Field" : A field refers to an area consisting of a hydrocarbon reservoir or multiple hydrocarbon reservoirs all grouped on, or related to, the same individual geological structural features
- "Field Development" : Refers to development work for the purpose of bringing a hydrocarbon field into production
- "Front End Engineering Development" or "FEED" : Front end engineering development refers to the conceptual design and development work that is carried out early in a project's lifecycle. At this stage, the project's design and parameters can be adjusted easily and at relatively little cost
- "Greenfield" : Refers to a field from which hydrocarbons have not yet been produced
- "Hook Up and Commissioning" or "HUC" : The interconnection and interfacing of systems such as structures, modules and equipment, and commissioning of these systems including inspection and testing, and ensuring all the systems are operational effectively, efficiently and safely on the platform
- "HSE" : Health, safety and environment
- "Hydrocarbon" : Hydrocarbons are a wide range of chemical compounds comprising hydrogen and carbon. Hydrocarbon also refers to, and may be used interchangeably with, the terms "oil" and "gas" in this Prospectus
- "Marginal Oil Field" : An oil field with reserves totalling 30 million BOE or less
- "Midstream" : Within the context of the oil and gas industry, refers to the transportation segment of the industry
- "Natural Gas" : A naturally occurring mixture of hydrocarbon gasses. Methane is the chief constituent of most natural gas. Natural gas refers to, and may be used interchangeably with, the term "gas" in this Prospectus
- "Offshore Production Facility" : A facility fabricated for the purpose of carrying out hydrocarbon production in an offshore environment. Examples of offshore production facilities include production platforms, Floating Production Storage and Offloading vessel (FPSO), and other facilities
- "Onshore Slug Catcher" or "OSC" : Provision for onshore slug catcher involving the installation of pipeline valve retrofits for gas pipeline

DEFINITIONS (Cont'd)

- "Petroleum" : Petroleum is a complex mixture of a naturally occurring hydrocarbon compounds found in rock. Petroleum may be in gaseous, liquid or solid states, but the term generally refers to liquid crude oil
- "Platform" : An immobile structure that is installed in a marine environment (i.e. offshore). Platforms provide a base for oil and gas extraction activities. Offshore platforms are normally self-contained and include all the necessary machinery and equipment, as well as living quarters
- "Production Facility" : An oil and gas production facility is designed to extract and process oil and/or gas from underground reserves to a condition that is suitable for transport, either through tankers or pipelines, to a processing facility or refinery. Production facilities can be onshore or offshore
- "Production Platform" : A production platform is a structure installed in the marine environment (i.e. offshore) that houses the equipment and systems that are required to produce hydrocarbons
- "Production Sharing Contract" or "PSC" : A contractual agreement between a company, referred to as PSC contractor or operator, and the host Government. PSC contractors and operators have the financial and technical ability to bear the cost and risk of undertaking hydrocarbon exploration, development and production
- "Reserve" : Hydrocarbon reserves are defined as those quantities of hydrocarbons that are anticipated to be commercially recoverable from known accumulations
- "Risk Analysis" : Risk analysis refers to the practice of managing a project's risks by reviewing the risks inherent in the project, determining the probability of the risks occurring, evaluating the risks and determining how best to mitigate and/or handle the risks
- "Risk Service Contract" or "RSC" : A contract between the host authority and appointed contractors with the host authority assuming the role of project manager, while the contractors are paid a fixed fee for services rendered with regards to hydrocarbon development and production
- "Seismic Survey" : Seismic survey refers to the technique for determining the structure of geological formations by sending energy waves into the earth, recording the waves reflected back to the surface, and interpreting the wave reflections
- "Shallow Water" : Shallow water is informally defined by the oil and gas industry in Malaysia as water depth of between 0 to 200 metres
- "Skid" : A structure on which equipment is affixed, and which can be lifted
- "Topside" : Generally the portion of the offshore platform that is permanently above the surface where the equipment and systems are typically housed

DEFINITIONS (Cont'd)

- "Tugboat" : A tugboat is a vessel that is primarily designed to manoeuvre or tow other vessels, rigs, platforms other offshore structures. Tugboats are equipped with powerful marine engines to perform this task
- "Upstream" : Within the context of the oil and gas industry, refers to the exploration, development and production segments of the industry
- "Vessel" : In general, a vessel refers to a large watercraft that is capable of navigation in the open ocean, away from the coast. Within the context of this Prospectus, the term "vessel" may be used interchangeable with the term "ship"
- "Well" or "Wellbore" : A hole in the ground created for the purpose of identifying and assessing hydrocarbons, or the production of hydrocarbons
- "Welding" : Welding is a fabrication process that joins materials, usually of metal or thermoplastic, by causing coalescence. Welding is often done by melting the work-pieces and adding a filler material to form a pool of molten material that cools to become a strong joint. Sometimes pressure is also used in conjunction with heat, or by itself, to produce the weld
- "Work Boat" : A work boat is a vessel that is primarily designed for commercial operations, such as ferrying supplies and equipment
- "Workover" : Workover refers to remedial operations that are carried out on an operational production well to try to increase production
- "Workover Rigs" : Workover rigs refer to surface structures housing equipment and machinery used to carry out workover activities

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Address	Nationality/ Profession
Tan Sri Dato' Kamaruzzaman Bin Shariff	Non-Independent Non- Executive Chairman	82, Taman Zaaba Taman Tun Dr Ismail 60000 Kuala Lumpur	Malaysian/ Director
Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman	Independent Non- Executive Director	3, Jalan Wangsamias 3 Taman Bukit Wangsamias Wangsa Maju 53300 Kuala Lumpur	Malaysian/ Director
Mokhtar Bin Hashim	Managing Director	15, Jalan Menara U8/7 Bukit Jelutong 40150 Shah Alam Selangor	Malaysian/ Director
Shatar Bin Abdul Hamid	Executive Director	No. 29, Jalan 6/5 Off Persiaran Pusat Bandar 1 Seksyen 6 43650 Bandar Baru Bangi Selangor	Malaysian/ Director
Yip Jian Lee	Independent Non- Executive Director	4, Lorong Kasah Tepi Medan Damansara 50490 Kuala Lumpur	Malaysian/ Accountant
Mohd Rizal Bahari Bin Md Noor	Independent Non- Executive Director	40, Jalan SM 11 Taman Sunway Batu Caves 68100 Batu Caves Selangor	Malaysian/ Advocate and Solicitor
Wan Muhamad Hatta Bin Wan Mos	Independent Non- Executive Director	No. 38A, Jalan Merah Kesumba U9/18 Kelab Golf Montereiz 40000 Shah Alam Selangor	Malaysian/ Engineer
Dato' Ir. Mohamad Razali Bin Othman	Independent Non- Executive Director	No. 81, Jalan 14/1 Kg. Melayu Kepong 52100 Wilayah Persekutuan Kuala Lumpur	Malaysian/ Engineer

1. CORPORATE DIRECTORY (Cont'd)**AUDIT COMMITTEE**

Name	Designation	Directorship
Yip Jian Lee	Chairman	Independent Non-Executive Director
Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman	Member	Independent Non-Executive Director
Mohd Rizal Bahari Bin Md Noor	Member	Independent Non-Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman	Chairman	Independent Non-Executive Director
Mokhtar Bin Hashim	Member	Managing Director
Yip Jian Lee	Member	Independent Non-Executive Director

NOMINATION COMMITTEE

Name	Designation	Directorship
Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman	Chairman	Independent Non-Executive Director
Tan Sri Dato' Kamaruzzaman Bin Shariff	Member	Non-Independent Non-Executive Chairman
Yip Jian Lee	Member	Independent Non-Executive Director

REGISTERED OFFICE	:	Third Floor, No. 79 (Room A) Jalan SS21/60, Damansara Utama 47400 Petaling Jaya Selangor
		Telephone number: 03-7728 4778 Facsimile: 03-7722 3668
HEAD OFFICE	:	B-1-6 Megan Avenue 1 189, Jalan Tun Razak 50400 Kuala Lumpur
		Telephone number: 03-2168 7000 Facsimile: 03-2164 2199 / 1792

1. CORPORATE DIRECTORY (Cont'd)

EMAIL ADDRESS AND WEBSITE	:	Email address: biz@carimin.com Website: http://www.carimin.com/
COMPANY SECRETARIES	:	Tea Sor Hua (MACS 01324) Yong Yen Ling (MAICSA 7044771) Third Floor, No. 79 (Room A) Jalan SS21/60, Damansara Utama 47400 Petaling Jaya Selangor Telephone number: 03-7728 4778 Facsimile: 03-7722 3668
AUDITORS AND REPORTING ACCOUNTANTS FOR OUR LISTING	:	Crowe Horwath AF1018 Level 16, Tower C Megan Avenue II 12, Jalan Yap Kwan Seng 50450 Kuala Lumpur Telephone number: 03-2788 9999 Facsimile: 03-2788 9998
SOLICITORS FOR OUR LISTING	:	Tay & Helen Wong Suite 703, Block F Phileo Damansara 1 No. 9, Jalan 16/11 46350 Petaling Jaya Selangor Telephone number: 03-7960 1863 Facsimile: 03-7960 1873
PRINCIPAL BANKERS	:	Alliance Bank Malaysia Berhad Menara Multi-Purpose Capital Square 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Telephone number: 03-2604 3333 Facsimile: 03-2694 5727 HSBC Amanah Malaysia Berhad No. 2, Leboh Ampang 50100 Kuala Lumpur Telephone number: 03-2070 0744 Facsimile: 03-2070 1146

1. CORPORATE DIRECTORY (Cont'd)

Malayan Banking Berhad

Lot 1.01, Ampang Park Shopping Centre
Jalan Ampang
50450 Kuala Lumpur

Telephone number: 03-2161 2101
Facsimile: 03-2161 9294

OCBC Bank (Malaysia) Berhad

Menara OCBC
18, Jalan Tun Perak
50050 Kuala Lumpur

Telephone number: 03-2034 5034
Facsimile: 03-2698 4363

Standard Chartered Saadiq Berhad

Level 15, Menara Standard Chartered
30, Jalan Sultan Ismail
50250 Kuala Lumpur

Telephone number: 1300-883 399
Facsimile: 03-7849 6868

United Overseas Bank (Malaysia) Bhd

Level 11, Menara UOB
Jalan Raja Laut
P.O. Box 11212
50738 Kuala Lumpur

Telephone number: 03-2692 7722
Facsimile: 03-2691 6073

**INDEPENDENT BUSINESS
AND MARKET RESEARCH
CONSULTANTS**

: Vital Factor Consulting Sdn Bhd

V Square @ PJ City Centre (VSQ)
Block 6 Level 6, Jalan Utara
46200 Petaling Jaya
Selangor

Telephone number: 03-7931 3188
Facsimile: 03-7931 2188

**ADVISER, UNDERWRITER
AND PLACEMENT AGENT**

: M&A Securities Sdn Bhd

Level 11, No. 45 & 47, The Boulevard
Mid Valley City
Lingkar Syed Putra
59200 Kuala Lumpur

Telephone number: 03-2284 2911
Facsimile: 03-2284 2718

1. CORPORATE DIRECTORY (Cont'd)

ISSUING HOUSE	:	Tricor Investor & Issuing House Services Sdn Bhd (formerly known as Equiniti Services Sdn Bhd) Level 17, The Gardens North Tower Mid Valley City Lingkarang Syed Putra 59200 Kuala Lumpur Telephone number: 03-2264 3883 Facsimile: 03-2282 1886
SHARE REGISTRAR	:	Tricor Investor Services Sdn Bhd Level 17, The Gardens North Tower Mid Valley City, Lingkarang Syed Putra 59200 Kuala Lumpur Telephone number: 03-2264 3883 Facsimile: 03-2282 1886
LISTING SOUGHT	:	Main Market of Bursa Securities

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2. INFORMATION SUMMARY

THE INFORMATION CONTAINED IN THIS SECTION IS INTENDED ONLY TO BE A SUMMARY OF SOME SALIENT INFORMATION RELATING TO US AND OUR IPO, AND THE INFORMATION CONCERNED IS DERIVED FROM AND SHOULD BE READ IN CONJUNCTION WITH THE FULL TEXT OF THIS PROSPECTUS. YOU SHOULD READ AND UNDERSTAND THE WHOLE PROSPECTUS PRIOR TO DECIDING WHETHER OR NOT TO INVEST IN OUR SHARES.

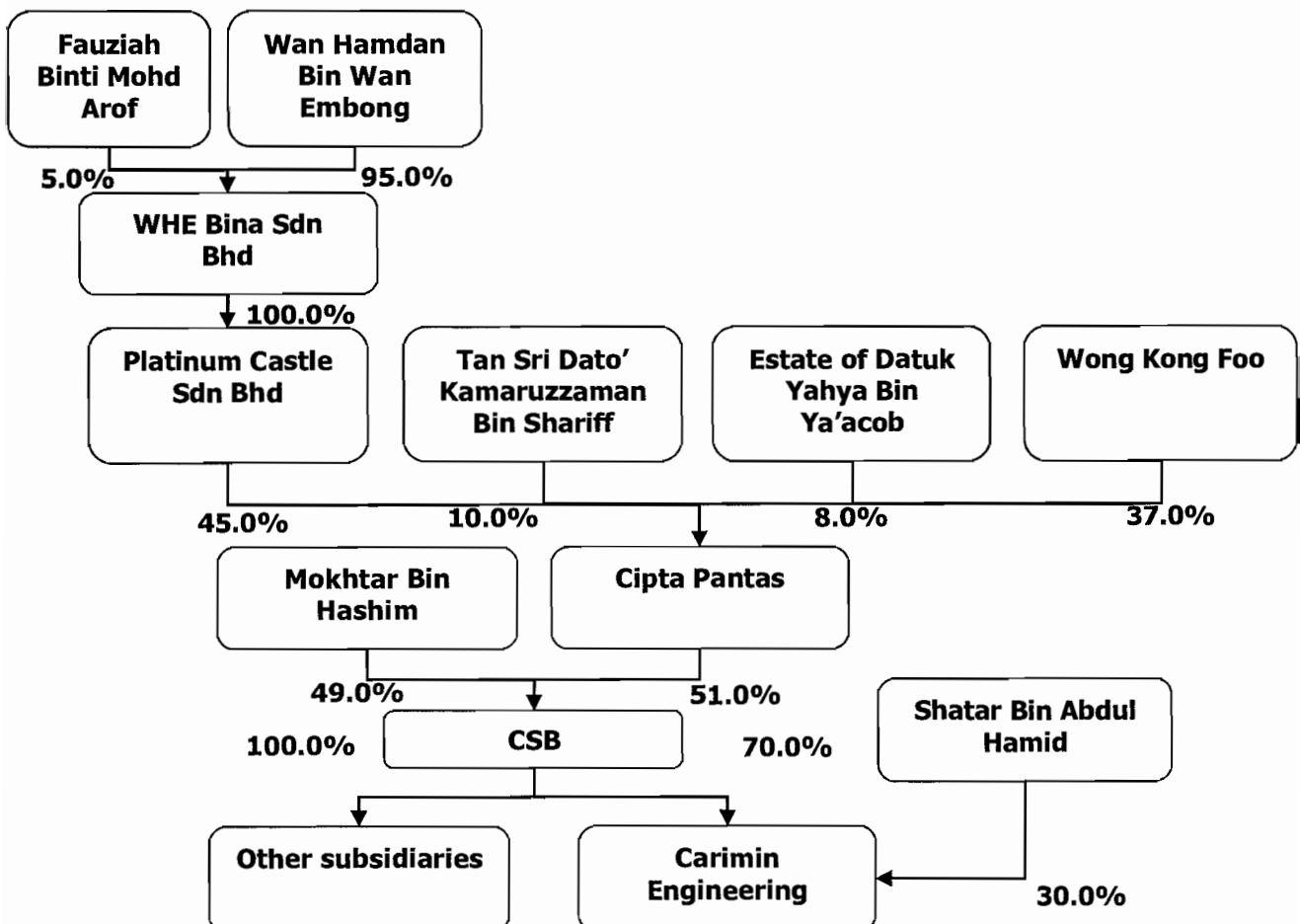
2.1 HISTORY AND BUSINESS

Carimin Petroleum Sdn Bhd was incorporated in Malaysia on 14 March 2012 under the Act as a private limited company and converted to a public limited company with our current assumed name on 21 December 2012.

We are an investment holding company whilst our subsidiaries' business activities centre on supporting the offshore oil and gas industry in Malaysia. We primarily provide offshore hook up and commissioning, production platform system maintenance and upgrading services including minor fabrication services. Our other business unit also includes manpower supply and equipment rental services.

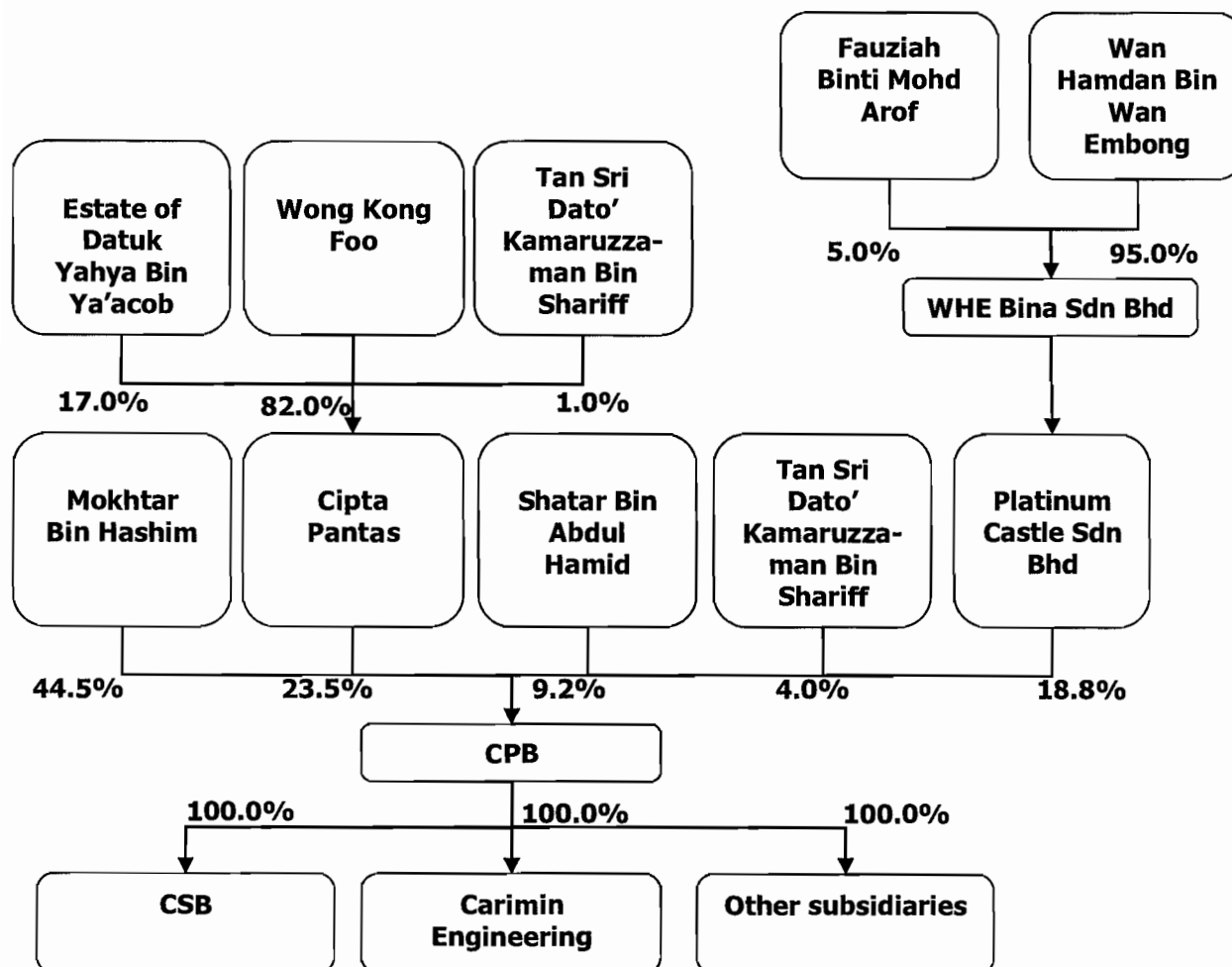
Our Group, through our subsidiary, Carimin Airis, owns an AHTS vessel and we have an equity interest of 14% in SK Offshore, owning an AWB. In March 2014, we had entered into a Memorandum of Agreement to acquire an additional AWB, namely Carimin Acacia. Carimin Acacia is scheduled for delivery in June 2015.

On 1 July 2014, our Group undertook a re-organisation. Our Group structure prior to the re-organisation is as follows:



2. INFORMATION SUMMARY (Cont'd)

Our Group structure as at the LPD (after the re-organisation) and prior to our IPO is diagrammatically summarised below:



The main activities of our Group are summarised below:

Subsidiaries

Principal Activities

CSB	Provision of inspection services, project management support services including sourcing for consultants, technical professionals, engineers, skilled personnel and other quality assurance services.
Carimin Engineering	Provision of offshore hook up and commissioning services, maintenance, engineering and minor fabrication services for offshore and onshore structures.
Carimin Resources	Presently dormant. Its intended business is the provision of project and data management services for our Group.
Carimin Corporate	Provision of corporate, management and support services such as finance, human resource and administration services for the operations of our Group.
Carimin Equipment	Provision of equipment and tools for offshore and onshore works in the oil and gas industry.

2. INFORMATION SUMMARY (Cont'd)

Subsidiaries	Principal Activities
Carimin Marine	Provision of marine related offshore and onshore support services in the oil and gas industry which includes charter of offshore support vessels.
Carimin Airis	Provision of marine related offshore and onshore support services in the oil and gas industry which includes charter of offshore support vessels.

As at the date of this Prospectus, we do not have any associated company.

The primary business activities of our Group are centred on supporting the offshore oil and gas industry in Malaysia. Our business activities include the provision of the following services:

- Offshore hook up and commissioning, production platform system maintenance and upgrading services;
- Manpower supply services;
- Minor fabrication services; and
- Equipment rental services.

We own an AHTS, and our investment in SK Offshore, owns an offshore accommodation vessel.

From FYE 2011 to FYE 2013, we achieved continuous growth in revenue and profitability (based on CAGR). Total revenue increased from approximately RM158.42 million in FYE 2011 to approximately RM325.79 million in FYE 2013. In FYE 2014, our revenue decreased to approximately RM245.58 million. Notwithstanding the decrease in revenue, during the same period, our PAT increased from approximately RM9.53 million in FYE 2011 to approximately RM21.94 million in FYE 2014.

Details on our history and business overview are set out in Sections 5 and 6 of this Prospectus, respectively.

2.2 COMPETITIVE STRENGTHS

Described below are our competitive strengths further detailed in Section 6.2(c) of this Prospectus, which we believe allows our Group to compete effectively within the industry we operate in:

(i) Access to skilled human resources

We have access to oil and gas industry human resources through our extensive in-house database for geoscientists, engineers, technicians, professionals, welders, riggers and other personnel. Third-party databases and industry contacts are also within our available resource.

2. INFORMATION SUMMARY (Cont'd)

(ii) PETRONAS licences

CSB and Carimin Engineering have been licenced by PETRONAS to provide a range of services, including offshore hook up and commissioning, production platform system maintenance and upgrading, manpower supply, and minor fabrication services.

(iii) Long term contracts

Our Group's ability to continuously secure new and long term contracts from our customers' is an indication of our capabilities, reliability and reputation of being able to deliver quality work, achieving high safety standards and on time completion.

(iv) In-house minor fabrication facilities

Our minor fabrication yard supports our offshore hook up and commissioning projects by fabricating any structures to be used at various locations during the project and our maintenance services.

(v) Track record

Since the commencement of our operations in 1989, we have built a strong track record of successfully developing our business capabilities.

Our proven track record and strong reputation has enabled us to build our customer base as well as help us secure new projects and customers.

(vi) Ownership of a vessel and investment in a vessel owner

Our vessel ownership and investment in another vessel is complementary to our business focusing on providing production platform system maintenance, upgrading, and offshore hook up and commissioning services, as AHTS and accommodation vessels are used to support work activities offshore.

(vii) In-house quality assurance

CSB and Carimin Engineering, are currently ISO 9001:2008 quality management system accredited for scopes of work relevant to their principal business activities. Internally, we have an established in-house quality policy to ensure that specified quality standards are adopted and maintained.

2.3 FUTURE PLANS

Our future plans and strategies are as follows, which are further detailed in Section 6.17.1 of this Prospectus:

(a) Implementation of Peninsular Malaysia HUC Contract

On 13 November 2013, we secured a contract from Petronas Carigali to provide offshore hook up and commissioning, production platform system maintenance and upgrading services for production platforms located offshore peninsular Malaysia.

The duration of contract is until 2018 and works have commenced in 2014.

2. INFORMATION SUMMARY (Cont'd)**(b) Purchase of vessel**

Our Group had entered into a Memorandum of Agreement to purchase an AWB (which is scheduled for delivery in June 2015) to support our existing business activities which will reduce the need for chartering vessels from third-parties.

(c) Development of minor fabrication yard and expansion of existing equipment rental services

We plan to develop our minor fabrication yard at the Kawasan Industri Telok Kalong, Kemaman, Terengganu to support our existing operation and enhance our capability.

In addition, work to expand our existing equipment rental services has commenced in 2nd quarter of 2014 with the new equipment being purchased for our minor fabrication yard at Kawasan Industri Telok Kalong, Kemaman, Terengganu.

(d) Provision of marine services to external customers

We intend to provide marine services to external customers. The provision of marine services to external customers will allow us to diversify our business, as well as our customer and revenue base.

2.4 PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT PERSONNEL

Our Promoters, substantial shareholders, Directors and key management personnel are as follows:

Name	Designation
Promoters and substantial shareholders	
Mokhtar Bin Hashim	Managing Director
Cipta Pantas	-
Shatar Bin Abdul Hamid	Executive Director
Platinum Castle Sdn Bhd	-
Tan Sri Dato' Kamaruzzaman Bin Shariff	Non-Independent Non-Executive Chairman
Estate of Datuk Yahya Bin Ya'acob	-
Wong Kong Foo	-
WHE Bina Sdn Bhd	-
Wan Hamdan Bin Wan Embong	-
Directors	
Tan Sri Dato' Kamaruzzaman Bin Shariff	Non-Independent Non-Executive Chairman

2. INFORMATION SUMMARY (Cont'd)

Name	Designation
Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman	Independent Non-Executive Director
Mokhtar Bin Hashim	Managing Director
Shatar Bin Abdul Hamid	Executive Director
Yip Jian Lee	Independent Non-Executive Director
Mohd Rizal Bahari Bin Md Noor	Independent Non-Executive Director
Wan Muhamad Hatta Bin Wan Mos	Independent Non-Executive Director
Dato' Ir. Mohamad Razali Bin Othman	Independent Non-Executive Director

Key management personnel

Abd Hamid Bin Husin	Deputy General Manager of Project Management
Lee Heng Aun	Chief Financial Officer
Mazhar Bin Palil	Human Resources and Administration Manager
Mad Daud Bin Sukarmin	Maintenance Manager
Muhammad Hatta Bin Noah	Supply Chain Management Manager
Roslan Bin Mokti	Quality Control Manager

Details of our Promoters, substantial shareholders, Directors and key management personnel are set out in Section 8 of this Prospectus.

2.5 FINANCIAL HIGHLIGHTS

The pro forma figures are provided for illustrative purposes only and should be read in conjunction with the pro forma consolidated financial information set out in Section 11.1 of this Prospectus, Reporting Accountants' letter on pro forma consolidated financial information in Section 11.2 of this Prospectus and the management discussion and analysis of financial condition and results of operations as set out in Section 12 of this Prospectus.

2. INFORMATION SUMMARY (Cont'd)**2.5.1 Pro forma consolidated statements of profit or loss and other comprehensive income**

The following table sets forth an extract of the pro forma consolidated statements of profit or loss and other comprehensive income for the past FYEs 2011 to 2014 which have been prepared for illustration purposes on the assumption that the current structure of our Group existed throughout the FYEs under review.

	<----- Pro forma Group ----->			
	FYE 2011	FYE 2012	FYE 2013	FYE 2014
	RM'000	RM'000	RM'000	RM'000
Revenue	158,422	368,868	325,787	245,575
Cost of sales	(137,168)	(330,485)	(285,972)	(202,491)
Gross profit	21,254	38,383	39,815	43,084
Other operating income	217	592	1,773	1,748
Administrative expenses	(6,995)	(12,962)	(14,243)	(12,798)
Other expenses	(1,747)	(2,700)	(2,016)	(1,930)
Operating profit	12,729	23,313	25,329	30,104
Finance costs	(90)	(369)	(315)	(246)
Share of profit of joint venture	-	347	1,102	791
PBT	12,639	23,291	26,116	30,649
Taxation	(3,109)	(6,487)	(6,613)	(8,751)
PAT	9,530	16,804	19,503	21,898
No. of Shares assumed to be in issued ('000)*	173,178	173,178	173,178	173,178
EBITDA	13,911	25,836	28,951	35,183
Gross EPS (sen)	7.30	13.45	15.08	17.70
Net EPS (sen)	5.50	9.70	11.26	12.64
Gross profit margin (%)	13.42	10.41	12.22	17.54
PBT margin (%)	7.98	6.31	8.02	12.48
PAT margin (%)	6.02	4.56	5.99	8.92
Effective tax rate (%)	24.60	27.85	25.32	28.55
Interest coverage (times)	141.43	35.01	38.63	19.51
No. of Shares assumed to be in issued ('000)^	233,878	233,878	233,878	233,878
Diluted net EPS (sen)	4.07	7.18	8.34	9.36

Notes:

* Based on the number of Shares in issue before our IPO.

^ Based on the number of Shares in issue after our IPO.

There were no exceptional or extraordinary items during the financial years under review. Our audited financial statements for the past financial years under review have not been subjected to any audit qualifications.

Detailed information on our pro forma consolidated statements of profit or loss and other comprehensive income is set out in Section 11.1.1 of this Prospectus.

2. INFORMATION SUMMARY (Cont'd)**2.5.2 Pro forma consolidated statements of financial position**

The pro forma consolidated statements of financial position as set out below are provided for illustrative purposes only to show the effects on the consolidated statements of financial position of our Group as at 30 June 2014 had our Acquisitions, Group re-organisation, Public Issue and utilisation of proceeds been completed on that date.

	As At 30 June 2014 RM'000	Pro forma I After Acquisitions and Group re- organisation (1) RM'000	Pro forma II After Pro forma I and Public Issue(2) RM'000	Pro forma III After Pro forma II and utilisation of proceeds(3) RM'000
Non-Current Assets				
Property, plant and equipment	-	53,065	53,065	157,583
Investment in joint venture	-	3,640	3,640	3,640
Other investments	-	50	50	50
Total Non-Current Assets	-	56,755	56,755	161,273
Current Assets				
Amount owing by contract customers	-	12,157	12,157	12,157
Trade receivables	-	78,639	78,639	78,639
Other receivables, deposits and prepayments	880	21,093	21,093	21,093
Amount owing by joint venture	-	2,130	2,130	2,130
Tax recoverable	-	20	20	20
Fixed deposits with licensed banks	-	17,125	17,125	17,125
Cash and bank balances	3	16,564	83,334	24,514
Total Current Assets	883	147,728	214,498	155,678
Total Assets	883	204,483	271,253	316,951
Equity				
Share capital	#	86,589	116,939	116,939
Share premium	-	-	36,420	35,510
Merger deficit	-	(77,637)	(77,637)	(77,637)
(Accumulated loss)/Retained profits	(41)	98,455	98,455	95,865
Capital reserves	-	17	17	17
Total Equity attributable to equity holders of the Company	(41)	107,424	174,194	170,694
Non-controlling interests	-	-	-	-
Total Equity	(41)	107,424	174,194	170,694
Non-Current Liabilities				
Long-term borrowings	-	33,210	33,210	89,905
Total Non-Current Liabilities	-	33,210	33,210	89,905

2. INFORMATION SUMMARY (Cont'd)

	As At 30 June 2014 RM'000	Pro forma I After Acquisitions and Group re- organisation (1) RM'000	Pro forma II After Pro forma I and Public Issue(2) RM'000	Pro forma III After Pro forma II and utilisation of proceeds(3) RM'000
Current Liabilities				
Trade payables	-	11,778	11,778	11,778
Other payables and accruals	13	39,437	39,437	39,437
Amount owing to a related party	911	-	-	-
Dividend payable	-	210	210	210
Provision for taxation	-	3,735	3,735	3,735
Short-term borrowings	-	7,497	7,497	-
Bank overdrafts	-	1,192	1,192	1,192
Total Current Liabilities	924	63,849	63,849	56,352
Total Liabilities	924	97,059	97,059	146,257
Total Equity and Liabilities	883	204,483	271,253	316,951
Current ratio	-	2.31	3.36	2.76
Borrowings (all interest bearing debts)	-	41,899	41,899	91,097
Gearing ratio (times)	-	0.39	0.24	0.53
NA	(41)	107,424	174,194	170,694
NA per share (sen)	(10,250)	0.62	0.74	0.73

Notes:

- (1) Incorporates the effects of the Acquisitions and Group re-organisation as set out in Section 5.3 of this Prospectus.
- (2) Incorporates the effects of Pro forma (I) and Public Issue.
- (3) Incorporates the effects of Pro forma (II) and utilisation of proceeds as set out in Section 3.10 of this Prospectus.
- # Represents RM20 of the subscribers' shares.

Detailed information on our pro forma consolidated statements of financial position is set out in Section 11.1.2 of this Prospectus.

2.5.3 Pro forma consolidated statement of cash flows

The pro forma consolidated statement of cash flows for the FYE 2014 as set out below are provided for illustrative purposes only and are based on the assumption that the current structure of our Group existed throughout the financial years under review and adjusted to reflect our Acquisitions, Group re-organisation, Public Issue and utilisation of proceeds.

	FYE 2014 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES	
PBT	28,059

2. INFORMATION SUMMARY (Cont'd)

	FYE 2014
	RM'000
Adjustments for:	
Depreciation of property, plant and equipment	3,380
Gain on disposal of property, plant and equipment	(5)
Impairment losses on:	
- trade receivables	425
- property, plant and equipment	160
Interest income	(502)
Interest expense	1,656
Property, plant and equipment written off	#
Listing expenses	2,590
Share of profit of joint venture	(791)
Unrealised gain on foreign exchange	(18)
Operating profit before working capital changes	34,954
Decrease in amount owing by contract customers	17,720
Increase in trade and other receivables	(36,919)
Decrease in trade and other payables	(1,361)
CASH FROM OPERATIONS	14,394
Interest received	502
Interest paid	(1,656)
Tax paid	(7,338)
NET CASH FROM OPERATING ACTIVITIES	5,902
CASH FLOWS FOR INVESTING ACTIVITIES	
Purchase of property, plant and equipment	(56,643)
Proceeds from disposal of property, plant and equipment	5
NET CASH FOR INVESTING ACTIVITIES	(56,638)
CASH FLOWS FROM FINANCING ACTIVITIES	
Dividend paid	(850)
Placement of pledged deposits	(937)
Proceeds from issuance of shares pursuant to public issue	66,770
Payment of listing expenses	(3,500)
Repayment of invoice financing	(3,984)
Repayment of hire purchase obligations	(749)
Repayment of term loans	(6,458)
NET CASH FROM FINANCING ACTIVITIES	50,292
NET DECREASE IN CASH AND CASH EQUIVALENTS	(444)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	23,766
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	23,322

2. INFORMATION SUMMARY (Cont'd)

	FYE 2014 RM'000
CASH AND CASH EQUIVALENTS COMPRISE THE FOLLOWING:	
Fixed deposits with licensed banks	17,125
Cash and bank balances	24,514
Bank overdrafts	(1,192)
	<u>40,447</u>
Less: Fixed deposits pledged to licensed banks	(17,125)
	<u>23,322</u>

Note:

Less than RM1,000.

2.5.4 Dividend Policy

As we are a holding company, our Company's income and therefore our ability to pay dividends is dependent upon the dividends we receive from our subsidiaries. The payment of dividends by our subsidiaries will depend on their distributable profits, operating results, financial condition, capital expenditure plans and other factors that their respective boards of directors deem relevant.

Further details of our dividend policy are set out in Section 12.16 of this Prospectus.

2.6 PRINCIPAL STATISTICS RELATING TO OUR IPO

The following statistics relating to our IPO are derived from the full text of this Prospectus and should be read in conjunction with that text.

IPO Price	RM1.10
60,700,000 Issue Shares for subscription by:	
• Malaysian Public via balloting	11,694,000
• Identified investors via private placement	46,006,000
• Eligible Directors and employees	3,000,000
5,890,000 Offer Shares for subscription by:	
• Identified investors via private placement	5,890,000
Total enlarged issue and paid-up share capital after Listing	233,878,000
Market capitalisation at our IPO Price	RM257,265,800

The IPO Price is payable in full upon Application, subject to the terms and conditions of this Prospectus. The basis of arriving at our IPO Price is set out in Section 3.7 of this Prospectus.

2. INFORMATION SUMMARY (Cont'd)

2.7 UTILISATION OF PROCEEDS

The total estimated gross proceeds to be raised by our Company from the Public Issue of RM66.77 million shall be utilised in the following manner:

	Time frame	RM'000	%
1. Purchase of offshore support vessel	12 months	35,320	52.9
2. Development of minor fabrication yard	18 months	12,000	18.0
3. Repayment of bank borrowings	6 months	8,000	12.0
4. General working capital	12 months	7,950	11.9
5. Estimated listing expenses	3 months	3,500	5.2
Total		66,770	100.0

There is no minimum subscription to be raised from our IPO.

Detailed information on our utilisation of proceeds is set out in Section 3.10 of this Prospectus.

2.8 RISK FACTORS

Before applying for our IPO Shares, you should carefully consider the following material risk factors in addition to the other information contained elsewhere in this Prospectus.

(a) Risks relating to the industry in which our group operates:

- Global economic slowdown
- Sustained fall in the market price of hydrocarbons
- Depletion of hydrocarbon resources
- Changes in PETRONAS policy

(b) Risks relating to our Group:

- Dependency on major customers
- Dependency on the Peninsular Malaysia HUC Contract
- Dependency on experienced management and key personnel
- Competition from existing competitors within the industry

(c) Risks relating to the investment in our Shares:

- No prior market for our Shares
- Failure/delay in or abortion of our Listing
- Dividend payment
- Continued control by our Promoters
- Trading price and volume of our Shares
- Underwriting risk

(d) Other risks:

- Political and economic risks
- Forward-looking/prospective statements

For a more detailed commentary, please refer to Section 4 of this Prospectus.

3. PARTICULARS OF OUR IPO

3.1 INTRODUCTION

This Prospectus is dated 23 October 2014. Our IPO is subject to the terms and conditions of this Prospectus.

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

We received the SC's approval for our IPO and Listing on 30 June 2014. The approval of the SC shall not be taken to indicate that the SC recommends our IPO or assumes responsibility for the correctness or any statement made or opinion 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 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 part of the contents of this Prospectus.

You are advised to make your own independent assessment of our Company and should rely on your own evaluation to assess the merits and risks of our IPO and an investment in our Company.

We have also obtained the approval from Bursa Securities on 3 September 2014, for, *inter-alia*, our admission to the Official List of the Main Market of Bursa Securities and for permission to deal in and for the listing of and quotation for all our Shares on the Main Market of Bursa Securities.

Our Shares will be admitted to the Official List of the Main Market of Bursa Securities and an official quotation will commence after, *inter-alia*, the receipt of confirmation from Bursa Depository that all CDS Accounts of the successful applicants have been duly credited and notices of allotment have been issued and despatched to all the successful applicants. Admission to the Official List of the Main Market of Bursa Securities shall not be taken as an indication of the merits of our Company, our Shares and/or our IPO.

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as prescribed securities. Following this, we will deposit our Shares directly with Bursa Depository and any dealings in our Shares will be carried out in accordance with SICDA and Rules of Bursa Depository. We will not issue any share certificate to the successful applicants.

Pursuant to the Listing Requirements, at least 25% of our issued and paid-up share capital must be in the hands of 1,000 public shareholders, each holding not less than 100 Shares upon admission to the Main Market of Bursa Securities. We expect to meet the public shareholding requirement at the point of our Listing. If we fail to meet the said requirement, we may not be allowed to proceed with our Listing. In such an event, we will return in full, without interest, all monies paid in respect of all applications. If any such monies are not repaid within 14 days after we become liable to do so, the provision of sub-section 243(2) of the CMSA shall apply accordingly.

You should rely only on the information contained in this Prospectus or any applicable Prospectus supplement. Neither we nor our advisers have authorised anyone to provide you with information that is different and not contained in this Prospectus. The delivery of this Prospectus or any issue made in connection with this Prospectus shall not, under any circumstances, constitute a representation or create any implication that there has been no change in our affairs since the date of this Prospectus. Nonetheless, should we become

3. PARTICULARS OF OUR IPO (Cont'd)

aware of any subsequent material change or development affecting a matter disclosed in this Prospectus arising from the date of issue of this Prospectus up to the date of our Listing, we shall further issue a supplemental or replacement prospectus, as the case may be, in accordance with the provisions of Section 238 of the CMSA.

We are not making any invitation to subscribe for our IPO Shares in any jurisdiction and in any circumstances in which such offer or invitation are authorised or lawful to any person to whom it is unlawful to make such an offer or invitation. As the distribution of this Prospectus and the sale of our IPO Shares in certain other jurisdictions may be restricted by law, persons who may be in possession of this Prospectus are required to inform themselves of and to observe such restrictions.

You must have a CDS account when applying for our IPO Shares. In the case of an application by way of Application Form, you must state your CDS account number in the space provided in the Application Form. If you do not presently have a CDS account, you should open a CDS account at an ADA prior to making an application for our IPO Shares. In the case of an application by way of Electronic Share Application, you shall furnish your CDS account number if the instructions on the ATM screen at which you enter your Electronic Share Application require you to do so. A corporation or institution cannot apply for our IPO Shares by way of Electronic Share Application.

This Prospectus can also be viewed or downloaded from the website of Bursa Securities at www.bursamalaysia.com.

Our IPO is subject to the terms and conditions of this Prospectus and upon acceptance, our IPO Shares are expected to be allocated in the manner described below.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR ANY OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

3.2 OPENING AND CLOSING OF APPLICATION PERIOD

The application period will open at 10.00 a.m. on 23 October 2014 and will remain open until at 5.00 p.m. on 29 October 2014 or such further period or periods as our Directors and the Underwriter may in their absolute discretion mutually decide. Late applications will not be accepted.

Our Directors and Underwriter may in their absolute discretion mutually decide to extend the closing date and time for application of our IPO to any later date or dates. In the event the closing date for application is extended, we will advertise the notice of the extension in a widely-circulated English and Bahasa Malaysia daily newspaper in Malaysia prior to the original closing date of the application. Following this, the dates for the balloting of the application for our IPO Shares, allotment of our IPO Shares and Listing would be extended accordingly.

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3. PARTICULARS OF OUR IPO (*Cont'd*)

3.3 IMPORTANT TENTATIVE DATES

Events	Tentative Dates
Issuance of this Prospectus/Opening of Application for our IPO	23 October 2014
Closing of application for our IPO	29 October 2014
Balloting of the application for our IPO Shares (as defined herein)	31 October 2014
Allotment of our IPO Shares to successful applicants	6 November 2014
Date of Listing	10 November 2014

These dates are tentative and are subject to changes which may be necessary to facilitate the implementation procedures. Our Directors and the Underwriter may, in their absolute discretion, mutually decide to extend the closing date of the application to a further date or dates. Should the closing date of the application be extended, the dates for the balloting, allotment of IPO Shares and the listing of and quotation for our entire enlarged issued and paid-up share capital on the Main Market of Bursa Securities would be extended accordingly. Any change to the closing date of the application will be advertised in the widely circulated English and Bahasa Malaysia newspapers in Malaysia.

3.4 DETAILS OF OUR IPO

3.4.1 Public Issue

A total of 60,700,000 new Issue Shares, representing approximately 25.95% of the enlarged issued and paid-up share capital, is offered at our IPO Price and is subject to the terms and conditions of this Prospectus and upon acceptance, our Issue Shares shall be allocated in the following manner:

- (a) 11,694,000 Issue Shares will be made available for application by the Malaysian Public, to be allocated via balloting;
- (b) 3,000,000 Issue Shares made available to our eligible Directors and employees also known as Pink Form Allocations; and
- (c) 46,006,000 Issue Shares by way of private placement to identified investors.

The Issue Shares shall rank *pari passu* in all respects with our existing issued Shares including the voting rights and will be entitled to all rights and dividends and other distributions, the entitlement date of which is subsequent thereof.

Upon completion of our Public Issue, our issued and paid-up share capital will increase from RM86,589,000 comprising 173,178,000 Shares to RM116,939,000 comprising 233,878,000 Shares.

The basis of allocation for our IPO Shares shall take into account the desirability of distributing our IPO Shares to a reasonable number of applicants in view of broadening our shareholding base to meet the public spread requirements and to establish a liquid and adequate market in the Shares. Applicants will be selected in a fair and equitable manner to be determined by our Directors.

3. PARTICULARS OF OUR IPO (Cont'd)

There is no over-allotment or 'greenshoe' option that will result in an increase in the amount of IPO Shares.

3.4.2 Offer for Sale

The offer for sale of 5,890,000 Offer Shares, representing 2.52% of our enlarged issued and fully paid-up share capital, at our IPO Price to be offered by our Offerors to identified investors by way of private placement and is payable in full on application upon such terms and conditions as set out in this Prospectus.

The details of our Offerors who are offering the Offer Shares and his/it relationship with our Group are as follows:

Name	Material relationship with our Group	Before IPO ⁽¹⁾		Offer Shares offered			After IPO	
		No. of CPB Shares	%	No. of CPB Shares	% ⁽²⁾	% ⁽³⁾	No. of CPB Shares	% ⁽⁴⁾
Mokhtar Bin Hashim	Managing Director, Promoter and substantial shareholder	77,064,634	44.50	3,390,000	1.96	1.45	73,674,634	31.50
Platinum Castle Sdn Bhd	Promoter and substantial shareholder	32,500,000	18.77	2,500,000	1.44	1.07	30,000,000	12.83

Notes:

(1) After the completion of the Acquisitions.

(2) Based on our issued and paid-up share capital of 173,178,000 Shares before our IPO.

(3) Based on our issued and paid-up share capital of 233,878,000 Shares after our IPO.

(4) After the Offer for Sale.

* Offerors' addresses:

Name	Address
Mokhtar Bin Hashim	15, Jalan Menara U8/7 Bukit Jelutong 40150 Shah Alam Selangor
Platinum Castle Sdn Bhd	Third Floor, No 79 (Room A), Jalan SS21/60, 47400 Damansara Utama Selangor

Further details of our Offerors can be found in Section 8 of this Prospectus.

Our Offerors shall bear all the expenses such as placement and miscellaneous fees estimated to be approximately RM0.13 million relating to the Offer for Sale. The Offer Shares are not underwritten by our Underwriter.

Save as disclosed above, there are no other offeror in conjunction with our IPO who has a material relationship with our Group for the past 3 years.

3. PARTICULARS OF OUR IPO (Cont'd)

14,694,000 Issue Shares available for application by the Malaysian Public and our eligible Directors and employees will be underwritten while the 51,896,000 IPO Shares reserved under the private placement will not be underwritten and will be placed out by M&A Securities, our Placement Agent. Please refer to Sections 3.11 and 3.12 of this Prospectus for further details on the underwriting and placement arrangements.

Any of our Issue Shares not subscribed for under Section 3.4.1(a) and Section 3.4.1(b) shall be made available to identified investors via private placement. Thereafter, any remaining re-offered Issue Shares that have not been subscribed for will then be subscribed for by our Underwriter based on the terms of the Underwriting Agreement. However, in the event that all of our Issue Shares under Section 3.4.1(a) are oversubscribed, shares not subscribed for under Sections 3.4.1(b), 3.4.1(c) and Section 3.4.2, if any, will be made available for application for subscription by the Malaysian Public.

3.4.3 Pink form allocations

We have allocated 3,000,000 Issue Shares to our eligible Directors and employees under the Pink Form Allocations as follows:

Category	No. of persons	No. of Issue Shares allocated
Eligible Directors	8	1,300,000
Eligible employees	108	1,700,000
Total	116	3,000,000

The criteria of allocation for the abovementioned Issue Shares to our eligible Directors and employees (as approved by our Board) are based on, *inter-alia*, the following:

- (i) The number of shares allocated to our eligible employees are based on their seniority, position, their length of service and their respective contribution made to our Group as well as other factors deemed relevant to our Board; and
- (ii) Full time employee of at least 18 years of age.

Details of the proposed allocation to our Directors are as follows:

Name of Director	Designation	No. of Issue Shares allocated
Tan Sri Dato' Kamaruzzaman Bin Shariff	Non-Independent Non-Executive Chairman	50,000
Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman	Independent Non-Executive Director	50,000
Mokhtar Bin Hashim	Managing Director	750,000

3. PARTICULARS OF OUR IPO (Cont'd)

Name of Director	Designation	No. of Issue Shares allocated
Shatar Bin Abdul Hamid	Executive Director	250,000
Yip Jian Lee	Independent Non-Executive Director	50,000
Mohd Rizal Bahari Bin Md Noor	Independent Non-Executive Director	50,000
Wan Muhamad Hatta Bin Wan Mos	Independent Non-Executive Director	50,000
Dato' Ir. Mohamad Razali Bin Othman	Independent Non-Executive Director	50,000
Total		1,300,000

3.5 SHARE CAPITAL

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

	No. of Shares	Par Value RM	RM
Authorised share capital	600,000,000	0.50	300,000,000
Issued and fully paid-up			
As at the date of this Prospectus	173,178,000	0.50	86,589,000
To be issued pursuant to the Public Issue	60,700,000	0.50	30,350,000
Enlarged issued and paid-up share capital upon Listing	233,878,000	0.50	116,939,000
Market capitalisation <i>(based on our IPO Price and the enlarged issued and paid-up share capital upon Listing)</i>			257,265,800

Note:

The Offer for Sale would not have any effect on our issued and paid-up share capital.

Our IPO Price is payable in full upon application.

As at the date of this Prospectus, we have only 1 class of shares, being ordinary shares of RM0.50 each, all of which rank *pari passu* amongst one another. Our IPO Shares will, upon allotment and issue, rank *pari passu* in all respects with our existing issued and paid-up ordinary shares including voting rights and will be entitled to all rights and dividends and other distributions that may be declared subsequent to the date of allotment of our IPO Shares.

3. PARTICULARS OF OUR IPO (Cont'd)

Subject to any special rights attaching to any Shares which may be issued by us in the future, our shareholders shall, in proportion to the amount paid-up on the Shares held by them, be entitled to share in the whole of the profit paid out by us as dividends and other distributions and any surplus in the event of the liquidation of our Group, in accordance with our Memorandum and Articles of Association.

Each of our shareholders shall be entitled to vote at any of our general meeting in person, or by proxy or by attorney or by other duly authorised representative. On a show of hands, every person present who is a shareholder or representative or proxy or attorney of a shareholder shall have 1 vote, and in the case of a poll, every shareholder present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote for each ordinary share held. A proxy may but need not be a member of our Group and the provisions of Section 149(1)(b) of the Act shall not apply to our Group.

3.6 PURPOSES OF OUR IPO

The purposes of our IPO are as follows:

- (a) to obtain the listing of and quotation for our entire enlarged issued and paid-up share capital on the Main Market of Bursa Securities;
- (b) to enable our Group to raise funds for the purposes specified in Section 3.10 herein;
- (c) to enable us to gain access to the capital market to raise funds for our future expansion and growth;
- (d) to provide an opportunity for the Malaysian Public, our eligible Directors and employees to participate in our equity and continuing growth; and
- (e) to enable our Group to gain recognition through its listing status and further enhance our corporate reputation and image which is aimed at expanding our customer base.

3.7 BASIS OF ARRIVING AT OUR IPO PRICE

Our IPO Price was determined and agreed upon by us and M&A Securities, as the Adviser, Underwriter and Placement Agent, after taking into consideration the following factors:

- (a) The net PE Multiple of about 11.75 times based on our net EPS of approximately 9.36 sen for the FYE 2014 and our enlarged issued and paid-up share capital upon Listing of 233,878,000 Shares;
- (b) Our pro forma consolidated NA per Share as at FYE 2014 after the Public Issue is RM0.74 based on our pro forma audited consolidated NA as at FYE 2014 of approximately RM174.19 million and our enlarged issued and paid-up share capital upon Listing of 233,878,000 Shares;

3. PARTICULARS OF OUR IPO (Cont'd)

- (c) Our historical financial track record for the past 4 financial years including our revenue, gross profits, PAT and EPS as follows:

	FYE 2011 RM'000	FYE 2012 RM'000	FYE 2013 RM'000	FYE2014 RM'000
Revenue	158,422	368,868	325,787	245,575
Gross profit	21,254	38,383	39,815	43,084
PAT	9,530	16,804	19,503	21,898
EPS (sen) *	4.07	7.18	8.34	9.36

Note:

* Calculated based on our enlarged issued and paid-up share capital upon Listing of 233,878,000 Shares.

- (d) Peninsular Malaysia HUC Contract which was awarded to us on 13 November 2013, which has a duration of 5 years up to 2018 and an estimated work value of RM899 million;
- (e) Our Group's future plans and prospects, as follows:
- Implementation of Peninsular Malaysia HUC Contract;
 - Purchase of vessel;
 - Development of minor fabrication yard; and
 - Provision of marine services to external customers.

Further details of our future plans and prospects are further described in Section 6.17 of this Prospectus; and

- (f) The performance of the oil and gas industry in recent years was as follows:

Oil and Gas Industry Indicators	Average Annual Growth Rate (%)
Oil and Gas Fields in Operation ⁽¹⁾	8.3
PSC in Operation ⁽¹⁾	7.0
Total Investment in Upstream Activities ⁽¹⁾	4.9
Average Production of Oil and Gas ⁽¹⁾	#
Oil and Gas Reserves ⁽²⁾	2.5

Notes: # Less than 0.1%; (1) AAGR is between 31 March 2007 and 31 March 2011; (2) AAGR is between 1 January 2009 and 1 January 2013.

(Source: Independent Assessment of the Oil and Gas Supporting Services Industry in Malaysia prepared by Vital Factor Consulting Sdn Bhd)

However, you should note that our market price upon Listing is subject to the vagaries of market forces and other uncertainties that may affect the price of our Shares being traded. You should form your own views on the valuation of our IPO Shares before deciding to invest in them.

3. PARTICULARS OF OUR IPO (*Cont'd*)

You are reminded to carefully consider the risk factors as set out in Section 4 of this Prospectus and form your own views on the valuation of our IPO Shares before deciding to invest in our Shares.

3.8 TOTAL MARKET CAPITALISATION

Based on our IPO Price and our enlarged issued and paid-up share capital comprising 233,878,000 Shares upon Listing, our total market capitalisation is RM257,265,800.

3.9 DILUTION

Dilution is the amount by which our IPO Price to be paid pursuant to the Public Issue exceeds the NA per Share immediately after IPO. Our pro forma consolidated NA per Share as at FYE 2014 after the Acquisitions and Group re-organisation but before adjusting for the utilisation of gross proceeds to be raised from the Public Issue and based on the issued and fully paid-up share capital as at the date of this Prospectus of 173,178,000 Shares was RM0.62.

Pursuant to the IPO, our pro forma consolidated NA per Share as at FYE 2014 after adjusting for the utilisation of gross proceeds to be raised from the Public Issue and based on the enlarged issued and paid-up share capital upon Listing of 233,878,000 Shares would have been RM0.74.

This represents an immediate increase in the pro forma consolidated NA per Share to our existing shareholders of RM0.12, and an immediate dilution in the pro forma consolidated NA per Share of RM0.36 to our new public investors. The following table illustrates such dilution on a per Share basis:

	RM
IPO Price	1.10
Our pro forma consolidated NA per Share as at FYE 2014 before taking into account the Public Issue	0.62
Increase in the pro forma consolidated NA per Share attributable to existing shareholders	0.12
Our pro forma consolidated NA per Share as at FYE 2014 after taking into account the Public Issue	0.74
Dilution in the pro forma consolidated NA per Share to our new public investors	0.36
Dilution in the pro forma consolidated NA per Share as a percentage of our IPO Price	32.7%

3. PARTICULARS OF OUR IPO (Cont'd)

The following table shows the average effective cost per Share paid by our existing shareholders for Shares acquired by them for the past 3 years prior to the date of this Prospectus as well as new investors who subscribe for our Shares pursuant to our IPO:

Shareholders	No. of Shares received	Total consideration RM	Average effective cost per Share RM
Cipta Pantas	40,710,128	20,355,064	0.50
Mokhtar Bin Hashim	77,064,634	38,532,317	0.50
Platinum Castle Sdn Bhd	32,500,000	16,250,000	0.50
Shatar Bin Abdul Hamid	15,903,238	7,951,619	0.50
Tan Sri Dato' Kamaruzzaman Bin Shariff	7,000,000	3,500,000	0.50
Total*	173,178,000	86,589,000	0.50
New investors from the Public Issue	60,700,000	66,770,000	1.10

Note:

* Issued pursuant to the Acquisitions.

Apart from the Issue Shares received by our Directors/substantial shareholders pursuant to the Acquisitions, there is no material acquisition of any existing Shares that involved cash in our Company by our Directors, senior management, substantial shareholders or persons connected with them, or in which they have the right to acquire, during the past 3 years prior to the date of this Prospectus.

3.10 UTILISATION OF PROCEEDS

The estimated gross proceeds arising from the Public Issue of RM66.77 million shall accrue entirely to us and are planned to be utilised within 3 to 18 months from the date of our Listing in the following manner:

Utilisation of Proceeds	Time frame	Notes	RM'000	%
1. Purchase of offshore support vessel	12 months	(i)	35,320	52.9
2. Development of minor fabrication yard	18 months	(ii)	12,000	18.0
3. Repayment of bank borrowings	6 months	(iii)	8,000	12.0
4. General working capital	12 months	(iv)	7,950	11.9
5. Estimated listing expenses	3 months	(v)	3,500	5.2
Total			66,770	100.0

Notes:

(i) Purchase of offshore support vessel

In March 2014, we had entered into a Memorandum of Agreement to acquire an additional Accommodation Workboat (AWB), Carimin Acacia for a total purchase consideration of USD24.75 million (or RM81.68 million based on the exchange rate of

3. PARTICULARS OF OUR IPO (Cont'd)

USD1 : RM3.30). Carimin Acacia shall be used for our offshore hook up and commissioning, and production platform system maintenance and upgrading services contract and is scheduled for delivery in June 2015.

The total cost of the AWB, together with its required equipments is estimated to cost as follows:

Details	RM million
Carimin Acacia (vessel)	81.68
Crane	3.63
Other equipment including mooring wire, hydraulic gangway and other fittings	9.69
Total	95.00

The AWB is integral to our offshore hook up and commissioning, and production platform system maintenance and upgrading services and the purchase of the vessel will allow us to reduce our reliance on chartering these vessels from third-party operators. Additionally, it will also be able to develop our marine services business as part of our future revenue generation plans by chartering our vessels out to external customers that will maximise our vessel utilisation throughout the year.

As at the LPD, the Company has paid RM2.48 million as deposit. The balance shall be paid via proceeds from the Listing of RM35.32 million and via bank financing of RM57.20 million.

(ii) Development of minor fabrication yard

We plan to develop our existing minor fabrication yard measuring approximately 78,448 sq ft at Kawasan Industri Telok Kalong, Kemaman, Terengganu.

The development of the yard is to support our existing operation and enhance our capability.

Our plan is to develop the yard to include facilities comprising an abrasive blasting chamber, a laydown area, an open workshop and an office building besides equipping it with additional new equipment such as welding equipment, air compressors, and generator sets that would reduce the need to lease and rent equipment and facilities from our suppliers and third-party operators.

Commencement of development at our yard and purchase of new equipment is expected to be completed in FYE 2015/2016.

(iii) Repayment of bank borrowings

Our IPO proceeds of RM8.0 million will be utilised for the repayment of invoice financing facilities to United Overseas Bank Malaysia Berhad (UOB). This will allow our Group to optimise our financial position, and reduce interest costs by between RM0.24 million and RM0.40 million per year based on the effective interest rate ranging between 3 – 5% per annum. The tenure of the borrowings to be repaid ranges between 6 months to 1 year. These borrowings were drawn for our working capital requirements. However, the actual interest saving may vary depending on the applicable interest rate at the point of repayment.

3. PARTICULARS OF OUR IPO (Cont'd)**(iv) General working capital**

Our IPO proceeds of RM7.95 million earmarked for working capital is expected to enhance our Group's cash flows position and enable us to conduct our operations smoothly as we expect to utilise the additional working capital to finance our day to day operations which include payment for operating expenses, purchase of materials and other service providers.

The breakdown for the utilisation of RM7.95 million is as follows:

Utilisation of Proceeds	RM'000
Day-to-day operational expenses for site operations including payment to service providers in relation to our future expansion plans [@]	5,500
Purchase of small tools used for our operations	1,000
Purchase of consumables used for our operations	1,450
	<u>7,950</u>

Note:

@ The RM5.5 million is allocated as working capital for our future expansion plans as set out in Section 6.17. Our existing operations are supported by our internally generated cashflow.

(v) Listing expenses

The amount allocated of RM3.5 million is based on the estimated cost for our Listing. If our actual Listing expenses are higher than the amount budgeted, the deficit will be funded out of the portion allocated for our general working capital requirements. Conversely, if our actual Listing expenses are lower than the amount budgeted, the excess will be utilised for our general working capital requirements. The following summarises the estimated expenses incidental to our Listing to be borne by our Group as follows:

Estimated Listing Expenses	RM'000	%
Professional fees *	1,500	42.9
Fees payable to the authorities	200	5.7
Underwriting, placement and brokerage fees	1,300	37.1
Printing and advertising fees	200	5.7
Contingencies ^	300	8.6
Total	<u>3,500</u>	<u>100.0</u>

Notes:

* Includes advisory fees for, amongst others, our Adviser, Solicitors, Reporting Accountants and IMR.

^ Other incidental or related expenses in connection with our IPO.

Our utilisation of the proceeds raised from our IPO is expected to have a financial impact on our Group in the following manner:

(a) Enhancement of working capital

We will utilise RM7.95 million of our IPO proceeds for our working capital requirements. Our cash and cash equivalents will increase to approximately RM23.32

3. PARTICULARS OF OUR IPO (Cont'd)

million after our Listing that will also enable us to reduce the use of external funding to finance our daily operations.

(b) Increase in revenue and profitability

The utilisation of our IPO proceeds amounting to RM35.3 million and RM12.0 million for the purchase of our own offshore support vessel, and the development of our minor fabrication yard respectively is expected to enhance our marine services and fabrication capabilities and efficiencies to undertake more contracts competitively within the oil and gas segment we operate in. This will in turn contribute to further business growth and increase in our Group's revenue and profitability.

3.11 BROKERAGE, PLACEMENT AND UNDERWRITING COMMISSION

Brokerage is payable by us in respect of our Issue Shares which are made available for application by the Malaysian Public at the rate of 1.0% of our IPO Price in respect of successful applications which bear the stamp of either M&A Securities, the Adviser, Underwriter and Participating Agent, participating organisations of Bursa Securities, members of the Association of Banks in Malaysia, members of the Malaysian Investment Banking Association or the Issuing House.

The placement fee is payable by us to M&A Securities, our Placement Agent at a rate of 3.0% of our IPO Price in respect of the number of IPO Shares successfully placed out.

The Underwriter has agreed to underwrite up to 14,694,000 IPO Shares, the details of which are set out in Section 3.4 of this Prospectus. The underwriting commission is payable by us at the rate of 2.0% of our IPO Price in respect of the 14,694,000 IPO Shares to be underwritten.

3.12 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

We have entered into the Underwriting Agreement with M&A Securities, to underwrite up to 14,694,000 IPO Shares as set out in Section 3.4 of this Prospectus.

The following are the salient terms contained in the Underwriting Agreement. The capitalised terms and numbering references used in this section shall have the respective meanings and numbering references as ascribed thereto in the Underwriting Agreement:-

- 1.1 Subject to the terms and conditions of the Underwriting Agreement, M&A Securities has agreed to underwrite 14,694,000 IPO Shares as set out in Section 3.4 of this Prospectus.
- 1.2 The obligations of the Underwriter under the Underwriting Agreement shall further be conditional upon ("Conditions Precedent"):
 - (a) The Underwriter being provided with such reports or confirmation and being satisfied on the Closing Date that:
 - (i) no material change or any development likely to result in a material adverse change in the financial position, business operations or conditions (financial or otherwise) of the Group taken as a whole from that subsequent to the date of the Underwriting Agreement; or
 - (ii) there has not occurred any event or the discovery of any facts or circumstances which would render any representations, warranties or undertakings in Clauses 3 and 4 materially untrue or inaccurate or

3. PARTICULARS OF OUR IPO (Cont'd)

result in a material breach of the Underwriting Agreement by the Company;

- (b) The Underwriter receiving a certificate in the form or substantially in the form contained in the Second Schedule (Certificate) of the Underwriting Agreement dated the Closing Date signed by the duly authorised officers of the Company stating inter alia that, to the best of their knowledge and belief, having made all reasonable enquiries, there has been no such change, development or occurrence as referred to in Clause 3 of the Underwriting Agreement;
- (c) The Underwriter receiving copies certified by a director or the company secretary of the Company to be a true and accurate copy and in full force and effect of a resolution of the directors:
 - (i) approving the Prospectus and the application forms, the Underwriting Agreement and the transactions contemplated by it;
 - (ii) authorising a person to sign and deliver the Underwriting Agreement on behalf of the Company;
- (d) The Underwriting Agreement being duly signed by all parties and stamped;
- (e) The Shares not being prohibited or impeded by any statute, order, rule, directive, guideline (whether or not having a force of law) or regulation promulgated by any legislative, executive or regulatory body or authority of Malaysia or any condition imposed by the regulators in approving the Issue Shares and all consents, approvals, authorisations or other orders required by the Company under such laws for or in connection with the Shares and/or the Listing and Quotation have been obtained and are in force on the Closing Date or the Underwriter being reasonably satisfied that the same will be in force on the Closing Date;
- (f) The Underwriter being satisfied that the Company has complied with and that the Shares are in compliance with the policies, guidelines and requirements of the SC and Bursa Securities and all revisions, amendments and/or supplements to it;
- (g) The FTSE Bursa Malaysia Kuala Lumpur Composite Index being not lower than ninety percent (90%) of the level of the Index for at least three (3) consecutive Market Days between the date of the Underwriting Agreement and the Closing Date, both dates inclusive;
- (h) There being no breach of and/or failure to perform any of the terms and/or the undertakings contained in the Underwriting Agreement by the Company;
- (i) SC having registered the Prospectus;
- (j) the offering of the Shares having been approved by SC and any other relevant authority or authorities and remaining in full force and effect and that all Conditions Precedent to the approvals (except for any which can only be complied with after the Retail Offering has been completed) have been complied with;
- (k) The Underwriting Agreement having become unconditional in all respects (save for any condition requiring the Underwriting Agreement to be

3. PARTICULARS OF OUR IPO (Cont'd)

- unconditional) and not having been terminated or rescinded pursuant to the provisions thereof and upon the Underwriter's (in this regard, in its capacity as the placement agent for the Placement Shares) receipt of the full subscription monies for the Placement Shares on or before the last date for payment of the Placement Shares;
- (l) the delivery to the Registrar of Companies of the Prospectus for registration in accordance with the requirements of Section 42 of the Act; and
 - (m) the launching of Prospectus taking place within three (3) months from the date of the Underwriting Agreement or such other later date as the Underwriter and the Company may from time to time agree in writing.
- 1.3 If after the conditions precedent in Clause 7.1 have been complied with and the Company decides not to proceed with the IPO, the Underwriter may treat itself as so released or discharged from its obligations and the provisions of Clause 9.2 shall apply.
- 1.4 The Underwriter may waive all or any of the conditions except for any required by a mandatory rule of law or a mandatory requirement of governmental, public or regulatory authorities in connection with the Underwriting Agreement.
- 1.5 If any of the conditions in Clauses 7.1(c), (d), (l) and / or (m) are not satisfied within three (3) months from the date of the Underwriting Agreement or such other later date as the Underwriter and the Company may from time to time agree in writing and / or if any of the conditions in Clauses 7.1(a), (b), (e) to (j) to the extent not waived are not satisfied by the Closing Date, the Underwriter after consultation with the Company shall be entitled to terminate the Underwriting Agreement pursuant to Clause 9 and thereafter the parties shall be released and discharged from their obligations hereunder but without prejudice to the rights of the Underwriter under Clause 9.2.
- 1.6 Notwithstanding anything contained in the Underwriting Agreement, the Underwriter may at any time on or before the Closing Date, terminate its obligations under the Underwriting Agreement if:-
- (a) in the reasonable opinion of the Underwriter, there shall have been such a change in national or international monetary, financial, political or economic conditions or exchange control or currency exchange rates that would materially prejudice the success of the IPO; or
 - (b) there shall have occurred, happened or come into effect any event or series of events beyond the reasonable control of the Underwriter (including but not limited to, acts of government, strikes, national disorder, declaration of a state of emergency, lockouts, fire, explosion, flooding, landslide, civil commotion, hurricanes/typhoons, tsunami, widespread diseases, acts of war, sabotage, acts of God etc) which would have, or can reasonably be expected to have, a material adverse effect on the business or the operations of the Company or the success of the IPO, or which is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms; or
 - (c) there shall be the imposition of any moratorium, suspension or material restriction on trading in all securities generally on Bursa Securities which would materially prejudice the success of the IPO; or

3. PARTICULARS OF OUR IPO (Cont'd)

- (d) there shall be any development, occurrence or any change or prospective change in or any introduction or prospective introduction of any legislation, regulation, policy, directive, guideline, ruling or any request or interpretation by the SC, or any other regulatory authority, whether or not having the force of law, or occurrence of any other nature, which will materially and adversely affect the Company and the success of the IPO, the business and/or prospects of the Company and/or the Group, or which is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms; or
 - (e) there is any government requisition or occurrence of any other nature which materially and adversely affects or will materially and adversely affect the business and/or financial position of the Company and/or the Group; or
 - (f) the FTSE Bursa Malaysia KLCI Index ("**Index**") is, at the close of normal trading on Bursa Securities, on any Market Day:-
 - (1) on or after the date of this Agreement; and
 - (2) prior to the allotment of the IPO Shares, lower than ninety percent (90%) of the level of the Index at the last close of normal trading on the relevant exchange on the Market Day immediately prior to such date and remains at or below that level for at least three (3) Market Days; or
 - (g) there is any breach by the Company of any of the representations, warranties and undertakings set forth in Clauses 3 and 4 which materially and adversely affects the success of the IPO, or which is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms; or
 - (h) there is any failure on the part of the Company to perform any of its obligations under the Underwriting Agreement; or
 - (i) there is any withholding by the Company of any information of a material nature from the Underwriter which will have or may reasonably be expected to have a material and adverse effect on the success of the IPO, the business and/or prospects of the Company and/or the Group, or which is likely to have the effect of making any material part of the Underwriting Agreement incapable of performance in accordance with its terms; or
 - (j) there is any material and adverse change to the business and/or financial position of the Company and/or the Group.
- 1.7 If the Underwriter terminates its obligation pursuant to Clauses 9.1, the parties shall be released and discharged from their respective obligations hereunder save for the Underwriter's rights to the following:
- (a) full payment of the Underwriting Commission;
 - (b) costs and expenses referred to in Clause 17.3(b) hereof (including late interest payment, if applicable); and
 - (c) right to be indemnified by the Company pursuant to Clause 5.

4. RISK FACTORS

NOTWITHSTANDING THE PROSPECTS OF OUR GROUP AS OUTLINED IN THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS (WHICH MAY NOT BE EXHAUSTIVE) THAT MAY HAVE A SIGNIFICANT IMPACT ON OUR FUTURE PERFORMANCE, IN ADDITION TO ALL OTHER RELEVANT INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, BEFORE MAKING AN APPLICATION FOR OUR IPO SHARES.

4.1 RISKS RELATING TO THE INDUSTRY IN WHICH OUR GROUP OPERATES

4.1.1 Global economic slowdown

Any widespread and/or prolonged economic slowdown would affect consumer and business confidence, and subsequently their propensity to spend. The uncertainty over the global economies, particularly resulting from the euro zone debt problem, may also impact the local economy. This slowdown would ultimately affect the demand for oil and gas supporting services.

However, various initiatives introduced by the Government such as the Economic Transformation Plan (ETP), particularly the implementation of various Entry Point Projects (EPP) under the oil, gas and energy banner will continue to provide opportunities for the oil and gas supporting services industry.

These initiatives are expected to generate domestic business activities and domestic consumption, which will in turn help counter the slowdown in the local economy.

(Source: Independent Assessment of the Oil and Gas Supporting Services Industry in Malaysia prepared by Vital Factor Consulting Sdn Bhd)

4.1.2 Sustained fall in the market price of hydrocarbons

Hydrocarbons, including crude petroleum and natural gas, are internationally traded commodities that are subject to price fluctuations. Geopolitical factors, economic conditions and unforeseen supply disruptions may also influence the market price of hydrocarbons.

Activities in the oil and gas industry are, to some degree, affected by fluctuations in the market price of hydrocarbons, for instance activities tend to increase during periods of sustained high hydrocarbon prices. This is due to elevated production activity, as well as increased activity in exploration and development. Conversely, activities tend to decline during periods of sustained low hydrocarbon prices. This is due to lower production activity, as well as temporarily reducing or shutting down production from reserves that are no longer commercially viable. Exploration activity, however, will still continue.

There is a risk that sustained low price of hydrocarbons will negatively affect activities in the oil and gas industry, leading to lower demand for oil and gas supporting services.

The Organization of the Petroleum Exporting Countries (OPEC), a grouping that includes many of the world's largest oil producing nations, has some influence on the price of oil through their control of a sizeable proportion of the world's production capacity and reserves.

Although the influence of OPEC over the market price of oil is not absolute, the grouping has a vested interest in ensuring that oil prices do not collapse, and as such are likely to actively attempt to sustain oil prices at an "acceptable" level.

(Source: Independent Assessment of the Oil and Gas Supporting Services Industry in Malaysia prepared by Vital Factor Consulting Sdn Bhd)

4. RISK FACTORS (Cont'd)

4.1.3 Depletion of hydrocarbon resources

All hydrocarbon deposits are non-renewable where it is not possible to regenerate hydrocarbons within a reasonable timeframe once they have been extracted. As such, hydrocarbon resources in all hydrocarbon-producing regions, including Malaysia, will eventually be depleted.

It is likely that demand for oil and gas supporting services in Malaysia will be affected should there be a decline in upstream activities brought about by the depletion of hydrocarbon resources.

The National Depletion Policy in Malaysia, which was introduced in 1980 to conserve oil and gas resources by imposing production limits, will ensure that extraction is carefully managed and sustainable over the long term.

The relatively long period of time before current reserves of hydrocarbons in Malaysia are expected to be completely depleted enables operators in the oil and gas industry, including oil and gas supporting services providers, to continue to provide their services locally and pursue new areas of growth including other industries and overseas markets.

In addition, current reserve estimates generally tend to be conservative and may underestimate the actual amount of hydrocarbons that are ultimately extracted, as they do not take into account the following:

- The existence of currently undiscovered hydrocarbon reserves;
- Technological advances that increases the amount of hydrocarbons that may be commercially extracted from existing reserves; and
- Technological advances that enable production from previously inaccessible regions.

As such, activities in the overall oil and gas industry may very well continue beyond the current estimated date of complete hydrocarbon reserve depletion.

(Source: Independent Assessment of the Oil and Gas Supporting Services Industry in Malaysia prepared by Vital Factor Consulting Sdn Bhd)

4.1.4 Changes in PETRONAS' Policy

A fundamental change in PETRONAS' policy with regards to regulating the oil and gas industry in Malaysia may come about through the liberalisation of the oil and gas industry.

PETRONAS may liberalise the oil and gas industry in Malaysia by:

- Removing licencing requirements for the provision of supporting products and services;
- Loosening licencing requirements such that it becomes easier to obtain a licence; and
- Allowing foreign suppliers to operate in Malaysia without the need to operate with a local partner and other restrictions.

Liberalising the oil and gas industry in this manner will negatively impact incumbent service providers by increasing competition in the industry.

4. RISK FACTORS (Cont'd)

Currently, operators that meet the licencing and registration requirements compete with other operators based on commercial, technological and other factors. In the event of any liberalisation, existing service providers would not be significantly worse off as they are already operating in a competitive environment.

(Source: Independent Assessment of the Oil and Gas Supporting Services Industry in Malaysia prepared by Vital Factor Consulting Sdn Bhd)

4.2 RISKS RELATING TO OUR GROUP

4.2.1 Dependency on major customers

We are dependent on our major customers, Petronas Carigali, Petrofac, ExxonMobil and Newfield:

- Petronas Carigali accounted for 16.84%, 69.41%, 66.37% and 59.72% of our total Group revenue for FYE 2011, FYE 2012, FYE 2013 and FYE 2014 respectively;
- Petrofac accounted for 1.63%, 11.35% and 12.38% of our total Group revenue for FYE 2011, FYE 2013 and FYE 2014 respectively;
- ExxonMobil accounted for 22.65%, 12.84% and 7.47% of our total Group revenue for FYE 2011, FYE 2012 and FYE 2013 respectively; and
- Newfield accounted for 4.08%, 0.33%, 0.36% and 10.55% of our total Group revenue for FYE 2011, FYE 2012, FYE 2013 and, FYE 2014 respectively.

There is a risk that losing these major customers may adversely affect our financial performance.

Sections 6.3.2 and 6.13 of this Prospectus detail our existing contracts with our major customers which will ensure our continued relationship with them for the near future. Nonetheless, there is no assurance that our dependency on these customers will not impact our future business performance.

4.2.2 Dependency on the Peninsular Malaysia HUC Contract

With an estimated work value of RM899 million (as set out in Section 6.3.2 of this Prospectus), our Group is dependent on the Peninsular Malaysia HUC Contract to provide offshore hook up and commissioning and topside major maintenance for production platforms located offshore peninsular Malaysia which was secured by us on 13 November 2013 and will expire in May 2018.

Our management foresees that the bulk of our future revenue up to 2018 shall be derived from this contract thus our dependency on this contract. The salient terms of this contract are set out in Section 6.13 of this Prospectus.

We are confident that with our proven track record, experience and our competitive advantages in the required fields of expertise, we are able to deliver or implement our works as set out in the contract without having any material delays in the contract resulting in the risk of termination of the Peninsular Malaysia HUC Contract.

Nevertheless, Petronas Carigali may at any time, terminate this contract without cause by giving 30 days prior written notice. The Peninsular Malaysia HUC Contract is non-exclusive and Petronas Carigali reserves the right to engage other contractors to perform similar or

4. RISK FACTORS (Cont'd)

identical scope of work and/or supply similar or identical goods at any time during the duration of the contract.

4.2.3 Dependency on experienced management and key personnel

The experiences, abilities and efforts of our existing Directors, key management team and technical personnel contribute to the continued success of our Group's business. Having a strong key management team is vital to maintain the quality of our Group's services whilst retaining the business confidence of our customers. The loss of any key personnel from lack of succession planning or replaced timely or an inability to attract and retain personnel can create an unfavourable or material impact on our Group's operations.

Our Group strives to minimise this risk by ensuring that it has the ability to retain the existing Directors, key management as well as technical personnel. Our Group recognises the importance of attracting and retaining the key personnel and have a human resource plan that include suitable remuneration packages, career development, training and development for all levels of staff besides plans for incentive schemes that serve to attract, motivate and retain key personnel.

Although our Group seek to limit and minimise this risk, though, there can be no assurance that the above measures will always be successful in retaining our Directors and key personnel or in ensuring a smooth transition or management succession plan should such key persons no longer be able to serve our Group.

4.2.4 Competition from existing competitors within the industry

Our Group faces competition from existing competitors within the industry we operate in. Some of these existing competitors have fundamentally similar capabilities and compete with each other on key attributes which include resource ability, competency, reliability, range of services provided, experiences as well as a good track record for timely completion of projects.

Although competition exists in the oil and gas supporting services industry, it is imperfect due to requirements for licencing and registration that partly inhibits totally free competition. In addition, there are numerous barriers to entry in the industry, including requirements of pre qualifications by customers based on technical compliance, capacity, proven track record, safety record and experiences in the required areas of expertise such as offshore hook up and commissioning.

Notwithstanding the competitive environment of the industry, our Group is confident that our competitive advantages, niches and strengths will give our Group the edge needed to maintain or secure more contracts and market share within the scope of offshore hook up and commissioning.

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4. RISK FACTORS (Cont'd)

4.3 RISKS RELATING TO THE INVESTMENT IN OUR SHARES

4.3.3 No prior market for our Shares

Prior to our Listing, there was no public trading for our Shares. Accordingly, there can be no assurance that an active market for our Shares will develop upon our Listing or, if developed, that such market will be sustained. Our IPO Price of RM1.10 per Share was determined after taking into consideration a number of factors including but not limited to our historical earnings, prospects and future plans, our financial and operating history and the market value of our assets. There can be no assurance that our IPO Price will correspond to the price at which our Shares will be traded on the Main Market of Bursa Securities upon or subsequent to our Listing or that an active market for our Shares will develop and continue upon or subsequent to our Listing.

The price at which our Shares will trade on the Main Market of Bursa Securities after our IPO may be influenced by a number of factors including, amongst others, the depth and liquidity of the market for our Shares, investors' individual perceptions of our Group, market and economic conditions.

4.3.4 Failure/delay in or abortion of our Listing

Our Listing is exposed to the risk that it may be aborted or delayed on the occurrence of any one or more of the following events:

- (a) The identified investors fail to subscribe for the portion of our IPO Shares;
- (b) Our Underwriter exercising its rights pursuant to the Underwriting Agreement discharging itself from their obligations therein; and
- (c) We are unable to meet the public shareholding spread requirement as determined by Bursa Securities, which is at least 25% of our total number of Shares for which listing is sought must be held by a minimum number of 1,000 public shareholders holding not less than 1,000 Shares each upon the completion of our IPO and at the point of our Listing.

In this respect, we will exercise our best endeavour to comply with the various regulatory requirements, including, *inter-alia*, the public shareholding spreads requirement in paragraph (c) above for our successful Listing. However, there can be no assurance that the abovementioned factors/events will not cause a delay in or non-implementation of our Listing.

Upon the occurrence of any of these events, investors will not receive any Shares and we will return in full without interest, all monies paid in respect of any application for our Shares within 14 days, failing which the provisions of sub-sections 243(2) and 243(6) of the CMSA will apply accordingly and we will be liable to repay the monies with interest at the rate of 10.0% per annum or such other rate as may be prescribed by the SC upon expiration of that period until full refund is made.

In the event our Listing is aborted and/or terminated, and our Shares have been allotted to the shareholders, a return of monies to all holders of our Shares could only be achieved by way of 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 of 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. There can be no assurance that such monies can be recovered within a short period of time or at all in such circumstances.

4. RISK FACTORS (Cont'd)

4.3.5 Dividend payment

Our Company, an investment holding company, derives its income mainly from dividends received from our subsidiaries. Hence, our ability to pay future dividend and our ability to sustain our dividend policy in the future are largely dependent on the performance of our subsidiary companies. In determining the size of any dividend recommendation, we will also take into consideration a number of factors, including but not limited to our financial performance, cash flow requirements, debt servicing and financing commitments, availability of distributable reserves and tax-exempt profits/tax credits, future expansion plans, loan covenants and compliance with regulatory requirements.

4.3.6 Continued control by our Promoters

Upon Listing, the Promoters will collectively hold a total of approximately 71.96% of our enlarged issued and paid-up share capital. Depending on how they choose to vote and because of their shareholdings, these shareholders will generally be expected to have significant influence on the outcome of certain matters requiring the vote of our shareholders unless they are required to abstain from voting by law and/or as required by the relevant authorities. Nevertheless, as a step towards good corporate governance, we have appointed 5 Independent Non-Executive Directors and set up an Audit Committee to ensure that, *inter-alia*, all future transactions involving related parties are entered into at arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment to our minority shareholders.

4.3.7 Trading price and volume of our Shares

The trading prices and volume of our Shares could be subject to fluctuations in response to various factors, some of which are not within our control and may be unrelated or disproportionate to our operating results. These factors may include variations in the results of our operations, changes in analysts' recommendations or projections, changes in general market conditions and broad market fluctuations.

In addition, the performance of Bursa Securities is very much dependent on external factors such as the performance of the regional and world bourses and the inflow or outflow of foreign funds. Sentiments are also largely driven by internal factors such as economic and political conditions of the country as well as the growth potential of the various sectors of the economy. These factors invariably contribute to the volatility of trading volumes witnessed on Bursa Securities, thus adding risks to the market price of our listed shares.

Nevertheless, the profitability of our Group is not dependent on the performance of Bursa Securities as the business activities of our Group have no direct correlation with the performance of securities listed on Bursa Securities.

4.3.8 Underwriting risk

14,694,000 IPO Shares are to be underwritten by the Underwriter. The underwriting commission is payable by our Group for our IPO Shares for the unsubscribed portion of our IPO Shares reserved for Malaysian Public and eligible Directors and employees. However, the agreement of the Underwriter to underwrite up to 14,694,000 IPO Shares should not be taken as an indication of the merits or assurance of the value of our IPO Shares.

4. RISK FACTORS (Cont'd)

4.4 OTHER RISKS

4.4.1 Political and economic risks

The performance of our Group is correlated to the overall economic and political conditions both domestically and internationally, as it is largely dependent on the performance of the oil and gas supporting services industry.

Like all other business entities, adverse developments in political, economic and regulatory conditions in Malaysia could unfavourably affect our financial position and business prospects. These risks include, among others, risks of war, changes in economic conditions, changes in interest rates and unfavourable changes in government policies such as introduction of new regulations, import duties and tariffs.

Our Group has taken efforts to diversify our range of services and markets as well as pre-empting certain regulations to mitigate any possible adverse impact on our Group from any adverse development in political, economic and regulatory authorities.

Whilst we strive to continue to take effective measures such as prudent financial management and efficient operating procedures, there is no assurance that adverse political, economic and regulatory factors will not materially affect our operations, financial performance and future prospects.

4.4.2 Forward-looking/prospective statements

Certain statements in this Prospectus are based on historical data which may not be reflective of future results and others are forward-looking in nature that are based on assumptions and subject to uncertainties and contingencies which may or may not be achievable. Whether such statements would ultimately prove to be accurate depends upon a variety of factors that may affect our businesses and operations, and such forward-looking statements also involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance and achievements, or industry results, to be materially different from any future results, plans, performances and achievements, expressed or implied, by such prospective statements. Although we believe that the expectations reflected in such future statements are reasonable at this time, there can be no assurance that such prospective statements or expectations will prove to be correct in the future. Any deviation from the expectations may have a material adverse effect on our business and financial performance.

The above is not an exhaustive list of challenges we are currently facing or that may develop in the future. Additional risks whether known or unknown, may in the future have a material adverse effect on us and/or our Shares.

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5. GENERAL INFORMATION ON OUR GROUP

5.1 INCORPORATION AND HISTORY

Carimin Petroleum Sdn Bhd was incorporated in Malaysia on 14 March 2012 under the Act as a private limited company and converted to a public limited company with our current assumed name on 21 December 2012.

We are an investment holding company whilst our subsidiaries' business activities centre on supporting the offshore oil and gas industry in Malaysia. We primarily provide offshore hook up and commissioning, production platform system maintenance and upgrading services including minor fabrication services. Our other business unit also includes manpower supply and equipment rental services.

Our Group, through our subsidiary, Carimin Airis, owns an AHTS vessel and we have an equity interest of 14% in SK Offshore, owning an AWB. In March 2014, we had entered into a Memorandum of Agreement to acquire an additional AWB, namely Carimin Acacia. Carimin Acacia is scheduled for delivery in June 2015.

Kindly refer to Section 6.1.1 of this Prospectus for detailed information regarding our history.

5.2 SHARE CAPITAL

Our authorised share capital is RM300,000,000 comprising 600,000,000 ordinary shares of RM0.50 each, of which RM86,589,000 comprising 173,178,000 Shares have been issued and fully paid-up as at the LPD.

The movements in our issued and paid-up share capital since the date of our incorporation are set out below:

Date of allotment	No. of Shares allotted	Par value	Consideration/Types of Issue	Cumulative issued and paid-up share capital
		RM		RM
14 March 2012	2	1.00	RM2/Subscribers' shares	2
8 January 2013	4	0.50	Not applicable/Share split	2
9 December 2013	36	0.50	RM18/Cash	20
1 July 2014	173,177,960	0.50	RM86,588,980/issued pursuant to the Acquisitions	86,589,000

Upon completion of our Public Issue, our enlarged issued and paid-up share capital will be increased to RM116,939,000 comprising 233,878,000 Shares.

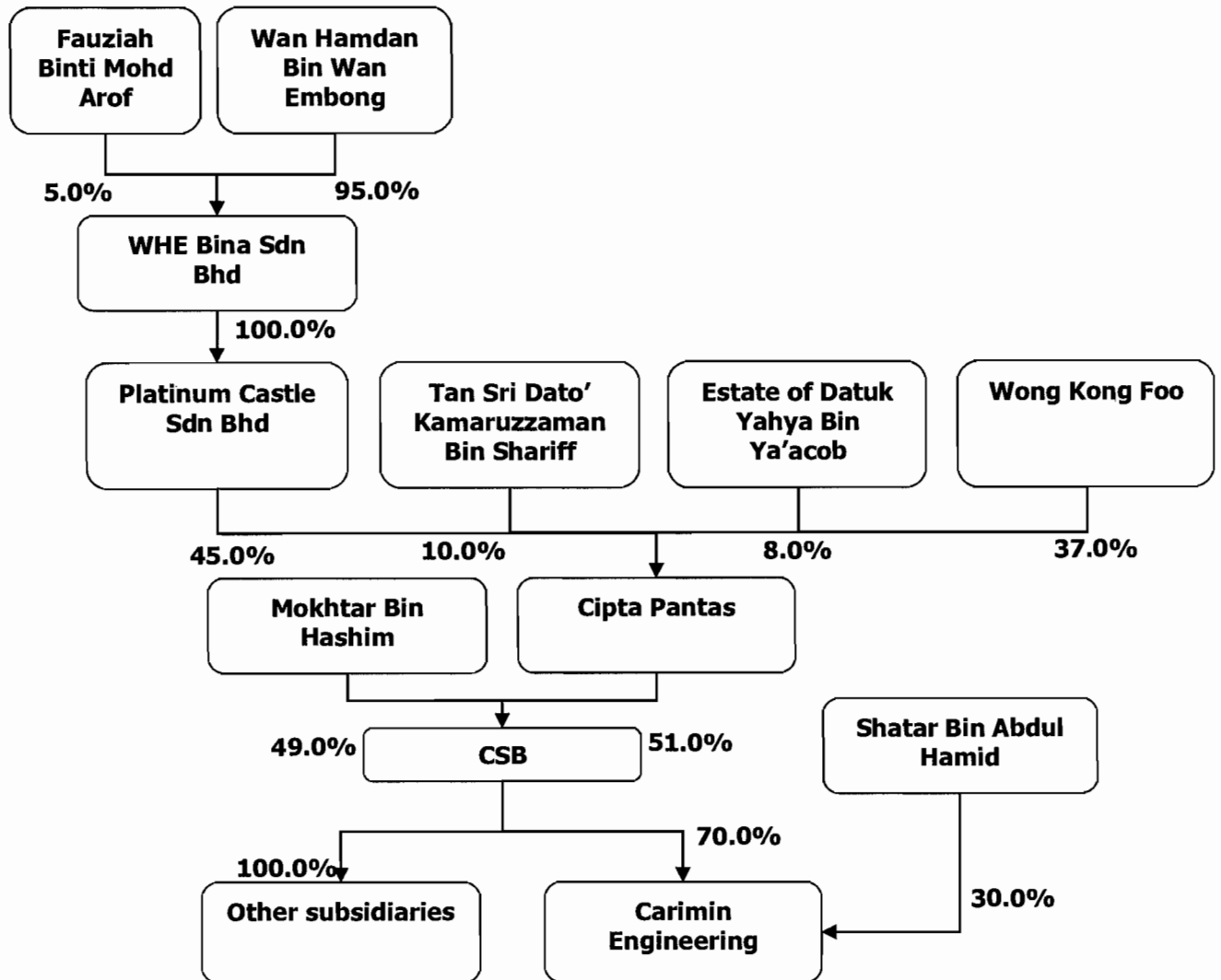
As at the LPD, we do not have any outstanding warrants, options or convertible securities in issue or any uncalled capital.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

5.3 ACQUISITIONS

In preparation for the listing of our Company on the Main Market of Bursa Securities we have undertaken the Acquisitions. Under the Acquisitions, our Company had entered into a share sale agreement on 9 December 2013 with Cipta Pantas, Mokhtar Bin Hashim and Shatar Bin Abdul Hamid to acquire CSB and Carimin Engineering.

Our Group structure prior to the Acquisitions is as follows:



5. GENERAL INFORMATION ON OUR GROUP (Cont'd)**5.3.1 Acquisition of CSB**

Prior to the implementation of the Acquisition of CSB, the shareholders of CSB were Mokhtar Bin Hashim (49.0% equity interest) and Cipta Pantas (51.0% equity interest). The acquisition of CSB involves the acquisition of 100% equity interest in CSB comprising 1,000,000 ordinary shares of RM1.00 each in CSB ("CSB Shares") from Mokhtar Bin Hashim and Cipta Pantas for a purchase consideration of RM78,637,361 satisfied via the issuance of 157,274,722 new CPB Shares at par to Mokhtar Bin Hashim and Cipta Pantas, in the following manner:

Vendors	No. of CSB Shares acquired	% of share capital	Purchase consideration ^ RM	No. of existing CPB Shares received *	No. of new CPB Shares received
Mokhtar Bin Hashim	490,000	49.00	38,532,307	20	77,064,614
Cipta Pantas	510,000	51.00	40,105,054	20	80,210,108
	1,000,000	100.00	78,637,361	40	157,274,722

Notes:

^ The total purchase consideration of RM78,637,361 for the entire equity interest in CSB was based on the audited NA of CSB as at 30 June 2013 of RM78,637,397.

* Prior to the implementation of the Acquisitions, the issued and paid-up share capital of CPB is RM20 comprising 40 CPB Shares. The existing 40 CPB Shares were held by Mazhar Bin Palil and Muhammad Hatta Bin Noah, each holding 20 CPB Shares. Concurrent with the implementation of the Acquisitions, the said 40 CPB Shares were transferred to Mokhtar Bin Hashim and Cipta Pantas on an equal basis. Thereafter, Mazhar Bin Palil and Muhammad Hatta Bin Noah ceased to be shareholders of CPB.

Resulting from the implementation of the Acquisition of CSB, 77,064,614 new CPB Shares were issued to Mokhtar Bin Hashim and 80,210,108 new CPB Shares were issued to Cipta Pantas. Thereafter, CSB became a wholly-owned subsidiary of CPB.

Upon receipt of the 80,210,108 new CPB Shares by Cipta Pantas pursuant to the Acquisition of CSB, Cipta Pantas proceeded to distribute 39,500,000 new CPB Shares received to its shareholders, namely Tan Sri Dato' Kamaruzzaman Bin Shariff and Platinum Castle Sdn Bhd in the following manner ("Distribution of CPB Shares"):

	No. of CPB Shares	%
New CPB Shares received by Cipta Pantas under the Acquisition of CSB	80,210,128	100.00
Less: Distribution of CPB Shares to:		
(i) Tan Sri Dato' Kamaruzzaman Bin Shariff	(7,000,000)	(8.73)
(ii) Platinum Castle Sdn Bhd	(32,500,000)	(40.52)
Total shares distributed	(39,500,000)	(49.25)
CPB Shares retained in Cipta Pantas	40,710,128	50.75

Upon completion of the Distribution of CPB Shares, the remaining 40,710,128 CPB Shares were retained by Cipta Pantas.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)**5.3.2 Acquisition of Carimin Engineering**

Prior to the implementation of the Acquisition of Carimin Engineering, the shareholders of Carimin Engineering were CSB (70.0% equity interest) and Shatar Bin Abdul Hamid (30.0% equity interest). The acquisition of Carimin Engineering involves the acquisition of 30% of the equity interest in Carimin Engineering comprising 1,500,000 ordinary shares of RM1.00 each in Carimin Engineering ("Carimin Engineering Shares") by CPB from Shatar Bin Abdul Hamid for a purchase consideration of RM7,951,619 satisfied via the issuance of 15,903,238 new CPB Shares at par, in the manner below:

Vendor	No. of Carimin Engineering Shares acquired	% of share capital	Purchase consideration ^ RM	No. of CPB Shares issued
Shatar Bin Abdul Hamid	1,500,000	30.0	7,951,619	15,903,238

Note:

^ The total purchase consideration of RM7,951,619 for the 30% equity interest in CSB was based on the 30% of the audited NA of Carimin Engineering as at 30 June 2013 of RM7,951,619.

Resulting from the implementation of the Acquisition of Carimin Engineering, 15,903,238 new CPB Shares were issued to Shatar Bin Abdul Hamid. Thereafter, Carimin Engineering became a wholly-owned subsidiary of CPB whereby 70% equity interest is held via CSB and 30% equity interest is held via CPB.

5.3.3 Basis of arriving at the purchase consideration for the Acquisitions

The total purchase consideration of RM86,588,980 for the Acquisitions was arrived based on a "willing-buyer willing-seller" basis after taking into consideration the audited NA of CSB and Carimin Engineering as at 30 June 2013.

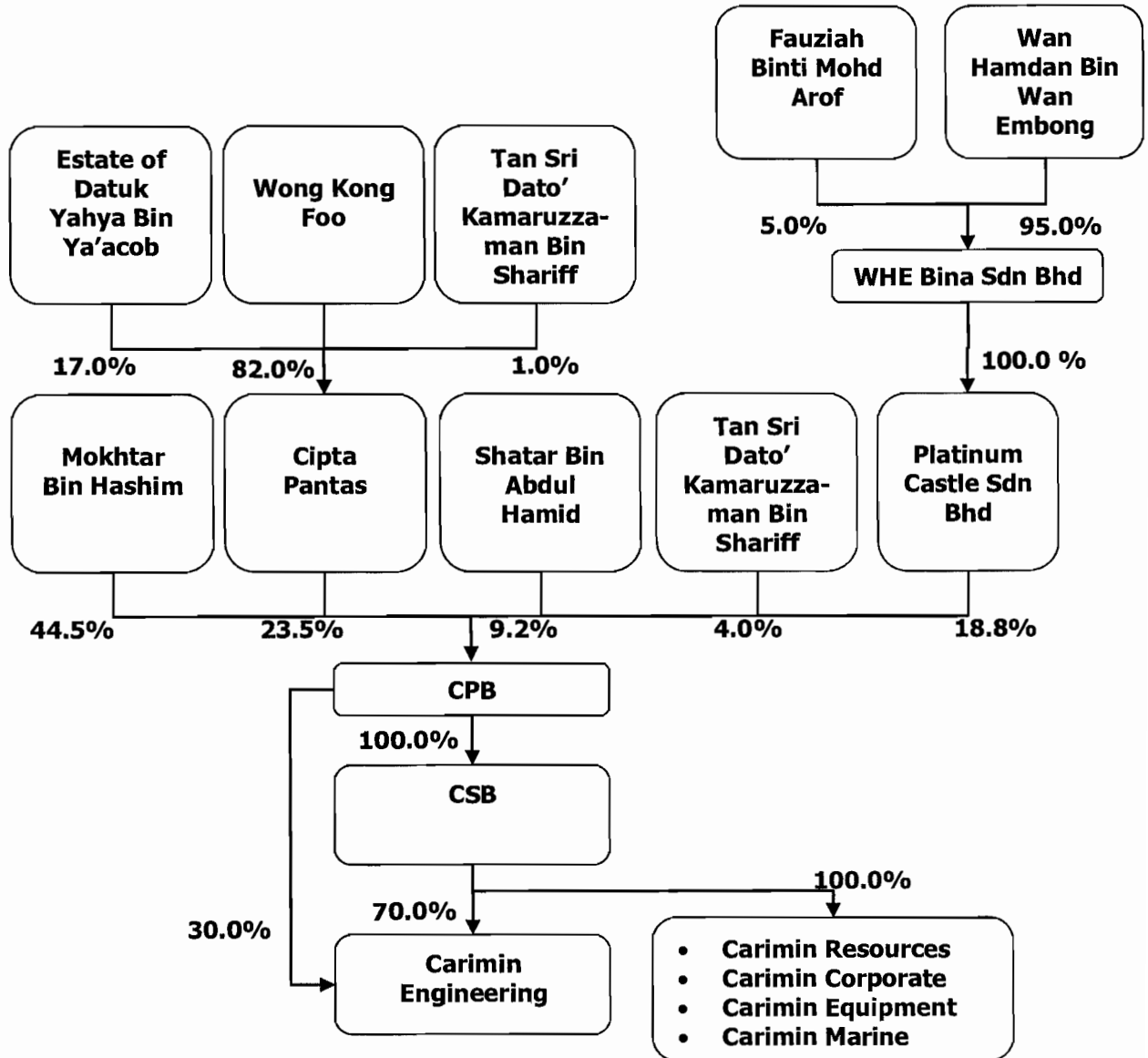
Details of the purchase consideration are as follows:

Company	% of equity interest acquired	Audited NA as at 30 June 2013 RM	Share of audited NA as at 30 June 2013 RM	Purchase consideration RM
CSB	100.0	78,637,397	78,637,397	78,637,361
Carimin Engineering	30.0	26,505,398	7,951,619	7,951,619
		105,142,795	86,589,016	86,588,980

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

The Acquisitions was completed on 1 July 2014. Thereafter, CSB and Carimin Engineering became our wholly-owned subsidiaries.

Our Group structure after the Acquisitions is as follows:



Effective Purchase Consideration of Carimin Engineering

The effective purchase consideration of 5,000,000 Carimin Engineering Shares from CSB and Shatar Bin Abdul Hamid is set out as follows:

- (i) Effective purchase consideration of 3,500,000 Carimin Engineering Shares from CSB (representing 70% equity interest in Carimin Engineering) was based on:

$$\begin{aligned}
 \text{NA per share} &= \frac{\text{RM18,553,779*}}{3,500,000 \text{ shares}} \\
 &= \text{RM5.30 per share}
 \end{aligned}$$

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

- (ii) Effective purchase consideration of 1,500,000 Carimin Engineering Shares from Shatar Bin Abdul Hamid (representing 30% equity interest in Carimin Engineering) was based on:

$$\begin{aligned} \text{NA per share} &= \frac{\text{RM7,951,619}^*}{1,500,000 \text{ shares}} \\ &= \text{RM5.30 per share} \end{aligned}$$

Note:

* Total NA of Carimin Engineering as at 30 June 2013 was RM26,505,398.

5.3.4 GROUP RE-ORGANISATION

On 9 December 2013, we had entered into a share sale agreement with our wholly-owned subsidiary, CSB to acquire the following subsidiaries from CSB:

Companies	Equity interest acquired %	Issued and paid-up share capital RM	Purchase consideration RM
Carimin Resources	100	10	10
Carimin Corporate	100	10	10
Carimin Equipment	100	1,000,000	1,000,000
Carimin Engineering	70	5,000,000	3,500,000
Carimin Marine	100	1,000,000	1,000,000
Total			5,500,020

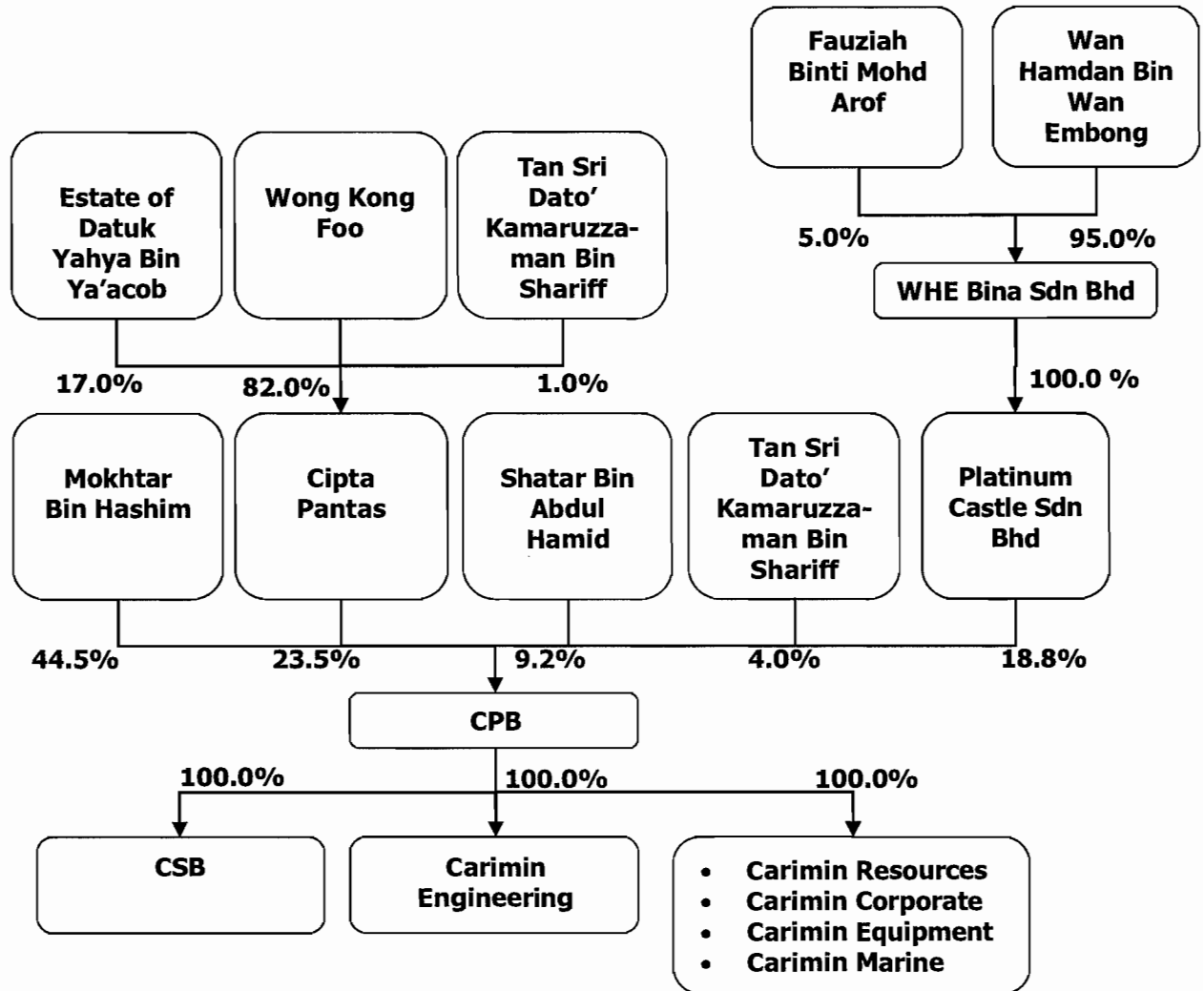
The effective purchase consideration for the acquisition of these subsidiaries is based on the respective subsidiaries' issued and paid-up share capital, the rationale being that there is no change in the effective control of these subsidiaries as a result of this Group re-organisation.

Our Group re-organisation was completed on 1 July 2014. Thereafter, these companies became our direct subsidiaries.

Upon completion of the re-organisation, CPB has accumulated losses arising from the acquisition of subsidiaries amounting RM14.4 million. As such, sufficient dividends have been declared by CSB to CPB such that the retained earnings position of CPB is positive and that CPB is able to declare dividends.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Our Group structure as at the LPD (after the re-organisation) and prior to our IPO is diagrammatically summarised below:



5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

5.4 LISTING SCHEME

In conjunction with, and as an integral part of our Listing, we shall implement the following:

(i) Public Issue

Pursuant to our Public Issue, we shall issue 60,700,000 new Shares at our IPO Price to be allocated in the following manner:

- (a) 11,694,000 Issue Shares will be made available for application by the Malaysian Public, to be allocated via balloting;
- (b) 3,000,000 Issue Shares made available to our eligible Directors and employees; and
- (c) 46,006,000 Issue Shares by way of private placement to identified investors.

The Issue Shares shall rank *pari passu* in all respects with our existing issued Shares including the voting rights and will be entitled to all rights and dividends and other distributions, the entitlement date of which are subsequent thereof.

Upon completion of our Public Issue, our issued and paid-up share capital will increase from RM86,589,000 comprising 173,178,000 Shares to RM116,939,000 comprising 233,878,000 Shares.

(ii) Offer for Sale

Concurrent with our Listing, our Offerors, namely Mokhtar Bin Hashim and Platinum Castle Sdn Bhd will undertake an offer for sale of 5,890,000 Shares at our IPO Price, representing approximately 2.52% of our enlarged issued and paid-up share capital to identified investors.

(iii) Listing

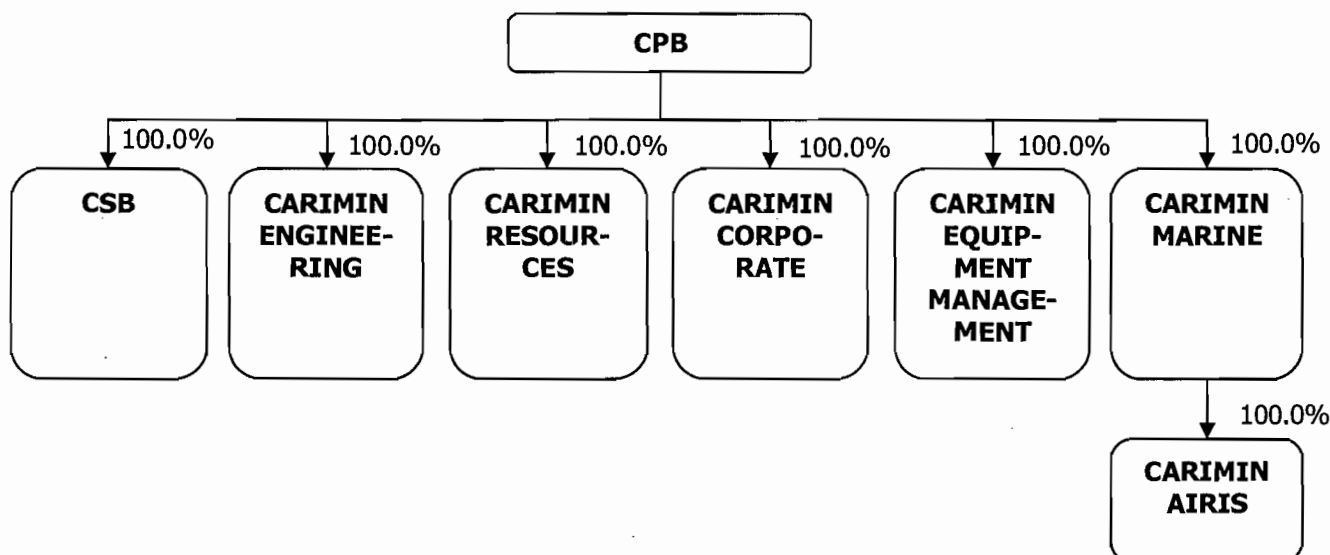
Upon completion of our IPO, our Company's entire enlarged issued and paid-up share capital of RM116,939,000 comprising 233,878,000 Shares shall be listed on the Main Market of Bursa Securities.

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5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

5.5 SUBSIDIARY COMPANIES

Our corporate group structure as at the LPD is as follows:



All of our subsidiaries are wholly-owned by our Company. As at the LPD, we do not have any associated companies. Details of our subsidiaries are summarised as follows:

Company	Date/ Place of incorporation	Date of commencement of business	Authorised share capital RM	Issued and paid-up share capital RM	Equity interest %	Principal activities
CSB	2 May 1989/ Malaysia	May 1990	1,000,000	1,000,000	100.00	Provision of inspection services, project management support services including sourcing for consultants, technical professionals, engineers, skilled personnel and other quality assurance services.
Carimin Engineering	20 September 2005/ Malaysia	January 2006	5,000,000	5,000,000	100.00	Provision of offshore hook up and commissioning services, maintenance, engineering and minor fabrication services for offshore and onshore structures.
Carimin Resources	24 December 2010/ Malaysia	-	1,000,000	10	100.00	Presently dormant. Its intended business is the provision of project and data management services for our Group.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Date/ Place of incorporation	Date of commencement of business	Authorised share capital RM	Issued and paid-up share capital RM	Equity interest %	Principal activities
Carimin Corporate	24 November 2010/ Malaysia	June 2013	1,000,000	10	100.00	Provision of corporate, management and support services such as finance, human resource and administration services for the operations of our Group.
Carimin Equipment	24 November 2010/ Malaysia	May 2011	5,000,000	1,000,000	100.00	Provision of equipment and tools for offshore and onshore works in the oil and gas industry.
Carimin Marine	16 August 2011/ Malaysia	September 2011	1,000,000	1,000,000	100.00	Provision of marine related offshore and onshore support services in the oil and gas industry which includes charter of offshore support vessels.

Held through Carimin Marine

Carimin Airis	7 June 2013/ Malaysia	June 2013	5,000,000	5,000,000	100.00	Provision of marine related offshore and onshore support services in the oil and gas industry which includes charter of offshore support vessels.
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5.5.1 CSB**(a) History and business**

CSB was incorporated in Malaysia under the Act on 2 May 1989 as a private limited company under its present name. CSB is principally engaged in the provision of inspection services, project management support services including sourcing for consultants, technical professionals, engineers, skilled personnel and other quality assurance services.

There have been no material changes in the manner in which CSB conducts its business or activities since the last 3 years prior to the LPD.

(b) Share capital

CSB's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up. The movements in issued and paid-up share capital of CSB since its incorporation are as follows:

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Date of allotment	No. of shares allotted	Par value	Consideration/ Types of issue	Cumulative issued and paid-up share capital
		RM		RM
2 May 1989	2	1.00	RM2/Subscribers' shares	2
9 July 1990	99,998	1.00	^RM99,998/ Otherwise than cash	100,000
24 November 1992	200,000	1.00	RM200,000/Cash	300,000
15 July 1993	410,000	1.00	RM410,000/Cash	710,000
7 June 1994	290,000	1.00	RM290,000/Cash	1,000,000

Note:

^ Issued as consideration for the acquisition of the assets and liabilities of Syarikat Hussin Enterprise.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in CSB.

(c) Substantial shareholders and Directors

CSB is our wholly-owned subsidiary and the Directors are Tan Sri Dato' Kamaruzzaman Bin Shariff and Mokhtar Bin Hashim.

(d) Subsidiaries and associated companies

As at the LPD, CSB does not have any subsidiaries and/or associated companies.

5.5.2 Carimin Engineering**(a) History and business**

Carimin Engineering was incorporated in Malaysia under the Act on 20 September 2005 as a private limited company under its present name. Carimin Engineering is principally engaged in the provision of offshore hook up and commissioning services, maintenance, engineering and minor fabrication services for offshore and onshore structures.

There have been no material changes in the manner in which Carimin Engineering conducts its business or activities since the last 3 years prior to the LPD.

(b) Share capital

Carimin Engineering's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which 5,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up. The movements in issued and paid-up share capital of Carimin Engineering since its incorporation are as follows:

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Date of allotment	No. of shares allotted	Par value	Consideration/ Types of issue	Cumulative issued and paid-up share capital
		RM		RM
20 September 2005	10	1.00	RM10/Subscribers' shares	10
8 May 2006	235,560	1.00	RM235,560/Cash	235,570
19 April 2007	68,500	1.00	RM68,500/Cash	304,070
6 March 2008	695,930	1.00	^RM695,930/Otherwise than cash	1,000,000
6 May 2010	4,000,000	1.00	^RM4,000,000/Otherwise than cash	5,000,000

Note:

^ Capitalisation of retained profits of Carimin Engineering.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Carimin Engineering.

(c) Substantial shareholders and Directors

Carimin Engineering is our wholly-owned subsidiary. Carimin Engineering's Directors are Mokhtar Bin Hashim, Shatar Bin Abdul Hamid and Abd Hakim Bin Asmaun.

(d) Subsidiaries and associated companies

As at the LPD, Carimin Engineering does not have any subsidiaries and/or associated companies.

5.5.3 Carimin Resources**(a) History and business**

Carimin Resources was incorporated in Malaysia under the Act on 24 December 2010 as a private limited company under its present name. Carimin Resources is presently dormant. Its intended business is the provision of project and data management services for our Group.

(b) Share capital

Carimin Resources's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 10 ordinary shares of RM1.00 each have been issued and fully paid-up. The movements in issued and paid-up share capital of Carimin Resources since its incorporation are as follows:

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Date of allotment	No. of shares allotted	Par value	Consideration/ Types of issue	Cumulative issued and paid-up share capital
		RM		RM
24 December 2010	10	1.00	RM10/Subscribers' shares	10

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Carimin Resources.

(c) Substantial shareholders and Directors

Carimin Resources is our wholly-owned subsidiary. Its Directors are Mokhtar Bin Hashim and Muhammad Hatta Bin Noah.

(d) Subsidiaries and associated companies

As at the LPD, Carimin Resources does not have any subsidiaries and/or associated companies.

5.5.4 Carimin Corporate**(a) History and business**

Carimin Corporate was incorporated in Malaysia under the Act on 24 November 2010 as a private limited company under its present name. Its principal activities are provision of corporate, management and support services such as finance, human resource and administration services for the operations of our Group.

(b) Share capital

Carimin Corporate's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 10 ordinary shares of RM1.00 each have been issued and fully paid-up. The movements in issued and paid-up share capital of Carimin Corporate since its incorporation are as follows:

Date of allotment	No. of shares allotted	Par value	Consideration/ Types of issue	Cumulative issued and paid-up share capital
		RM		RM
24 November 2010	10	1.00	RM10/Subscribers' shares	10

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Carimin Corporate.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)**(c) Substantial shareholders and Directors**

Carimin Corporate is our wholly-owned subsidiary. Its Directors are Mokhtar Bin Hashim and Mad Daud Bin Sukarmin.

(d) Subsidiaries and associated companies

As at the LPD, Carimin Corporate does not have any subsidiaries and/or associated companies.

5.5.5 Carimin Equipment**(a) History and business**

Carimin Equipment was incorporated in Malaysia under the Act on 24 November 2010 as a private limited company under its present name. Its principal activities are provision of equipment and tools for offshore and onshore works in the oil and gas industry.

(b) Share capital

Carimin Equipment's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up. The movements in issued and paid-up share capital of Carimin Equipment since its incorporation are as follows:

Date of allotment	No. of shares allotted	Par value	Consideration/ Types of issue	Cumulative issued and paid-up share capital
		RM		RM
24 November 2010	10	1.00	RM10/Subscribers' shares	10
28 June 2012	999,990	1.00	^RM999,990/Otherwise than cash	1,000,000

Note:

^ Capitalisation of amount owing to CSB.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Carimin Equipment.

(c) Substantial shareholders and Directors

Carimin Equipment is our wholly-owned subsidiary. Its Directors are Mokhtar Bin Hashim and Mad Daud Bin Sukarmin.

(d) Subsidiaries and associated companies

As at the LPD, Carimin Equipment does not have any subsidiaries and/or associated companies.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)**5.5.6 Carimin Marine****(a) History and business**

Carimin Marine was incorporated in Malaysia under the Act on 16 August 2011 as a private limited company under its present name. Its principal activities are provision of marine related offshore and onshore support services in the oil and gas industry which includes charter of offshore support vessels.

(b) Share capital

Carimin Marine's present authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up. The movements in issued and paid-up share capital of Carimin Marine since its incorporation are as follows:

Date of allotment	No. of shares allotted	Par value	Consideration/ Types of issue	Cumulative issued and paid-up share capital
		RM		RM
16 August 2011	2	1.00	RM2/Subscribers' shares	2
28 June 2012	999,998	1.00	^RM999,998/ Otherwise than cash	1,000,000

Note:

^ Capitalisation of amount owing to CSB.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Carimin Marine.

(c) Substantial shareholders and Directors

Carimin Marine is our wholly-owned subsidiary. Its Directors are Mokhtar Bin Hashim and Muhammad Hatta Bin Noah.

(d) Subsidiaries and associated companies

As at the LPD, Carimin Marine's wholly-owned subsidiary is Carimin Airis, details of which are set out below. Carimin Marine does not have any associated companies.

5.5.6.1 Carimin Airis**(a) History and business**

Carimin Airis was incorporated in Malaysia under the Act on 7 June 2013 as a private limited company under its present name. Its principal activities are provision of marine related offshore and onshore support services in the oil and gas industry which includes charter of offshore support vessels.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)**(b) Share capital**

Carimin Airis's present authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which 5,000,000 ordinary shares of RM1.00 each have been issued and fully paid-up. The movements in issued and paid-up share capital of Carimin Airis since its incorporation are as follows:

Date of allotment	No. of shares allotted	Par value	Consideration/ Types of issue	Cumulative issued and paid-up share capital
		RM		RM
7 June 2013	3	1.00	RM3/Subscribers' shares	3
17 September 2013	4,999,997	1.00	^RM4,999,997/Otherwise than cash	5,000,000

Note:

^ Allotment of shares to Carimin Marine resulted from the capitalisation of amount owing to CSB.

As at the LPD, there are no outstanding warrants, options, convertible securities or uncalled capital in Carimin Airis.

(c) Substantial shareholders and Directors

Carimin Airis is wholly-owned by Carimin Marine. Its Directors are Mokhtar Bin Hashim, Mazhar Bin Palil and Mad Daud Bin Sukarmin.

(d) Subsidiaries and associated companies

As at the LPD, Carimin Airis does not have any subsidiaries and/or associated companies.

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5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

5.6 MAJOR APPROVALS AND LICENCES

The details of major approvals and licences granted to or held by us are as follows:

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
CSB	PETRONAS Licence No.: 181710-U	Licence for supply of equipment and services to exploration companies and producer of oil and gas in Malaysia	7 October 2011	1 December 2011 to 30 November 2014	<p>(1) This company is required to register, obtain licence, permit or approval from the relevant authorities to provide services or supply equipment or material in connection with this company's operations or activities.</p> <p>(2) This licence is not transferrable to any other company or party.</p> <p>(3) This licence shall be terminated if the company is in the process of liquidation, winding-up or dissolution.</p> <p>(4) This company shall inform PETRONAS of any changes on the company's position such as equity ownership, board of Directors and management personnel within 14 days of such changes. Failure to comply shall result in the licence being terminated.</p> <p>(5) This company is not allowed to engage another company as its principal, agent, sub-contractor or otherwise to provide any services or supply of any facilities, fittings or equipment on its behalf without obtaining the prior written consent of PETRONAS.</p> <p>(6) Action will be taken against this company if</p>	Complied

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
					<p>PETRONAS is of the opinion that this company does one or more of the following matters:</p> <ul style="list-style-type: none"> (a) Fails to complete the assigned work; (b) Fails to perform its contractual obligations or any other obligations under the law towards the partners, principal, agent, sub-contractor and others; (c) Receives garnishee order; (d) Faces bankruptcy proceedings; (e) Cannot be traced by its last address; (f) Sub-contracting work to other contractor without the written permission of PETRONAS; (g) Rejects any contract or tender given; (h) Entering into or accepting contract or tender during the period in which the licence is suspended; (i) Providing false, inaccurate or misleading information; (j) Non-compliance with regulations and tender ethics including but not limited to sending "surat layang", bribing or lobbying; and (k) Engaging in activities that are inappropriate with this licence. <p>(7) According to Regulation 9 of Petroleum Rules 1974, any person who commences or continues any business or service mentioned in Regulation 3 of Petroleum Rules 1974 without a licence or fails to comply with any condition of any such licence shall be guilty of an offence and shall on conviction be</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
					<p>liable to a fine not exceeding fifty thousand ringgit or to imprisonment for a term not exceeding 2 years or to both and in the case of a continuing offence he shall be liable to a further fine of one thousand ringgit for each day or part of a day during which the offence continues after the first day in respect of the conviction is recorded.</p> <p>(8) This company whether on its own, through its workers, directors, agents or employees: (a) is not allowed to use the PETRONAS old drop logo or the word PETRONAS or use any signs, logo or words or use the typeface, font, form or colour which is similar to the trade marks owned or used by PETRONAS or its subsidiaries ("PETRONAS trade marks") in any manner whatsoever whether in printed materials, web sites or "papan tangan"; and (b) is not allowed to do anything or in any manner whatsoever directly or indirectly admit that it is a partner or is connected with PETRONAS and/or its subsidiaries save and except this company is permitted to use the reference "CSB is licensed by PETRONAS License No 181710-U under Rule 3 Petroleum Rules 1974".</p> <p>(9) The company shall comply with the minimum requirements as stipulated in the "Minimum Technical Requirement" (MTR) before 30 March 2014 and submit an official letter stating the purpose to</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
CSB	Ministry of Finance, Malaysia Registration No.: 357-02004604	Company Registration Certificate by the Ministry of Finance, Malaysia in the field of supplies and services as follows: (a) Marine equipment (b) Marine devices (c) Heavy machinery/vehicle/machinery (d) Labour contract (e) Instructors	31 March 2012	31 March 2012 to 30 March 2015	<p>comply with the MTR requirements and the relevant categories code. Failure to do so shall cause the company to be de-listed from the "List of Licensed/Registered Companies (LLRC)" PETRONAS for the relevant field.</p> <p>(10) The company shall comply with the minimum requirements as stipulated in the "Minimum Technical Requirement" (MTR) before 30 May 2014 and submit an official letter stating the purpose to comply with the MTR requirements and the relevant categories code. Failure to do so shall cause the company to be de-listed from the "List of Licensed/Registered Companies (LLRC)" PETRONAS for the relevant field.</p>	Complied
					<p>(1) Any change on the said information shall be updated via online in "<i>Modul Kemaskini Profil</i>" at www.eperolehan.gov.my within 21 days from the date of change and any failure to do so shall lead to actions under item (4).</p> <p>(2) This company shall submit all information within the period given as and when required by the Ministry of Finance, Malaysia. Failure to do so shall lead to actions under item (4).</p> <p>(3) This company shall ensure that the field registered in</p>	Complied

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
		(f) Data entry/software testing, (g) Production surface well testing and wire line services			<p>the certificate does not overlap with the field that has been approved to any company as follows:</p> <p>(a) having the same owner or board of directors, management personnel and employees; or</p> <p>(b) operating at the same premises.</p> <p>(4) The Ministry of Finance has the right to visit or conduct an audit at any time without any prior notice. Failure to obey the conditions of registration, the field code and/or the company's registration may be suspended/terminated and the company, owner as well as the board of directors/director shall be subject to disciplinary action including being blacklisted without any prior notice in the event any false information is found to have been given.</p> <p>(5) The newly registered company is not allowed to make any changes on ownership or directorship within 6 months from the date of registration.</p> <p>(6) Failure of the company to renew its registration 1 year after the expiry date of the registration will lead to the cancellation of the registration of the company with the Ministry of Finance Malaysia and shall be automatically removed from the "Sistem ePerolehan". The company shall thereafter have to make a new application.</p> <p>(7) The registration of this company will be</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
					<p>suspended/cancelled if the company is found to have committed the following offences:</p> <p>(a) Company/owner/partnership/director/any of the management member has committed a crime and is found guilty by the Court in Malaysia or overseas or suffers civil liability.</p> <p>(b) The company withdraws the offer before the tender is considered or rejects the offer after the offer has been made.</p> <p>(c) The company fails to perform the contractual obligations signed with the Government.</p> <p>(d) The company is found to have amended the Company Registration Certificate for the purpose of cheating or for any other purposes.</p> <p>(e) The company allows the Company Registration Certificate to be abused by any other individual or company.</p> <p>(f) The company is found to have committed price-fixing with other companies during the submission of Government tender or sub-contract without the prior consent from the Government agency concerned.</p> <p>(8) The company shall present the application to renew 3 months before the registration's expiry date.</p> <p>(9) An Application which is accepted after the registration's expiry date shall be considered as a new registration.</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
CSB	Royal Malaysia Customs Licence No. W10-CP-01000138/01	Service tax	7 February 2013	Nil	(10) Any act or attempt of corruption in offering or giving, soliciting or accepting any gratification to or from any person in relation to government procurement is a criminal offence under Malaysian Anti-Corruption Commission Act 2009.	Not applicable
CSB	Bureau Veritas Certification (Malaysia) Sdn Bhd Certificate No.: QMS130187	ISO 9001:2008 Scope of supply: Provision of manpower supply for oil and gas industry	8 May 2014	8 May 2014 to 8 May 2017	None	Not applicable
CSB	Bureau Veritas Certification (Malaysia) Sdn Bhd Certificate No.: Q130339	ISO 9001:2008 Scope of supply: Provision of manpower supply for oil and gas industry	8 May 2014	8 May 2014 to 8 May 2017	None	Not applicable

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
Carimin Engineering	PETRONAS Licence No. 710356-T	Licence for supply of equipment and services to exploration companies and producer of oil and gas in Malaysia	28 August 2012	17 August 2012 to 16 August 2015	<p>(1) This company is required to register, obtain licence, permit or approval from the relevant authorities to provide services or supply equipment or material in connection with this company's operations or activities.</p> <p>(2) This licence is not transferrable to any other company or party.</p> <p>(3) This licence shall be terminated if the company is in the process of liquidation, winding-up or dissolution</p> <p>(4) This company shall inform PETRONAS of any changes on the company's position such as equity ownership, board of directors and management staff within 14 days of the changes. Failure to do so will result in the licence being cancelled.</p> <p>(5) This company is not allowed to engage another company as principal, agent, subcontractor or otherwise to provide any services or supply any facilities or equipment on its behalf without obtaining the prior written consent of PETRONAS.</p> <p>(6) Action will be taken against the company if in the opinion of PETRONAS, the company does one or more of the following matters:</p>	Complied

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
					<p>(a) Fails to complete the assigned work;</p> <p>(b) Fails to perform contractual obligation or any other obligations under the law towards the partners, principal, agent, sub-contractor and etc;</p> <p>(c) Receives garnishee order;</p> <p>(d) Faces bankruptcy proceedings;</p> <p>(e) Cannot be traced by its last address;</p> <p>(f) Sub-contracting of contract work to other contractor without the written permission of PETRONAS;</p> <p>(g) Rejects any contract or tender given;</p> <p>(h) Entering into or accepting contract or tender during the period in which the licence is suspended;</p> <p>(i) Providing false, inaccurate or misleading information;</p> <p>(j) Non-compliance with regulations and tender ethics including but not limited to sending "surat layang", bribing or lobbying; and</p> <p>(k) Engaging in activities that are inappropriate with this licence.</p> <p>(7) According to Regulation 9 of Petroleum Rules 1974, any person who commences or continues any business or service mentioned in Regulation 3 of Petroleum Rules 1974 without a licence or fails to comply with any condition of any such licence shall</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
					<p>be guilty of an offence and shall on conviction be liable to a fine not exceeding fifty thousand ringgit or to imprisonment for a term not exceeding 2 years or to both and in the case of a continuing offence he shall be liable to a further fine of one thousand ringgit for each day or part of a day during which the offence continues after the first day in respect of the conviction is recorded.</p> <p>(8) This company whether on its own, through its workers, directors, agents or employees:</p> <p>(a) is not allowed to use the PETRONAS oil drop logo or the word PETRONAS or use any signs, logo or words or use the typeface, font, form or colour which is similar to the trade marks owned or used by PETRONAS or its subsidiaries ("PETRONAS trade marks") in any manner whatsoever whether in printed materials, web sites or "papan tangan"; and</p> <p>(b) is not allowed to do anything or in any manner whatsoever directly or indirectly admit that it is a partner or is connected with PETRONAS and/or its subsidiaries save and except this company is permitted to use the reference "Carimin Engineering is licensed by PETRONAS License No 710356-T under Rule 3 Petroleum Rules 1974".</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
Carimin Engineering	Construction Industry Development Board ("CIDB") Certificate No.: 0120070425-	Registration with CIDB pursuant to Part VI of Lembaga Pembinaan Industri Pembinaan Malaysia Act 1994	1 August 2013	31 July 2016	<p>(9) The company shall comply with the minimum requirements as stipulated in the "Minimum Technical Requirement" (MTR) before 30 March 2014 and submit an official letter stating the purpose to comply with the MTR requirements and the relevant categories code. Failure to do so shall cause the company to be de-listed from the "List of Licensed/Registered Companies (LLRC)" PETRONAS for the relevant field.</p> <p>(10) The company shall comply with the minimum requirements as stipulated in the "Minimum Technical Requirement" (MTR) before 30 May 2014 and submit an official letter stating the purpose to comply with the MTR requirements and the relevant categories code. Failure to do so shall cause the company to be de-listed from the "List of Licensed/Registered Companies (LLRC)" PETRONAS for the relevant field.</p>	
					<p>(1) This Certificate is not transferable.</p> <p>(2) The board reserve the right to review the contractor's registration grade from time to time.</p> <p>(3) This contractor shall comply with the provisions of Lembaga Pembinaan Industri Pembinaan Malaysia Act 1994, regulations made thereunder and any terms, conditions or restrictions imposed by the</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
	TR113381				<p>board from time to time.</p> <p>(4) This contractor is prohibited from participating in any tender or carry out any construction work upon expiration of this Certificate until the same has been renewed.</p> <p>(5) This contractor is prohibited from undertaking any construction project which is beyond the construction value as stated in the registration grade and shall not conduct any construction beyond the registration category.</p> <p>(6) This contractor shall submit information in relation to any construction work or contract within 1 month from the date of award.</p> <p>(7) This contractor shall submit any information required by the board from time to time.</p> <p>(8) This contractor shall display this Registration Certificate which is issued by the board or a copy of the same which is acknowledged by the board at the place of business.</p> <p>(9) This contractor shall display the registration number at the signage board at every construction venue.</p> <p>(10) The contractor shall make an application for renewal</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
					<p>within 6 months before the Certificate's expiry date. Any application accepted by the board 30 days later but before the Certificate's expiry date shall be imposed with penalty of maximum RM200.00 reason being late for renewal.</p> <p>(11) This contractor shall follow all requirements stated in the "<i>Kod Etika Kontraktor</i>".</p> <p>(12) The registration of contractor shall be cancelled, suspended or withdrawn if:</p> <ul style="list-style-type: none"> (a) The contractor fails to comply with any other written requirements; (b) The contractor has been adjudged bankrupt; (c) The winding up petition related to the contractor has been served; (d) The contractor breaches or fails to comply with any provisions of the <i>Lembaga Pembinaan Industri Pembinaan Malaysia Act 1994</i>; (e) The contractor has obtained the certificate by making or cause to be made any false or fraudulent declaration, certification or representation in writing or otherwise; (f) The contractor leaves any construction works undertaken without any reasonable cause; or (g) The contractor is found guilty of negligence by the court or any board of inquiry constituted 	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
Carimin Engineering	Ministry of Finance, Malaysia Certificate No.: 357-02093921	Company Registration Certificate by the Ministry of Finance, Malaysia in the field of supplies and services as follows: (a) Machinery and facilities workshop (b) Oil industry equipment (c) Specific machinery and equipment (d) Machinery and equipment workshop	10 April 2012	10 April 2012 to 9 April 2015	<p>under any written law relating to the construction works undertaken; or</p> <p>(h) The contractor has breach any of the terms and conditions in respect of the Responsibility and Obligation of Contractor as set out in item (5) to (11).</p> <p>(1) Any change on the said information shall be updated via online in "<i>Modul Kemaskini Profil</i>" at www.eperolehan.gov.my within 21 days from the date of change and any failure to do so shall lead to actions under item (4) below.</p> <p>(2) This company shall submit all information within the period given as and when required by the Ministry of Finance, Malaysia. Failure to do so shall lead to actions under item (4) below.</p> <p>(3) This company shall ensure that the field registered in the certificate does not overlap with the field that has been approved to any company as follows: (a) having the same owner or board of directors, management and employees; or (b) operating at the same premises.</p> <p>(4) The Ministry of Finance has the right to visit or conduct an audit at any time without any prior notice. Failure to obey the conditions of registration, the field code and/or the company's registration may</p>	Complied

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
					<p>be suspended/terminated and the company, owner as well as the board of directors/director shall be subject to disciplinary action including being blacklisted without any prior notice in the event any false information is found to have been given.</p> <p>(5) The newly registered company is not allowed to make any changes to the owner or directorship within 6 months from the date of registration.</p> <p>(6) Failure of the company to renew its registration 1 year after the expiry date of the registration will lead to the cancellation of the registration of the company with the Ministry of Finance Malaysia and shall be automatically removed from the "Sistem ePerolehan". The company shall thereafter have to make a new application.</p> <p>(7) The registration of this company will be suspended /cancelled if the company is found to have committed the following offences:</p> <p>(a) Company/owner/partnership/director/any of the management member has committed a crime and is found guilty by the court in Malaysia or overseas or suffers civil liability.</p> <p>(b) The company withdraws the offer before the tender is considered or rejects after the offer is made.</p> <p>(c) The company fails to perform the contractual</p>	

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
Carimin Engineering	Bureau Veritas Certification (Malaysia) Sdn	ISO 9001:2008 Scope of supply: Provision of engineering,	9 May 2014	9 May 2014 to 8 May 2017	<p>obligations signed with the government. The company is found to have amended the Company Registration Certificate for the purpose of cheating or other purposes.</p> <p>(d) The company allows the Company Registration Certificate to be abused by other individual or company.</p> <p>(e) The company is found to have committed price-fixing with other companies during the submission of the Government tender or sub-contract without the prior consent from the Government agency concerned.</p> <p>(f)</p> <p>(8) This company shall present the application to renew 3 months before the registration's expiry date.</p> <p>(9) Any application which is accepted after the registration's expiry date shall be considered as a new registration.</p> <p>(10) Any act or attempt of corruption in offering or giving, soliciting or accepting any gratification to or from any person in relation to government procurement is a criminal offence under Malaysian Anti-Corruption Commission Act 2009.</p>	Not applicable

Company No.: 908388-K

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
	Bhd Certificate No.: QMS130186	procurement, hook up construction, hook up and commissioning for oil and gas industry				
Carimin Engineering	Bureau Veritas Certification (Malaysia) Sdn Bhd Certificate No.: Q130338	ISO 9001:2008 Scope of supply: Provision of engineering, procurement, hook up construction, hook up and commissioning for oil and gas industry	9 May 2014	9 May 2014 to 8 May 2017	None	Not applicable
Carimin Engineering	Perbadanan Labuan Licence No.: PL 56743	Lesen Berniaga: Pengurusan penyelenggaraan kapal & pelantar, tenaga pekerja asing & tempatan (mahir/tidak mahir), perkhidmatan kejuruteraan/pemeriksaan/geologi, juruperunding perkhidmatan	6 January 2014	6 January 2014 to 31 December 2014	None	Not applicable

Company No.: 908388-K

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Company	Issuing authority/ Company	Nature of approval/ Licences	Date of issuance	Validity	Equity and/or major conditions imposed	Compliance with conditions imposed
Carimin Engineering	Majlis Perbandaran Kemaman Licence No.: 11570	Lesen Papan Iklan & Lesen Kejuruteraan Eletrik / Mekanikal	25 February 2014	25 February 2014 to 31 December 2014	None	Not applicable
Carimin Engineering	Department of Occupational Safety and Health, Terengganu Registration No.: TG PMA 864	Certificate of fitness – Hoisting machine pursuant to The Factories and Machinery (Notification, Certificate of Fitness and Inspection) Regulations, 1970 Regulation 10(2)	19 May 2014	19 May 2014 to 16 July 2015	None	Not applicable

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)**5.7 PROPERTIES OF OUR GROUP****5.7.1 Properties occupied and owned by our Group**

The summary of the information on the material land and buildings owned by our Group as at the LPD are set out below:

Registered Owner	Title details/Postal address Description of property/ Existing use	Tenure/ Expiry of Lease/Age of building	Category of Land Use/ Land area/ Built-up area sq m	Audited NBV as at 30 June 2014 RM	Encumbrances	Date of Issuance of Certificate of Fitness for Occupation/ Certificate of Completion and Compliance
Properties owned by our Group						
CSB	(i) Title no. PN 9951, Lot No. 60468 (previously known as No. H.S.(D) 6001, PT 8515), Mukim Teluk Kalung, Daerah Kemaman, Negeri Terengganu	Leasehold of 60 years expiring on 22 August 2057	Industrial (Category of Land use)	350,531	None	21 December 2012
	No. 4094, 4095, 4100 and 4101, Bangunan Miel, Kawasan Industri Teluk Kalong, 24000 Chukai, Terengganu	2 years	7,288 (Land area)			
	A parcel of industrial land together with 2 units of single storey workshop, 1 unit of storage building, 3 units of guardhouse and 1 unit of outdoor toilet erected thereon		1,499 (Built-up area)			
	Minor fabrication yard					
(ii)	Strata title No. Geran 40011/M1-B/N1/110, Petak No. 110, Tingkat No. N1, Bangunan No. M1-B, Lot No. 162, Seksyen 43, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan, Wilayah Persekutuan Kuala Lumpur	Freehold 15 years	Building (Category of Land use)	1,035,623	Charged to Maybank Islamic Berhad	4 December 1998
	B-1-4, Megan Avenue 1, No. 189, Jalan Tun Razak, 50400		Not applicable (Land area)			

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Registered Owner	Title details/Postal address Description of property/ Existing use	Tenure/ Expiry of Lease/Age of building	Category of Land Use/ Land area/ Built-up area sq m	Audited NBV as at 30 June 2014 RM	Encumbrances	Date of Issuance of Certificate of Fitness for Occupation/ Certificate of Completion and Compliance
	Kuala Lumpur		179 (Built-up area)			
	An office lot					
	Head office of CSB					
(iii)	Strata title No. Geran 40011/M1-B/N1/109, Petak No. 109, Tingkat No. N1, Bangunan No. M1-B, Lot No. 162, Seksyen 43, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan, Wilayah Persekutuan Kuala Lumpur	Freehold 15 years	Building (Category of Land use)	816,937	Charged Maybank Berhad	to Islamic 4 December 1998
	B-1-5, Megan Avenue 1, No. 189, Jalan Tun Razak, 50400 Kuala Lumpur		Not applicable (Land area)			
	An office lot		179 (Built-up area)			
	Head office of CSB					
(iv)	Strata title No. Geran 40011/M1-B/N1/108, Petak No. 108, Tingkat No. N1, Bangunan No. M1-B, Lot No. 162, Seksyen 43, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan, Wilayah Persekutuan Kuala Lumpur	Freehold 15 years	Building (Category of Land use)	770,696	Charged Maybank Berhad	to Islamic 4 December 1998
	B-1-6, Megan Avenue 1, No. 189, Jalan Tun Razak, 50400 Kuala Lumpur		Not applicable (Land area)			
	An office lot		179 (Built-up area)			
	Head office of CSB					

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Registered Owner	Title details/Postal address Description of property/ Existing use	Tenure/ Expiry of Lease/Age of building	Category of Land Use/ Land area/ Built-up area sq m	Audited NBV as at 30 June 2014 RM	Encumbrances	Date of Issuance of Certificate of Fitness for Occupation/ Certificate of Completion and Compliance
(v)	Strata title No. Geran 40011/M1-B/N1/107, Petak No. 107, Tingkat No. N1, Bangunan No. M1-B, Lot No. 162, Seksyen 43, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan, Wilayah Persekutuan Kuala Lumpur B-1-7, Megan Avenue 1, No. 189, Jalan Tun Razak, 50400 Kuala Lumpur An office lot Head office of CSB	Freehold 15 years	Building (Category of Land use) Not applicable (Land area) 179 (Built-up area)	770,696	Charged to Maybank Islamic Berhad	4 December 1998
(vi)	Strata title No. Geran 40011/M1-B/N1/106, Petak No. 106, Tingkat No. N1, Bangunan No. M1-B, Lot No. 162, Seksyen 43, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan, Wilayah Persekutuan Kuala Lumpur B-1-8, Megan Avenue 1, No. 189, Jalan Tun Razak, 50400 Kuala Lumpur An office lot Head office of CSB	Freehold 15 years	Building (Category of Land use) Not applicable (Land area) 391 (Built-up area)	1,801,024	Charged to Maybank Islamic Berhad	4 December 1998
(vii)	Strata title No. Geran 40011/M1-B/7/156, Petak No. 156, Tingkat No. 7, Bangunan No. M1-B, Lot No. 162, Seksyen 43, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan, Wilayah Persekutuan Kuala Lumpur	Freehold 15 years	Building (Category of Land use)	953,922	Charged to Maybank Islamic Berhad	4 December 1998

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

Registered Owner	Title details/Postal address Description of property/ Existing use	Tenure/ Expiry of Lease/Age of building	Category of Land Use/ Land area/ Built-up area sq m	Audited NBV as at 30 June 2014 RM	Encumbrances	Date of Issuance of Certificate of Fitness for Occupation/ Certificate of Completion and Compliance
	B-7-6, Megan Avenue 1, No. 189, Jalan Tun Razak, 50400 Kuala Lumpur		Not applicable (Land area)			
	An office lot		215 (Built-up area)			
	Head office of CSB					
(viii)	Title no. Geran 294921 (previously known as H.S.(D) 113379), Lot 7388 (previously known as PT No. 2817), Bandar Subang Jaya, Daerah Petaling, Negeri Selangor	Freehold 28 years	Building (Category of Land use)	224,911 [^]	Charged to Malayan Banking Berhad	-*
	No. 7, Jalan SS15/2A, Subang Jaya, 47500 Selangor Darul Ehsan		123 (Land area)			
	Double storey intermediate terrace shophouse		246 (Built-up area)			
	Office use					

Notes:

* *Majlis Perbandaran Subang Jaya, had on 23 November 2012 issued a letter confirming that the certificate of fitness for occupation has been issued in year 1984.*

[^] *The building is fully depreciated.*

Our Board confirms that there is no non-compliance with current statutory requirements, relevant land rules or building regulations in respect of the above properties owned by our Group. In addition, none of the properties disclosed above are in breach of any land use conditions and/or is in non-compliance with current statutory requirements, land rules or building regulations or is subject to any environmental issues that would have a material adverse impact on our Group's business operations and/or our financial position.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)**5.7.2 Properties occupied which are rented by our Group**

The details of material properties rented by us as at the LPD are set out below:

The details of material properties rented by us as at the LPD are set out below:

No.	Address	Owner/ Tenant	Description/ Existing Use	Built-up area sq m	Period of tenancy/ Rental per annum RM	Date of issuance of certificate of fitness for occupation
1.	2 nd Floor, Lot 888, Block 9, Miri Concession Land District, Jalan Permaisuri, 98000 Miri, Sarawak	Unique Harvest Sdn Bhd/CSB	Second floor of the 4-storey intermediate terrace shophouse shophouse/ Operation office	153	1 January 2014 to 31 December 2014/ RM19,200	3 April 1995
2.	Lot 58 Block H, Ranche- Ranche Industrial Warehouse Centre, (Country Lease No. 205376889), Jalan Ranche-Ranche, 87000 Labuan	Zelie Ho Swee Lum and Ivan Ho Kok Moon/ Carimin Engineering	1½-storey intermediate terrace shophouse Office and storage warehouse	292	Monthly renewal / RM78,000	4 April 2000
3.	No. 19, Taman Fulliwa, Jalan Ranche-Ranche, 87007 Labuan	Lim Teng Soon & Lee Tok Yang @ Betty Lee/Carimin Engineering	2-storey semi- detached house/ Staff quarters	167	Monthly renewal / RM36,000	26 January 1995
4.	K-11270, 2 nd Floor, Taman Chukai Utama, Phase 3, 24000 Chukai, Kemaman, Terengganu	Sykt. H.W. Ismail and Anak-anak Sdn Bhd/ Carimin Engineering	Second floor of a 3-storey detached office building/ Administrative office	150	1 September 2014 to 31 August 2015/ RM9,600	26 July 2006
5.	Unit 7-9-8, Ixora Apartment, Jalan Tun Razak, 50400 Kuala Lumpur	Mad Daud bin Sukarmin /Carimin Engineering	Condominium unit/ Staff quarters	91	1 December 2012 to 30 November 2014 / RM24,000	1 June 1998

Our Board confirms that there is no non-compliance with current statutory requirements, relevant land rules or building regulations in respect of the above properties leased by our Group. In addition, none of the properties disclosed above are in breach of any land use conditions and/or is in non-compliance with current statutory requirements, land rules or

5. GENERAL INFORMATION ON OUR GROUP (*Cont'd*)

building regulations or is subject to any environmental issues that would have a material adverse impact on our Group's business operations and/or our financial position.

5.7.3 Regulatory requirements and environmental issues

Our Board confirms that there are no regulatory requirements and/or major environmental issues which may affect our Company's operations arising from the utilisation of our assets.

Kindly refer to Section 6.11.2 of this Prospectus on details relating to our health, safety and environment management.

5.7.4 Material capital expenditures and divestitures

Save as disclosed below, there were no other material capital expenditures (including interests in other corporations) made by us for the past 4 financial years:

	FYE 2011 RM'000	FYE 2012 RM'000	FYE 2013 RM'000	FYE 2014 RM'000
Property, plant and equipment purchased				
(i) Buildings	1,133	1,156	-	-
(ii) Buildings-in-progress	1,115	130	-	-
(iii) Furniture and fittings	77	102	22	11
(iv) Operation tools and equipment	2,353	2,356	56	156
(v) Office equipment	103	72	3	55
(vi) Motor vehicles	3	252	-	-
(vii) Plant and equipment	-	836	-	87
(viii) Renovation	591	313	209	-
(ix) Vessel	-	-	-	39,521
(x) Vessel-in-progress	-	-	-	2,482
(xi) Others – computers and telecommunication equipment	109	281	34	11
Total	5,484	5,498	324	42,323
Investment in joint venture*	-	1,747	2,849	3,640

Note:

* Represents the book value and the share of post acquisition profits of our investment in SK Offshore, a joint venture. As at the LPD, our Group, through Carimin Marine has an investment in 14% of the issued and paid-up share capital of SK Offshore.

The above material capital expenditures were made within Malaysia and primarily financed by a combination of bank borrowings and internally generated funds.

There were no material capital divestitures by our Group for the past 4 financial years.

Save for our planned capital expenditures relating to our expansion plans as set out in Section 6.17 of this Prospectus, we do not have any material capital expenditures and divestitures, within or outside Malaysia.

5. GENERAL INFORMATION ON OUR GROUP (Cont'd)

5.7.5 Material plans to construct, expand or improve facilities

Save as disclosed below, we do not have immediate plans to construct, expand or improve our existing facilities:

- (i) Development of our existing minor fabrication yard at Kawasan Industri Telok Kalong;
- (ii) Delivery of an Accommodation Workboat (AWB) (scheduled for June 2015) to support our existing business activities; and
- (iii) Expansion of our existing equipment rental services with the new equipment that we intend to purchase.

We have allocated RM47.32 million from the proceeds of our IPO for the abovementioned expenditures. Kindly refer to Section 3.10 of this Prospectus for detailed information on the utilisation of proceeds.

Additional information on the abovementioned expenditures are also set out in Section 6.17 of this Prospectus.

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6. BUSINESS OVERVIEW

6.1 GROUP OVERVIEW

6.1.1 Our history

Our Group's business activities centre on supporting the offshore oil and gas industry in Malaysia. We are predominantly involved in the provision of both onshore and offshore construction works, hook up and commissioning, topside major shut down and non-shutdown maintenance and upgrading services including minor fabrication services. Our other business unit also includes provision of inspections services, manpower supply and equipment rental services. We own an AHTS vessel, and have an investment in a company, SK Offshore, which owns an AWB.

Our Group was formed on 2 May 1989 with the incorporation of CSB in Sarawak, east Malaysia. CSB commenced operations as a provider of inspection and of manpower supply services. Esa Bin Baharum, an engineer previously with Esso Malaysia, bought over CSB in 1990 and moved its operations to the peninsular Malaysia. In 1990, we were mainly involved in the provision of inspection and manpower supply services providing supervisory inspection and technical professional personnel to operators in the oil and gas industry.

In 1992, CSB secured its first contract from Esso Malaysia for the provision of general inspection services which provided the springboard for CSB in winning more contracts from Esso Malaysia.

Mokhtar Bin Hashim joined CSB as its Managing Director in mid 1994 to spearhead the company's operations whilst Esa Bin Baharum focused on business and corporate developments. In 1996, CSB underwent a restructuring that resulted in both Mokhtar Bin Hashim and Esa bin Baharum having 50% equity stake in the company.

At the end of 1997, CSB secured its first contract from Petronas Carigali to provide technical professionals personnel over a 4-year period. The contract gave the opportunity to solicit new partners for financial support and backing. Subsequently in 1998, Alloy Oil & Gas Sdn Bhd ("AOGSB") emerged as a shareholder of CSB with AOGSB acquiring a 70% equity stake in CSB, purchasing a 35% equity stake in the company each from Mokhtar Bin Hashim and Esa Bin Baharum. Both Mokhtar Bin Hashim and Esa Bin Baharum remained as shareholders of CSB with each of them holding 15% equity stake in CSB.

The business of providing professional manpower supply services continued through to the early 2000, with small project wins from fabricators and players in the oil and gas industry. By 2003, Mokhtar Bin Hashim had increased his equity stake in CSB after acquiring Esa Bin Baharum's 15% equity stake in CSB. Subsequent to the departure of Esa Bin Baharum, Mokhtar Bin Hashim then diversified our Group's business into other fields such as providing minor fabrication services.

In 2004, Mokhtar Bin Hashim carried out a management buyout to take control of CSB from AOGSB and simultaneously invited Cipta Pantas which resulted in Cipta Pantas and Mokhtar Bin Hashim owning 51% and 49% equity stakes in CSB respectively. Under the new shareholding structure of CSB, Mokhtar Bin Hashim continues to focus on managing the company's operations as well as securing new contracts for CSB while Cipta Pantas remained as an investor.

With the financial backing from Cipta Pantas, Mokhtar Bin Hashim was then able to realise his vision to diversify the business and take CSB for the next thrust forward.

The diversification was not restricted to minor fabrication services alone and by the year 2004, CSB had started to provide non-shutdown maintenance services. The first maintenance

6. BUSINESS OVERVIEW (Cont'd)

services project that we provided was for Petronas Carigali, involving onshore fabrication and a topside maintenance for a platform at offshore, Terengganu.

CSB continued to carry out minor fabrication services projects at third-party facilities until 2005, when its first minor fabrication yard at Jalan Jakar in Kemaman, Terengganu became operational.

Carimin Engineering was then incorporated on 20 September 2005, and began business operations immediately thereafter in 2006. Carimin Engineering currently provides both onshore and offshore construction works, hook up and commissioning, topside major shutdown and non-shutdown maintenance and upgrading services including minor fabrication services.

Our first major offshore hook up and commissioning and installation support services project secured in 2007 was from Murphy Oil, with a contract work value of RM160.0 million through competitive bidding. This was followed by another main hook up and commissioning project awarded by Talisman with a contract work value of RM84.0 million.

In order to keep pace with our expanding operations, in 2010, we relocated our fabrication facilities from the minor fabrication yard located at Jalan Jakar to Kawasan Industri Telok Kalong in Kemaman, Terengganu which has a land area size of 78,448 sq ft.

Meanwhile in the manpower supply services division, the business grew steadily with contract wins from Esso Malaysia/ExxonMobil from periods 1996 to 2004 (total contract work value of RM31 million) and further extended to 2012 at a total contract work value of approximately RM140 million; Petronas Carigali from periods 1997 to 2007 (total work value of RM60 million) and further extended to 2012 at a work value of RM30 million. The Murphy Oil contract was secured in 2000 to provide manpower supply services for drilling professionals worth RM25 million and in 2006, we won another sizeable contract to provide professional manpower supply services from Talisman worth RM51 million.

The business development in hook up and commissioning gathered momentum in 2010 when we secured a contract from Petronas Carigali for the provision of offshore hook up and commissioning of Petronas Carigali facilities for a 2-year period through a competitive bid ("Sarawak/Sabah HUC Contract").

Work on the 3 work package clusters under this contract began in 2011, which involved providing upgrading and rejuvenation services, major shutdown and non-shutdown maintenance and hook up and commissioning works. We commenced work activities on the Bokor and Baram A fields in June 2011 whilst the West Lutong field started in July 2011 and all these fields are located offshore, East Malaysia. The total value of the work carried out as at 30 June 2013 was RM363 million. As at LPD, we have completed for the 3 work package clusters, and full work completion is anticipated in March 2014.

On 13 November 2013, we secured a contract from Petronas Carigali to provide offshore hook up and commissioning and topside major maintenance for production platforms and structures located offshore peninsular Malaysia (Peninsular Malaysia HUC Contract). The duration of the contract is for 5 years i.e. up to end year 2018.

Our manpower supply services business division meanwhile, continues to register new contract wins and extension of existing contracts from our existing customers.

With regards to our Group-wide activities, several of our subsidiaries became operational in 2010, 2011 and 2012.

6. BUSINESS OVERVIEW (Cont'd)

Carimin Equipment was incorporated on 24 November 2010, and began business operations in 2011. Carimin Equipment essentially provides equipment maintenance and rental services to our Group for all the projects it is involved and intend to offer similar services to third-parties in the future, operating out of our minor fabrication yard in Telok Kalong, Kemaman, Terengganu.

Carimin Corporate was incorporated on 24 November 2010 and its principal activities are primarily for the provision of corporate, management and support services for its projects.

Carimin Resources was incorporated on 24 December 2010 with the intention of establishing project and data management services for our Group. The company is however, presently dormant.

Carimin Marine incorporated on 16 August 2011 was acquired by CSB on 25 June 2012. The company holds our investment in SK Offshore who owns SK Deep Sea, an AWB, namely SK Deep Sea that is currently being chartered for our Peninsular Malaysia HUC Contract.

In October 2013, Carimin Marine through its subsidiary, Carimin Airis acquired Carimin Airis Vessel, an AHTS vessel at the purchase consideration of RM33.52 million. This marine vessel is part of our initiative to support our Peninsular Malaysia HUC Contract, which requires us to be equipped with the appropriate facilities as part of the project requirement under the said contract.

In March 2014, we had entered into a Memorandum of Agreement to acquire an additional AWB, namely Carimin Acacia. Carimin Acacia is scheduled for delivery in June 2015.

Moving forward, it is our intention as we position ourselves to provide offshore marine support vessel services to third-parties as part of our growth strategy and expansion plans.

CSB and Carimin Engineering have obtained ISO 9001:2008 quality management system certification for the scope of provision of manpower supply and provision of engineering, procurement, construction, hook up and commissioning services for oil and gas industry respectively.

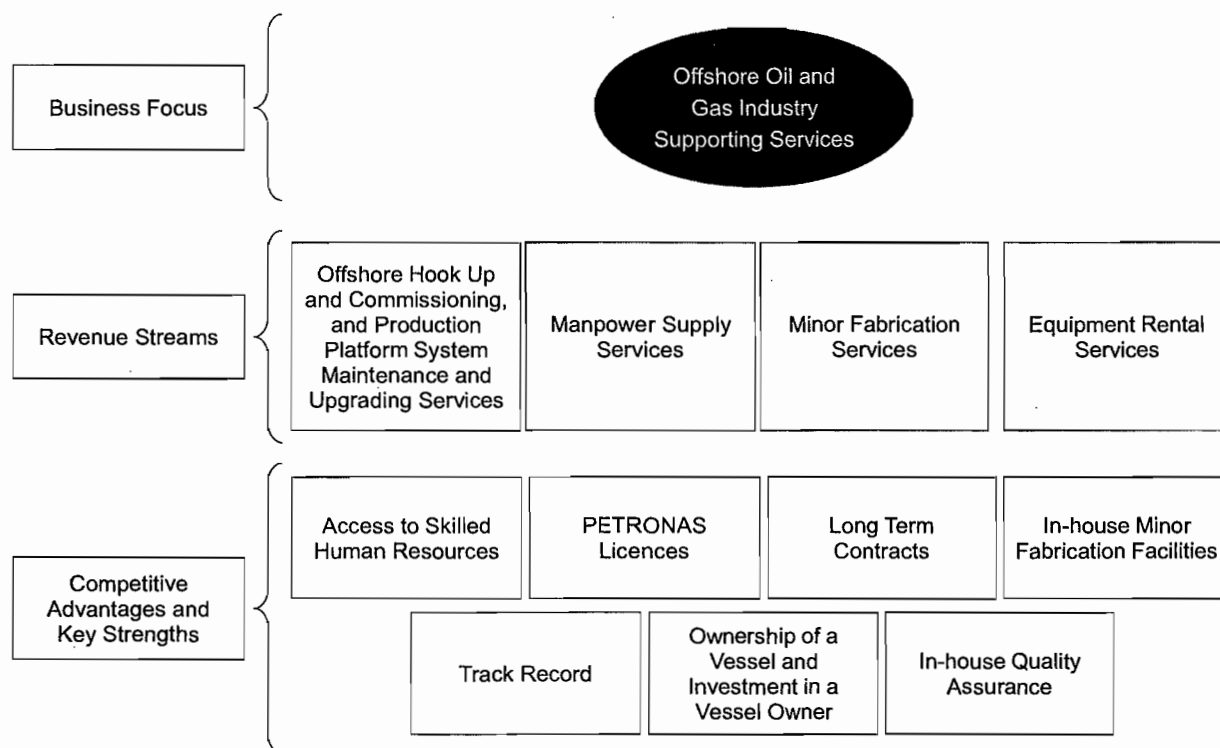
In the last decade, our Group has also received numerous awards related to our safety excellence from our esteemed customers.

Since the founding of our Group in 1989, we have developed our business from the initial provision of purely inspection and manpower supply services to encompass onshore and offshore construction works, hook up and commissioning, topside major shutdown and non-shutdown maintenance and upgrading services including minor fabrication services, and providing equipment maintenance and rental services. The acquisitions of marine vessels have not only given us the competitive edge and enhancing our capabilities but it broadens our potential earnings. Our Group's total revenue and PAT were RM245.58 million and RM21.90 million in FYE 2014, respectively.

6. BUSINESS OVERVIEW (Cont'd)

6.2 OUR BUSINESS MODEL

Our Group's business model is depicted in the figure below:



(a) Business focus

We are principally involved in providing services that support the offshore oil and gas industry in Malaysia. We have since developed and expanded our capabilities to include the provision of offshore hook up and commissioning, and production platform system maintenance and upgrading, minor fabrication, and equipment rental services.

The customers we currently support include PSC operators and contractors, engineering and fabrication companies, oil and gas supporting service providers, and other companies in the oil and gas industry.

(b) Revenue streams

Our main revenue streams come from providing support services to the offshore oil and gas industry. Our revenue streams are derived from providing offshore hook up and commissioning, and production platform system maintenance and upgrading, manpower supply, and minor fabrication services.

Offshore hook up and commissioning, and production platform system maintenance and upgrading services was our largest contributor during FYE 2014, accounting for 64.77% of our total revenue.

Manpower supply services accounted for 35.08% of our revenue in FYE 2014. In addition to serving external customers, our minor fabrication services also supports

6. BUSINESS OVERVIEW (Cont'd)

our offshore hook up and commissioning, and production platform system maintenance and upgrading services projects by fabricating temporary structures and equipment.

While we also started to provide equipment rental services during the FYE 2011 and served external customers during that financial year, this business activity is currently undertaken mainly to support the activities of our subsidiaries, CSB and Carimin Engineering. In FYE 2014, revenue from the provision of equipment rental services accounted for 0.15% of our total revenue.

(c) Competitive advantages and key strengths

Our competitive advantages and key strengths are important in sustaining our business and providing our Group with future business growth opportunities.

(i) Access to skilled human resources

We have access to oil and gas industry human resources through our extensive in-house database of geoscientists, engineers, technicians, professionals, welders, riggers and other personnel. We also have access to third-party databases and industry contacts.

As at LPD, our in-house database had up-to-date information on approximately 1,000 experienced geoscientists, engineers, technicians, professionals and other personnel.

Our in-house data base coupled with our access to third-party databases and industry contacts allow us to fulfil our customers' staffing needs on short notice.

(ii) PETRONAS licences

Under the Malaysian Petroleum Rules 1974, operators have to obtain specific licences issued by PETRONAS to participate in the oil and gas industry in Malaysia. CSB and Carimin Engineering have been licenced by PETRONAS to provide a range of services, including offshore hook up and commissioning, production platform system maintenance and upgrading, manpower supply and minor fabrication services.

As this is a critical factor in sustaining our business, we constantly work to ensure that we fulfil the requirements of our licences, as well as obtaining new licences to provide new products and services within the oil and gas industry in Malaysia.

The stringent procedures implemented by PETRONAS in ensuring only suitably qualified vendors and/or service providers are issued any licences indirectly acts as a barrier to entry helps mitigate the competitive intensity within the oil and gas industry in Malaysia.

(iii) Long term contracts

Our Group's ability to continuously secure new and long term contracts, ie, for the terms more than 3 years from our customers' is an indication of our capabilities, reliability and reputation of being able to deliver quality work, achieving high safety standards and on time completion. Long term contracts

6. BUSINESS OVERVIEW (Cont'd)

provide some assurance of business sustainability compared to other operators who may provide services on short term work or ad hoc orders.

Long term contracts provide the advantage of operating our business activities at the most efficient levels, as we are able to derive cost savings from owning assets rather than renting and provides for sustainable growth through investment in our human resource. These lay the platform for us to expand our business either vertically (such as complimentary activities in engineering, procurement and construction segments) and/or horizontally (such as similar marine underwater transportation and subsea activities) within the oil and gas industry.

(iv) In-house minor fabrication facilities

Our minor fabrication yard located in Kawasan Industri Telok Kalong, Kemaman, Terengganu is equipped and staffed with skilled personnel enables us to carry out minor fabrication works to support our offshore hook up and commissioning projects by fabricating any structures to be used at various locations during the project and our maintenance services.

We also have capabilities to undertake third-party customers' order for fabrication of piping systems, skids and other minor steel structures.

(v) Track record

Since the commencement of our operations in 1989, we have built a strong track record of successfully developing our business capabilities. Having started as a provider of manpower supply services in 1990, we started to provide minor fabrication services in 2003. Consequently, in 2006 our offshore hook up and commissioning services business secured our first production platform system maintenance and upgrading services contract. Our rental services business also started during FYE 2011.

Our track record and reputation has enabled us to establish our customer base which helped to secure new projects and customers.

(vi) Ownership of a vessel and investment in a vessel owner

We acquired Carimin Airs Vessel, an AHTS vessel in October 2013. The vessel is currently utilised to support the implementation of our offshore hook up and commissioning, and production platform system maintenance and upgrading services contract with Petronas Carigali.

In addition, we have an investment comprising a 14% equity stake in SK Offshore, which owns SK Deep Sea, an AWB. The vessel is currently operating for our Group in support of our projects in Malaysia for Petronas Carigali facilities.

Our vessel ownership and investment in another vessel is complementary to our business focusing on providing production platform system maintenance, upgrading, and offshore hook up and commissioning services, as AHTS and accommodation vessels are used to support works activities offshore. Our work operations, resource allocation and project execution from control of these vessels is a strength that enhances our capability to complete our works within schedule.

6. BUSINESS OVERVIEW (Cont'd)

Commercially, control of own vessels will put us in a better position to bid for offshore hook up and commissioning, and production platform system maintenance and upgrading contracts as we are able to ensure availability of the vessels to support the implementation of the contract.

As part of our future plans, we intend to purchase additional offshore support vessels, which will further strengthen our capability to offer our customers a complete package, as well as creating an opportunity to provide vessel services to third-party customers.

(vii) In-house quality assurance

CSB and Carimin Engineering, is currently ISO 9001:2008 quality management system accredited for scopes of work relevant to their principal business activities. Internally, we have an established in-house quality policy to ensure that specified quality standards are adopted and maintained.

Our Group has a qualified and experienced Head of Quality Assurance and Quality Control to lead the quality assurance team. The importance placed in quality management is evidenced by our operational safety record, whereby as at LPD we have not experienced any loss time incident since April 2010.

In addition, we have also received several awards and recognitions in relation to our safe operations from our customers providing our current and potential customers the confidence of our operations and safety quality.

6.3 PRINCIPAL ACTIVITIES

6.3.1 Principal business activities

The primary business activities of our Group are centred on supporting the offshore oil and gas industry in Malaysia. Our business activities include the provision of the following services:

- Offshore hook up and commissioning, and production platform system maintenance and upgrading;
- Manpower supply;
- Minor fabrication services;
- Equipment rental; and
- Marine services

We own an AHTS, and our investment in SK Offshore, owns an AWB.

6. BUSINESS OVERVIEW (Cont'd)**(a) Offshore hook up and commissioning, and production platform system maintenance and upgrading services**

We have in-house capabilities to undertake offshore hook up and commissioning activities. We provide production platform system maintenance and upgrading services for our customers focusing on platforms in Brownfields. Our maintenance services are intended to facilitate safe and uninterrupted operations, while our upgrading services are mainly carried out to improve performance or efficiency, including to enhance an existing platform's oil and gas production rate.

(i) Offshore hook up and commissioning

Offshore hook up and commissioning is normally carried out in an offshore Greenfield development, where a new production platform is installed. Our hook up work typically involves the final installation of pipe systems, decks, minor structures, caissons, conductors, instrumentation, power cabling and inter-module tie-ins on an offshore production platform. These items are normally not installed at the fabrication yard to facilitate transport by barge, or to prevent damage to sensitive equipment during transit. Our commissioning works include all testing, pre-commissioning and/or preservation, and final commissioning of all installed facilities. This is to ensure that they are in proper working condition in accordance with our customers' specifications, and the production platform is ready to produce hydrocarbons.

Our offshore hook up and commissioning services typically involved the following offshore platform facilities and systems:

- Process equipment, including gas compression, gas dehydration and water injection;
- Process utilities, including vents, drains, fuel and blanket gas, chemical dosing, process heating and inert gas;
- General facilities, including fuel and lubrication tanks, air compressors, water piping, and heating, ventilation and air conditioning equipment;
- Safety systems, including fire-fighting and life boats;
- Power systems, including electrical power generation and distribution, and minor power distribution;
- Control systems, including process control, gas detection and alarms;
- Telecommunications systems, including telephones, public address and closed circuit television systems;
- Lifting equipment, including pedestal cranes, monorails and hoists; and
- Living and working quarters, including appliances and equipment.

6. BUSINESS OVERVIEW (Cont'd)



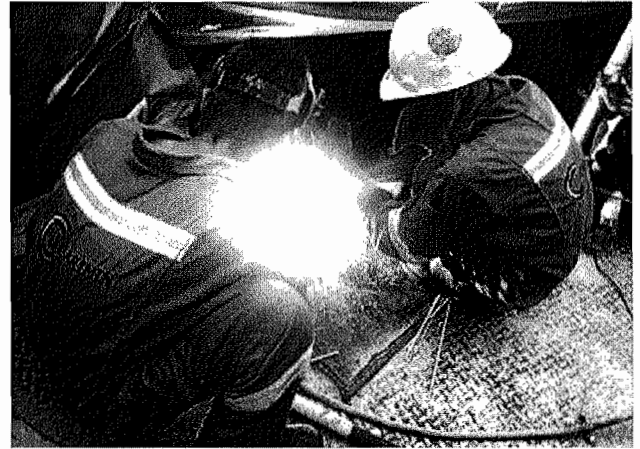
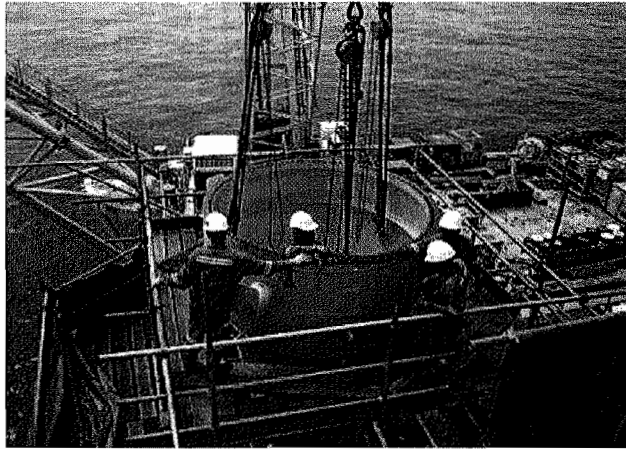
Our personnel installing deck extension (left) and instrumentation (right)

Hook up and commissioning of equipment, systems and related instrumentation encompass the disciplines of electrical, electronic and instrumentation engineering in installing and testing of electrical, electronic and instrumentation systems in accordance with customers' specifications.

In general, the hook up process mainly involves inter-connecting and interfacing the various structures, process and control systems that, together, form an offshore platform, including steel structures, piping and equipment.

Some of the tasks that we undertake in relation to offshore hook up and commissioning include:

- Preparation works, including project planning and scheduling, procuring the required tools and materials, system design, securing the required marine vessels and transportation services, and the management of mechanical completion;
- Designing and fabricating systems such as pipe systems, skids, instrumentation, and permanent or temporary steel structures that are required for replacement, modification and upgrading purposes prior to the hook up process;
- Testing and commissioning, which are carried out to ensure that all the installed systems are fully tested and commissioned to the fullest practical extent, to the satisfaction of the customers. The objectives of our testing and commissioning include:
 - . Verifying that equipment is installed in accordance to the relevant technical drawings, scope of work and manuals;
 - . Proving that installed equipment is able to function to its design specification, requirements and intended purpose; and
 - . Compile the required test data and results for proper documentation.

6. BUSINESS OVERVIEW (Cont'd)

Our personnel installing deck crane

Our offshore hook up and commissioning services involve engineers from various disciplines, including engineers from our piping, mechanical, electrical, instrumentation and commissioning teams. We engage only experienced and competent commissioning personnel to ensure that our projects are executed safely, on time and in compliance with our customers' quality requirements. They are also supported by our quality assurance and control department, who carry out on-site inspection and our HSE department controls and monitors safety.

During the FYE 2012, our hook up and commissioning project included a project to install a mercury removal unit on a production platform offshore peninsular Malaysia. Our scope of work included fabricating the stainless steel piping spools at our fabrication yard in Kemaman, Terengganu. We installed temporary platforms on the production platform to support the mercury removal unit installation work.

Our completed and on-going offshore hook up and commissioning projects are as follows:

Project name	Customer	Work period*	Approximate work value RM'million
Offshore hook up and commissioning for SK 309/311 Phase 1 Gas Development Project	Murphy Oil	2008 - 2010	160
Hook up and commissioning for PM3 CAA and PM 305	Talisman	2008 - 2012	84
Hook up and commissioning of compression facilities, retrofit and hose tie-in at East Belulut platform	Newfield	2009 - 2010	1

6. BUSINESS OVERVIEW (Cont'd)

Project name	Customer	Work period*	Approximate work value RM'million
Hook up and commissioning of West Belumut wellhead platform	Newfield	2010 - 2011	4
Hook up and commissioning of Petronas Carigali facilities for 2010 to 2012 – KNJC-T	Petronas Carigali	2010 - 2014	12
Provision for hook-up commissioning of Petronas Carigali facilities (Sarawak/Sabah HUC Contract)	Petronas Carigali	2010 – 2014	412 [^]
Hook up and commissioning services for West Desaru Early Production System (EPS) Project, Block PM304	Petrofac	2012 - 2013	16
Hook up and commissioning for ERB West Field Drilling Project	Petronas Carigali	2013 - 2014	9
Peninsular Malaysia HUC Contract	Petronas Carigali	2013 - 2018	899

Notes:

[^] Total value of work order carried out as at LPD which mainly involved production platform system maintenance and upgrading services are further elaborated below.

* Period of time work was carried out. Usually this will go beyond contractual period of time due to clients' extended scope of work.

(ii) Production platform system maintenance services

We provide production platform system maintenance services to rectify faults that affect systems installed on a production platform, including piping, pumps, motors, transmitters and structural works.

Typically, the production platform is first shut down and the faulty part is removed from the system. The faulty part is inspected and tested to identify the nature and extent of the fault. If the fault is found to be workable, the part is repaired. The part is replaced if the fault is found to be unworkable. We have the capability to provide fabrication services to create new parts. The repaired or new part is then calibrated to ensure that it fits in with the existing system, and re-installed.

6. BUSINESS OVERVIEW (*Cont'd*)

The production platform system maintenance services that we provide involve the shut-down of the production platform, and as such we engage only experienced and competent personnel to carry out the work. In addition, the production platform system maintenance service work must be carried out without affecting any of the other systems installed on the production platform, and must be completed within a stipulated period of time.

We engage only experienced and competent discipline engineers, and tradesmen such as riggers, instrument and electrical technicians, piping and structural welders and fitters, and test technicians. They are supported by our quality assurance and control department, carrying out on-site inspection, and our HSE department controls and monitors safety.

(iii) Production platform system upgrading services

The production platform system upgrading projects that we carry out typically require between 0.5 million man-hours and 1.0 million man-hours of total work to execute. The number of man-hours required varies based on, among others, the number of new items that are installed per production platform, and the number of production platforms involved.

Currently, our production platform system upgrading services focus on the production platform's process piping systems. The work that we carry out includes, but is not limited to, pipeline rejuvenation.

The main activity involved in pipeline rejuvenation is the replacement of the production platform's old and/or corroded pipes and equipment with new pipes and equipment. The items that are commonly replaced include piping systems, chemical injection points, launchers/receivers, as well as the replacement of existing manual control valves with automatic control valves. In some cases, addition we also treat pipes with corrosion inhibitors to manage corrosion in the pipe interior, and to prolong the life of the pipe. Additional chemical injections skids are sometimes added to the production platform, which necessitates the installation of platform decking extensions.

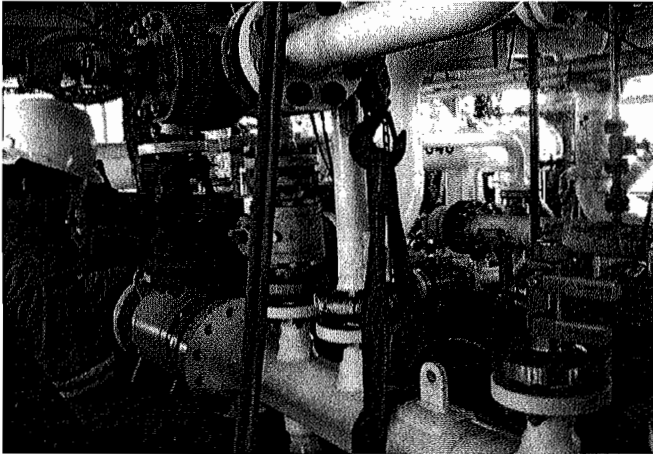
Other items that may be installed as part of our production platform system upgrading service include:

- Safety and control systems such as transmitter sensors, control valves, alarm and shutdown controls, and fire and gas detection systems;
- Electrical items, such as electrical motors and earthing systems; and
- Production platform structures, such as deck extensions to create the space required to installed new skids and launchers/receivers.

The provision of our production platform system upgrading services involve engineers from various disciplines, including engineers from our structural, piping, mechanical, electrical, instrumentation and commissioning teams. We engage only experienced and competent managers, technicians and tradesmen such as welders, riggers, scaffolders, instrument and electrical technicians, blasters and painters to ensure that our projects are executed safely, on time and in compliance with our customer's quality requirements. They are also

6. BUSINESS OVERVIEW (*Cont'd*)

supported by our quality assurance and control department, who carry out on-site inspection, and our HSE.



Our personnel carrying out production platform maintenance services

During FYE 2012, we installed a new natural gas transmission pipeline, which included tie-ins to existing facilities on the production platforms operating offshore of east Malaysia as part of the Sarawak/Sabah HUC Contract.

We also carried out upgrading and modification work to enable the production platforms to operate as a simultaneous production and drilling ("SIPROD") platform. Prior to the implementation of the project, hydrocarbon production had to be suspended whenever drilling operations were carried out, resulting in a temporary cessation of output. With the completion of the modification and upgrading works, the production platforms can now operate on a SIPROD basis, allowing hydrocarbon production to continue while drilling operations are carried out to tap new hydrocarbon reserves or improve production from existing reserves.

(b) Manpower supply services

We provide manpower supply services to our customers in the oil and gas industry, including:

- PSC operators and contractors;
- Engineering and fabrication companies;
- Oil and gas supporting service providers; and
- Other upstream oil and gas companies.

While our manpower supply services are mainly for our customers in Malaysia, we also provide manpower to customers overseas. Our manpower supply services contracts implemented in the past are summarised in Section 6.1.1 of this Prospectus and those that are currently undertaken by our Group are set out in Section 6.3 of this Prospectus.

We utilise our proprietary database to assist our customers to source personnel with the relevant skills and experience to fulfil specified functions. Our manpower supply is

6. BUSINESS OVERVIEW (Cont'd)

focused on experienced geoscientists, engineers, instrument technicians, electrical technicians, welders, riggers, scaffolders, blasters, painters, and skilled other tradesmen.

As at LPD, our proprietary database has up-to-date information on approximately 1,000 experienced personnel. We also work with other manpower service providers where we have access to their databases.

Our scope of work normally includes identifying and screening potential candidates with suitable qualifications, conducting interviews and creating a shortlist of potential personnel for our customers, who then make the final decision to accept or reject the potential personnel.

We normally match our manpower supply to our customers' requirements for specified contractual periods, which may be renewed. We hire these personnel as our employees, who then carry out their duties for our customers.

Our manpower supply service currently involves supplying our customers with personnel to carry out the following types of tasks:

- Project development personnel;
- Exploration and engineering personnel; and
- Production and operational personnel

(i) Project development personnel

The project development personnel that we supply to our customers possess design and fabrication expertise and skills. These personnel carry out a range of tasks for our customers, including:

- Detailed design;
- Hook up and commissioning; and
- Installation.

Detailed design

Detailed design is normally carried out prior to physical fabrication and manufacturing work to formalise the project's specifications, such as operating parameters, dimensions, material and equipment procurement requirements, maintenance parameters, and surface treatment. We typically supply engineers to carry out detailed design work for our customers.

Hook up and commissioning

Some of our customers who carry out hook up and commissioning work utilise their in-house resources for certain portions of the project, and engage us to supply additional personnel to support their projects. We may also supply our customers with specialised third-party services, such as naval architects, survey personnel and piling specialists.

6. BUSINESS OVERVIEW (Cont'd)

Installation

As part of the personnel that we supply for hook up and commissioning, we also supply personnel qualified to work offshore to carry out offshore installation work.

(ii) Exploration and engineering personnel

The exploration and engineering personnel that we supply are mainly involved in the search for and identification of oil and gas reserves in the offshore environment.

These personnel perform a range of tasks for our customers, including:

- Drilling services;
- Front end engineering development ("FEED");
- Field development planning ("FDP"); and
- Risk analysis.

Drilling services

During the exploration phase, drilling is carried out to obtain rock and fluid samples, gather data concerning underground physical conditions, and other reservoir data. Drilling is also carried out during the development phase for production and workover wells. The personnel that we supply to our customers to carry out drilling services mainly comprise workers and technicians who carry out work on drilling rigs, supervisors and managers.

FEED

FEED refers to the conceptual design and development work that is carried out early in an offshore exploration and production project's lifecycle. At this stage, the project's design and parameters can be adjusted easily and at a relatively low cost. We typically supply engineers who have the skill and experience to carry out FEED to our customers.

FDP

We normally supply skilled geologist and engineers to develop FDP for our customers. A FDP is normally prepared before oil and gas reserves are developed for production. The FDP is a scheduled programme and cost estimate specifying the development activities required to develop and produce oil and gas from a particular field over the entire lifecycle of the field.

Risk analysis

We supply engineers and other professionals to our customers to carry out risk analysis as part of their risk management process. Risk analysis involves reviewing the risks inherent in a project, determining the probability of a risk occurring, evaluating the risks and working out how best to mitigate and/or handle the risks.

6. BUSINESS OVERVIEW (Cont'd)

(iii) Production and operational personnel

We supply personnel who are directly involved in production of oil and gas from offshore platforms. These personnel are typically involved in the day-to-day operation and maintenance of offshore structures, including production platforms and workover rigs.

The production and operational personnel perform a range of tasks for our customers, including:

- Maintenance services;
- Operations;
- Workover services; and
- Fabrication.

Maintenance services

The personnel that we supply typically provide services to maintain, repair and modify offshore platforms. These personnel commonly perform tasks such as minor facilities upgrade, assembly and fabrication, removal and installation, inspection, blasting and painting, and testing. We typically supply technicians and supervisors to provide maintenance services to our customers.

Operations

We also supply personnel who carry out the day to day work to operate and maintain the various equipment and systems on offshore production platforms. The personnel whom we supply to carry out production operations are typically workers, technicians and supervisors.

Workover services

Workover services are carried out to enhance the production of oil and gas from existing fields, typically involving the use of a workover rig and support vessels. We normally supply workers, technicians and supervisors to our customers who carry out workover services.

Fabrication

We supply skilled and semi-skilled personnel such as welders, technicians and supervisors to our customers to carry out fabrication work. These personnel may possess qualifications to engage in various types of welding techniques.

(c) Minor fabrication services

We currently provide minor fabrication services for third-party customers, and to support the offshore hook up and commissioning, and production platform system maintenance and upgrading services projects that we undertake.

Presently, we operate from our minor fabrication yard located in Kawasan Industri Telok Kalong, Kemaman, Terengganu which has a covered workshop and an open fabrication area.

6. BUSINESS OVERVIEW (*Cont'd*)

We are involved in various aspects of minor fabrication, including:

- Producing design and technical drawings;
- Procurement of raw materials and components;
- Fabrication including cutting, rolling, bending and welding of metal products;
- Sub-assembly of fabricated parts and components for piping and other metal structures;
- On-site assembly of sub-assembled parts and components on the offshore topsides, by aligning structures and joining them by welding, bolting or riveting for minor structures and piping; and
- System installation, testing and commissioning.

The minor fabrication work that we undertake for third-party customers is primarily to produce piping systems, skids and other minor steel structures (for example pipe spools, hand rails and platform extensions for access purposes) for installation on offshore structures.

Our fabrication business also supports our production platform system maintenance and upgrading, and hook up and commissioning projects by fabricating temporary structures and equipment that are used at various times during the project, particularly during on-site installation. The temporary structures and equipment that we fabricate in-house includes support structures, ramps, ladders, piping systems and scaffolding.

(d) Equipment rental

We started to provide equipment rental services as a new business activity during the FYE 2011, when we rented out welding equipment.

The equipment rental services that we provided during FYE 2012 supported the activities of our subsidiaries, CSB and Carimin Engineering. There were no rental revenue from external customers for equipment rental services in FYE 2012. For FYE 2013, revenue from the provision of equipment rental services accounted for 0.01% of our total revenue. In FYE 2014, revenue from the provision of equipment rental services accounted for 0.15% of our total revenue.

(e) Marine services

We acquired Carimin Airis Vessel, an AHTS vessel, in October 2013.

We have an investment in a company, SK Offshore, which owns SK Deep Sea, an AWB. As at LPD, we had one representative on the board of SK Offshore. To date, we have not received any dividends from SK Offshore. The ownership structure and their involvement in SK Offshore are summarised in the following table:

Company	Shareholding in SK Offshore (%)	Involvement in SK Offshore
PT Bahtera Niaga Internasional	40.0	Operation activities of SK Offshore

6. BUSINESS OVERVIEW (Cont'd)

Company	Shareholding in SK Offshore (%)	Involvement in SK Offshore
Nam Cheong Dockyard Sdn Bhd	40.0	Accounting matters of SK Offshore
Carimin Marine	14.0	Apply for licence for marine spread jobs from Petronas, and obtain contract for marine spread jobs by Petronas
CTNS Marine Sdn Bhd	5.0	Operation activities of SK Offshore
Mega Multiform Investments Limited	1.0	-

SK Offshore bills our Group for chartering SK Deep Sea, and we bill our client for services rendered using SK Deep Sea. Carimin Marine has also granted SK Offshore the rights of first refusal to participate in the contracts awarded by Petronas Carigali provided that:

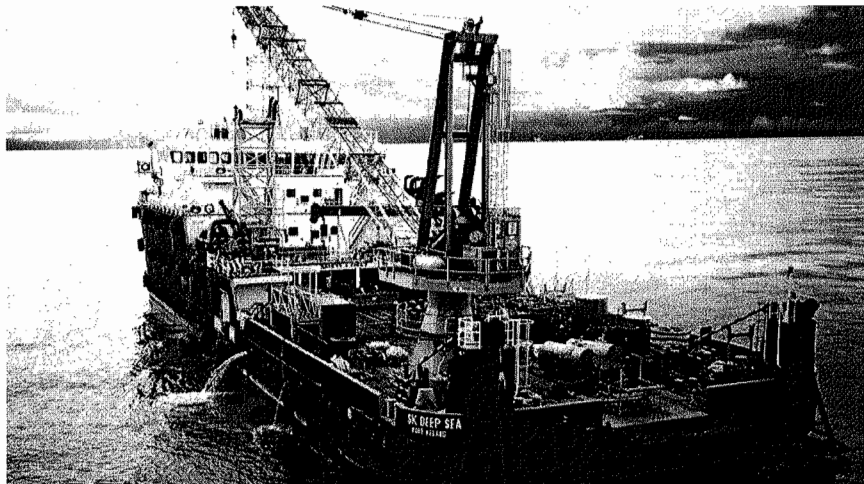
- (i) there is no objection from Petronas Carigali; and
- (ii) the prices and other terms quoted by SK Offshore for the participation in such contract is competitive.

As at LPD, the vessels are being utilised to support our Group's offshore hook up and commissioning, and production platform system maintenance and upgrading services.



CariminAris Vessel

6. BUSINESS OVERVIEW (*Cont'd*)



SK Deep Sea

While we did not recognise revenue from third-party customers from the provision of marine services for FYE 2013, as part of our future plans we intend to develop the capability to provide marine services, including vessel chartering, to external customers.

In March 2014, we had entered into a Memorandum of Agreement to acquire an additional AWB, namely Carimin Acacia. Carimin Acacia is scheduled for delivery in June 2015.

6.3.2 Contracts in hand

Our offshore hook up and commissioning, and production platform system maintenance and upgrading services contracts in hand as at LPD are summarised in the following table:

Customer	Contract duration		Approximate work value RM' million
	Start date	End date	
Petronas Carigali - Peninsular Malaysia HUC Contract*	May 2013	May 2018	899.0 ^

Notes:

- * Based on the contract duration as stated in the letter of award although the said contract was executed on 13 November 2013. The work has commenced in January 2014.
- ^ Work value as estimated by our management. As at the LPD, work orders amounting to RM92.4 million has been rolled out.

6. BUSINESS OVERVIEW (Cont'd)

Our contracts in hand for manpower supply services as at LPD are summarised in the following table:

Customer	Contract duration			Contract value RM' million
	Start date	End date	Extension option	
PC Myanmar (Hong Kong) Ltd	August 2011	August 2015	1+1 year	3.0
Sarawak Shell Berhad	August 2011	August 2015	2 years	2.0
Sarawak Shell Berhad	September 2011	September 2015	1 year	2.0
Talisman ⁽¹⁾	December 2011	December 2014	1 year	4.5
Malaysia LNG Sdn Bhd	December 2011	November 2014	1 year	0.5
Murphy Oil	February 2012	February 2015	1 year	3.0
Hess (Malaysia SB302) Limited	July 2011	May 2014 ⁽²⁾	-	6.4
PETRONAS	July 2012	June 2015	1+1 year	3.0
Petronas Chemical Aromatics Sdn Bhd	July 2012	June 2015	1+ 1 year	0.5
Petronas Chemicals Derivatives Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Chemicals Fertiliser Kedah Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Management Training Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Technical Training Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Trading Corporation Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Chemicals Ethylene Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Chemicals MTBE Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Penapisan Terengganu Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Chemicals Vinyl Chloride (Malaysia) Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Chemicals Ammonia Sdn Bhd	July 2012	June 2015	1+1 year	0.5
PETLIN (Malaysia) Sdn Bhd	July 2012	July 2015	1+1 year	0.5
Petronas Maritime Services Sdn Bhd	July 2012	July 2015	1+1 year	0.5
Petronas Chemicals Polyethylene Sdn Bhd	July 2012	June 2015	1+1 year	0.5
Petronas Carigali	January 2013	January 2016	-	0.2
Newfield	January 2014	January 2015	-	6.0
HESS	April 2013	April 2017	2 years	7.5
Petronas Carigali	July 2013	June 2015	1+1 year	0.5
Petronas Carigali	July 2013	June 2016	1 year	2.6
PC Myanmar (Hong Kong) Ltd	June 2013	June 2015	-	3.1
Petronas Penapisan (Melaka) Sdn Bhd	July 2013	June 2015	1+1 year	0.5

6. BUSINESS OVERVIEW (Cont'd)

Customer	Contract duration			Contract value RM' million
	Start date	End date	Extension option	
Newfield	May 2013	May 2015	6 months	38.0
Petronas Dagangan Berhad	July 2012	June 2015	1+1 year	0.5
Petronas Chemical Group Bhd	July 2013	June 2015	1+1 year	0.5
HESS	October 2012	October 2017	-	3.0
Petronas Technical Services Sdn Bhd	December 2013	December 2016	2 years	2.0
JX Nippon Oil & Gas Exploration (Malaysia) Sdn Bhd	January 2014	January 2017	1 year	1.0
SapuraKencana Energy Peninsula Malaysia Inc.	March 2014	March 2015	-	1.0
SapuraKencana Energy Peninsula Malaysia Inc.	May 2014	April 2015	-	1.0
PETROFAC (Malaysia-PM304) Limited	July 2014	October 2015	3 months	2.0
Total				100.8

Notes:

- (1) Comprising 3 contracts with cumulative contract value of RM4.5 million.
(2) Although this contract has ended, work order is still on-going on request basis.

6.4 REVENUE SEGMENTATION

The revenue segmentation is set out in Section 12.2.1 of this Prospectus.

6.5 EQUIPMENT AND MACHINERY

Our equipment and machinery and its NBV as at 30 June 2014 are as follows:

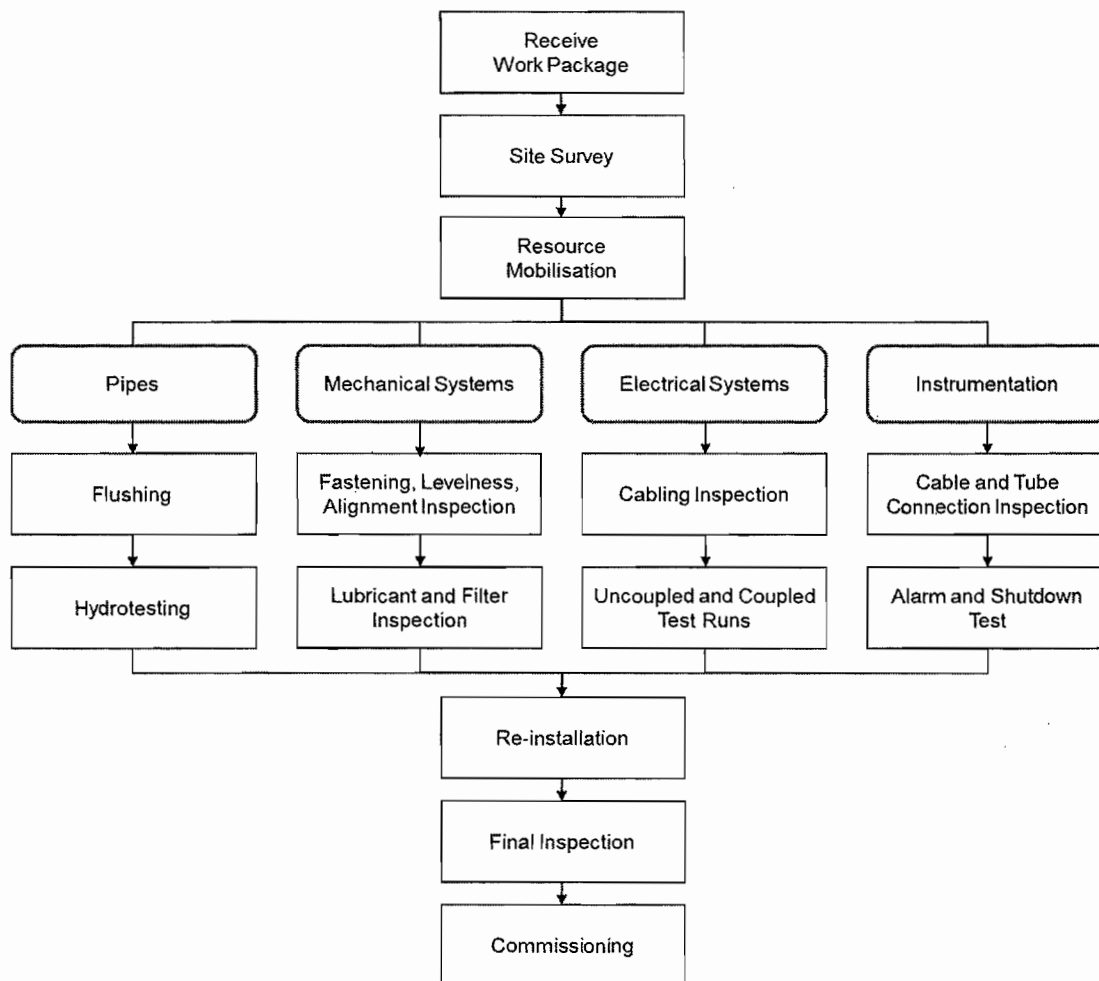
	NBV as at 30 June 2014 RM'000
Operation tools and equipment	
Air compressor	477
Welding machinery/generator	627
Equipment and machinery accessories/parts	299
Hydrotest equipment	81
Cargo handling equipment	400
Plant and equipment	
Forklifts	351
Air tugger	342
Total	2,577

6. BUSINESS OVERVIEW (Cont'd)

6.6 PROCESS FLOW

(a) Production platform system maintenance and upgrading services

In general, the process flow for our production platform system maintenance and upgrading services is depicted in the diagram below:



The work package outlining the overall scope of work is received.

A survey of the site is conducted at the production platform to ascertain the type and quantity of maintenance services that are required. The resources in terms of manpower, equipment and consumables that are required are determined and mobilised.

The type of work that is required varies depending on the sub-system involved. The main sub-systems that are covered under our production platform system maintenance and upgrading services are pipes, mechanical systems, electrical systems and instrumentation.

Pipes:

- Pipes are flushed with water and/or air to clear them of residual liquid or gas. The pipe interior is checked to ensure that they are clean.

6. BUSINESS OVERVIEW (*Cont'd*)

- Hydrotesting is carried out, whereby a length of pipe, with its associated flanges, bolts and/or valves, is sealed and filled with water. The pressure of the water is brought to a specified level, and the length of pipe is inspected for leaks. Any faults that are identified are rectified by repairing or replacing the defective component.

Mechanical systems:

- The physical characteristics of the mechanical system are measured to ensure that they comply with the specifications. These include the installation and tightening of fasteners such as bolts and vibration dampers; the levelness of installed skids and equipment; and the alignment of motors and engines with gearboxes, pumps and generators. Any parameters that are found to fall outside the applicable specification are rectified.
- The lubricant and grease of mechanical systems are inspected for adequacy and cleanliness, and are topped-up or replaced as required. Filters are inspected for cleanliness and condition, and are cleaned or replaced as necessary.

Electrical systems:

- The electrical cabling connecting various parts of the electrical system are inspected to ensure that they are correctly installed, that insulation material are in an acceptable condition, and that there are no breaks in the cabling. All earthing connections are also inspected to ensure that they are terminated. Identified faults are rectified by reconnecting, repairing or replacing the affected cable, as necessary.
- Electric motors are subjected to uncoupled test runs, whereby they are run without being coupled to driven equipment, to ensure that they rotate in the correct direction. Electric motors are also subjected to coupled test runs, where they are coupled with their respective equipment, to ensure that they function properly. Electric motors that are found to be faulty are repaired or replaced.

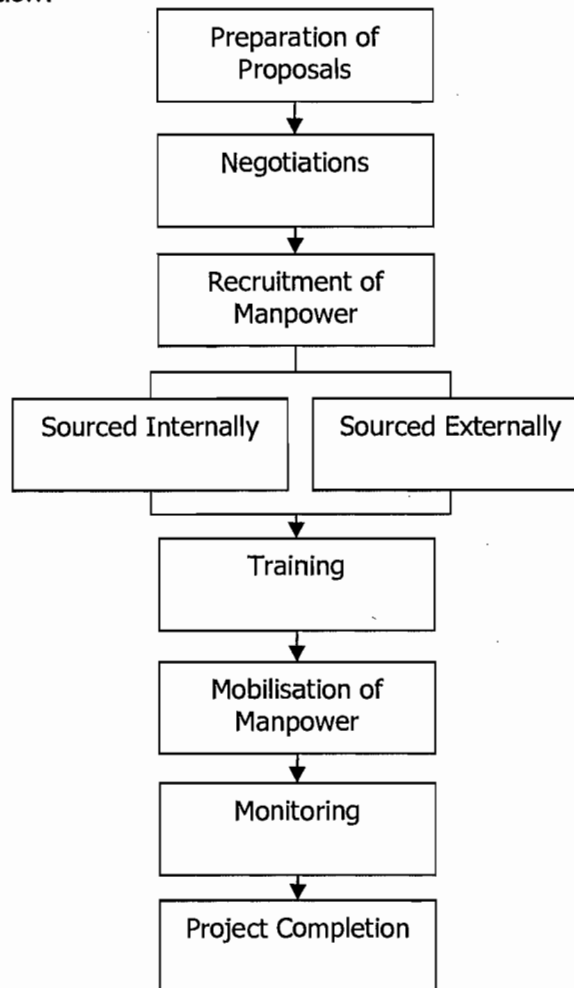
Instrumentation:

- The electrical cable and/or tubing connecting instrumentation and the processes being monitored are inspected to ensure that connections are correctly installed. Any faults that are identified are rectified, and any electrical cables or tubing that are damaged are repaired or replaced.
- An alarm and shutdown test is carried out on the instrumentation system by simulating a fault condition. This is to ensure that the correct operational sequence is initiated, and all components perform according to specifications. Any faults that are identified are rectified.

The various sub-systems and its components are re-installed after all of the inspection and repair works are completed. A final inspection is carried out. Commissioning is carried out upon passing final inspection.

6. BUSINESS OVERVIEW (Cont'd)**(b) Manpower supply services**

In general, the process flow for our manpower supply services is depicted in the diagram below:



Upon the identification of a potential project, a project manager is identified. The project manager prepares and submits a proposal document to the customer.

Once the proposal is approved and awarded to us, the project implementation and kick-off process begins with the recruitment of manpower. The recruitment of manpower is obtained from a list of engineers and other technical personnel via internal sources from our own database and external sources from third-party databases.

The manpower for the project are identified and recruited upon evaluation and confirmation from the project manager, and a project team is formed.

After that, our project team attends a training workshop conducted by the project manager to familiarise themselves with the project and our standard operating procedures, and identify their respective assignments.

6. BUSINESS OVERVIEW (Cont'd)

Upon completion of the training workshop, our project team, led by the project manager, is deployed to the customer's oil platform where they will perform their tasks.

The project manager monitors and evaluates the performance of the project team to ensure that the work performed is in order. A progress report containing information on developments of the project is prepared and submitted to the customer.

Upon completion of the project, a final report is prepared by the project team and presented to the customer.

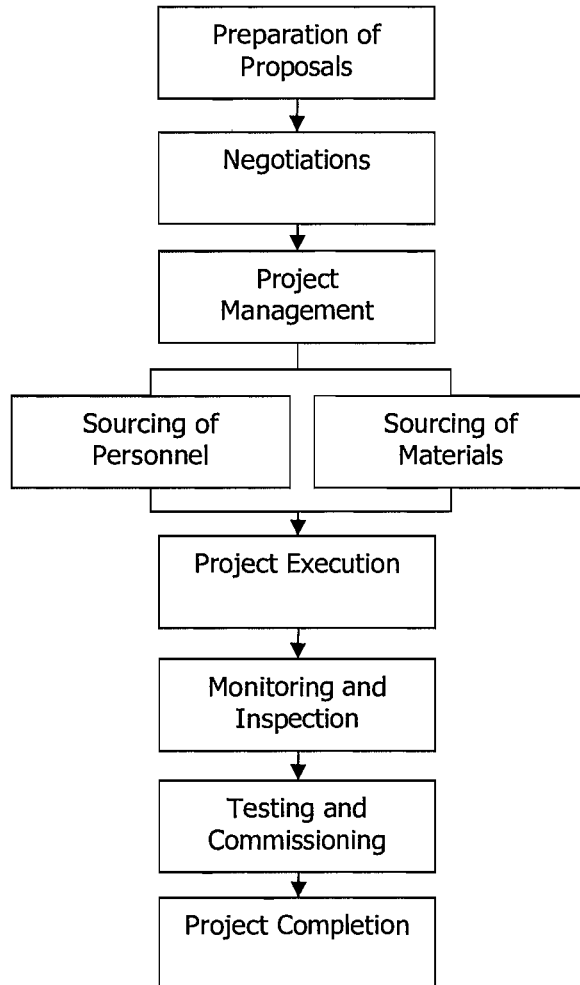
As at the LPD, the number of individuals contracted under our manpower supply services:

	Length of contract (years)			Number of individuals			
	Less than 1 year	More than 1 year but less than 5 years	More than 5 years	Total number of individuals	Percentage of grand total (%)	Number of local individuals	Number of foreign individuals
Manpower							
- Engineering and exploration	-	25	-	25	11.57	23	2
- Project development	3	6	-	9	4.17	9	-
- Production / operations	25	157	-	182	84.26	160	22
TOTAL	28	188	-	216	100.00	192	24

6. BUSINESS OVERVIEW (Cont'd)

(c) Offshore hook up and commissioning services

The general process flow of our offshore hook up and commissioning services is depicted in the diagram below:



6. BUSINESS OVERVIEW (Cont'd)

Upon the identification of a potential project, an offshore hook up and commissioning team comprising a project manager, discipline engineers, safety engineer, quality assurance engineer and planner is formed. The offshore hook up and commissioning team prepares and submits a proposal document to the customer.

Once the proposal is approved and awarded to us, the project implementation and kick-off process begins with the identification and preparation of personnel and materials such as structures, machineries and equipment that are necessary for the project. These materials are obtained from various sources including our own manufactured products from our minor fabrication yard or procured from the relevant suppliers. As for sourcing of personnel, we have two options, deploying our own team of engineers or appointing a sub-contractor to undertake the engineering project under the supervision of our project manager.

Under the project execution phase, the offshore hook up and commissioning services are performed, delivered and installed on-site at the customer's oil platform. The materials are transformed into operational systems such as oil and gas pipeline systems.

During and after the work is performed, our project manager monitors the work progress and carries out inspections to ensure that the systems are in accordance to the customer's requirements.

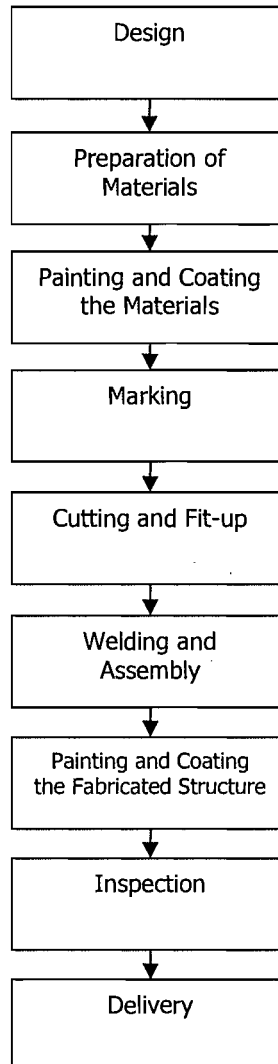
Upon completion of the installation works, the testing and commissioning process is undertaken. This is to identify and rectify any weak points or issues relating to the systems.

Once all the issues and weaknesses of the systems have been rectified, the operational aspects of the systems are handed over to the customer to complete the project.

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6. BUSINESS OVERVIEW (Cont'd)**(d) Minor fabrication services**

The general process flow of our minor fabrication services is depicted in the diagram below:



The process begins with design drawings displaying the physical characteristics of the structure or equipment.

Materials that are necessary for the project such as steel and paint are identified and prepared.

The next phase involves painting and coating the materials, which are undertaken to provide the materials with surface protection and corrosion resistance properties.

These materials are then marked in accordance to the design drawings. The markings are used as a guide for subsequent steps including cutting and welding.

After that, the marked materials are cut and fitted-up. Checks are conducted to ensure that the materials, which have been cut, fit together prior to welding.

6. BUSINESS OVERVIEW (*Cont'd*)

Next, the welding and assembly process is undertaken to join the sub-components together.

Another round of painting and coating is carried out to protect the exposed joints from corrosion.

Finally, the fabricated structures or equipment are inspected prior to delivery to the customer.

6.7 KEY MILESTONES, AWARDS AND RECOGNITION

6.7.1 Key Milestones

The following are some of our Group's key milestones:

Period	Milestones
1989	CSB was incorporated.
1990	CSB began business operations with the provision of manpower supply services.
1992	Secured a 2-year contract from Esso Malaysia to provide general inspection services.
1997	Secured a contract from Petronas Carigali to supply technical professionals. The contract was carried out over a 4-year period.
2000	Secured a manpower supply services contract to supply drilling professionals from Murphy Oil.
2003	Diversified our business to provide minor fabrication services for the offshore oil and gas industry.
2004	Continued to diversify our business, and started to provide production platform system maintenance services. Our first production platform system maintenance service project was for Petronas Carigali, involving topside maintenance for a platform offshore Terengganu. Cipta Pantas and Mokhtar Bin Hashim carried out a management buyout exercise to acquire CSB. Cipta Pantas owned a 51.0% equity stake, and Mokhtar Bin Hashim owned a 49.0% equity stake in CSB at the completion of the exercise.
2005	Our minor fabrication yard located at Jalan Jakar in Kemaman, Terengganu began to operate.
2006	Carimin Engineering began business operations.
2007	Secured our first offshore hook up and commissioning contract, which was from Murphy Oil in Malaysia.

6. BUSINESS OVERVIEW (Cont'd)

Period	Milestones
	We also secured an offshore hook up and commissioning contract from Talisman.
2010	Secured the Sarawak/Sabah HUC Contract. We relocated our minor fabrication facilities from Jalan Jakar in Kemaman, Terengganu to a new facility at Kawasan Industri Telok Kalong in Kemaman, Terengganu.
2011	Carimin Equipment Management began business operations. We began to provide equipment rental services. CSB received ISO 9001:2008 quality management system certification for the scope of "Provision of manpower supply for oil and gas industry". Carimin Engineering received ISO 9001:2008 quality management system certification for the scope of "Provision of engineering, procurement, construction, hook up and commissioning for oil and gas industry".
2012	Acquired Carimin Marine, which has a 14% investment in SK Offshore, who owns SK Deep Sea, an AWB, to pave way for the provision of offshore marine support vessel services.
2013	Acquired Carimin Airis Vessel, an AHTS vessel. Secured the Peninsular Malaysia HUC Contract.
2014	Commissioned to build Carimin Acacia, the AWB.

6.7.2 Awards and Recognitions

Over the years, we were accorded awards and recognition as summarised in the following table:

Subsidiary	Award and Recognition	Awarding Body	Year
CSB	Certificate of Recognition for excellent safety performance in 2000	Esso Malaysia	2000
CSB	Certificate of Recognition for excellent safety performance in 2001	ExxonMobil	2001
CSB	Contractor Safety Award for safety excellence in 2002	ExxonMobil	2002
CSB	"Safest Subcontractor Award" for the Talisman Malaysia Limited mobile offshore application barge fabrication	Talisman	2003
CSB	"Gold Award" for safety excellence in	ExxonMobil	2003/2004

6. BUSINESS OVERVIEW (Cont'd)

Subsidiary	Award and Recognition	Awarding Body	Year
	2003/2004		
CSB	"Gold Award" for safety excellence in 2004	ExxonMobil	2004
CSB	"Gold Award" for safety excellence in 2005	ExxonMobil	2005
CSB	Certificate of appreciation in 2005 for 100,000 hours without Lost Time Injury	Talisman	2005
CSB	"Gold Award" for safety excellence in 2006	ExxonMobil	2006

6.8 PRODUCTION OUTPUT, CAPACITY AND UTILISATION

Production output and capacity is not applicable to our business activities as we are primarily engaged in the provision of offshore hook up and commissioning, production platform system maintenance and upgrading services including minor fabrication services. Our other business unit also includes manpower supply and equipment rental services.

As at LPD, our vessels, namely Carimin Airis Vessel and SK Deep Sea were fully deployed.

6.9 RESEARCH AND DEVELOPMENT**6.9.1 Policy on research and development**

We do not carry out research and development ("R&D") as we are primarily involved in providing supporting services to the oil and gas industry.

However, we continuously focus on process improvement as a means of maintaining our competitive advantages and key strengths in the following areas:

- Enhancing business effectiveness, efficiency and productivity to optimise operating costs; and
- Continually improving service quality to ensure customer satisfaction.

We also keep abreast with the developments in technology and know-how in our field while continuing to evaluate the developments that may be useful to our business, and adopt those that can improve our performance in terms of efficiency, productivity, quality or other criteria.

Improving and enhancing of our competitive advantages and key strengths are critical in sustaining long term business growth and success.

6.9.2 R&D facilities and personnel

Currently, our Group does not have dedicated R&D facilities or personnel.

6. BUSINESS OVERVIEW (Cont'd)

6.9.3 R&D expenditure

We did not recognise any expenditure that is specific to R&D activities for the FYE 2011, FYE 2012, FYE 2013 and FYE 2014.

6.10 TECHNOLOGY AND KNOW HOW

Our business activities are based on the application of technology and know-how of our experienced personnel to serve our customers. We adopt a continuous improvement approach to adopt new skills and knowledge. The technologies that are relevant to our Group include the following:

- Corrosion prevention expertise;
- Welding technology;
- Non-destructive testing; and
- Electrical and instrumentation proficiency.

(a) Corrosion prevention expertise

Corrosion prevention methodology is related to the prevention or minimisation of corrosion. Corrosion is particularly serious in a marine environment, where equipment is exposed to the sun, moisture and corrosive salt water.

We have the capability to provide corrosion prevention services utilising the following technologies:

- Material selection

Material selection refers to the practice of selecting materials that are resistant to corrosion in a particular operating environment.

We take into consideration material selection to facilitate our Group's maintenance and fabrication activities, including selection of type of parts such as seamless or welded pipes for the replacement of parts, selection of steel materials for fabrication and modification activities, selection of paint materials for offshore conditions, and other activities.

- Painting and coating

Coating is the act of covering the surface of an object to provide corrosion resistant properties.

Our Group uses the following methods for coating applications:

Brush painting is generally reserved for small touch-up work, or getting into inaccessible places. Some of the difficult accessible areas include crevices, corners, edges, weld lines, bolt heads, nuts and small brackets, which may require minimum dry film thickness application.

6. BUSINESS OVERVIEW (*Cont'd*)

- Air spray is the most common method used in painting topside structures. It consists of a compressed air flow, which carries paint through the hose and out the nozzle. Large surface areas can be quickly and efficiently coated using the air spray method.
- Airless spray, a method in which paint is directly pumped through the hose without any air being mixed in and atomises when striking the surface at high velocity, which enhances adhesion. This is a fast and efficient method, which minimises overspray.

Commonly used coatings include:

- Primer, which is the first coat applied on the steel surface to provide immediate corrosion protection, and to bond the steel to the succeeding overcoats of the anti-corrosive system.
- Anti-corrosive coating is generally used for offshore steel structures. The purpose of anti-corrosive coating is to form a physical barrier isolating the steel from the environment, like water and oxygen.
- Specialised coatings, which include non-skid coatings for decks or walkway to provide secure footing in special areas, and heat-resistant coatings for hot surfaces, such as boilers and steam-powered equipment, as these coatings are flexible enough to survive thermal expansion and contractions, and do not blister at high temperatures.

(b) Welding technology

We utilise welding technology for our fabrication business activity, as well as, maintenance operations during the replacement of corroded and faulty parts and components.

Welding, which is a process that joins metals, is often done by melting the work pieces and adding a filler material to form a pool of molten material that cools to become a strong joint. Sometimes pressure is also used in conjunction with heat, or by itself, to produce the weld.

We currently use arc welding techniques, which is a metal-joining method that applies electrical pressure to create an electric arc between an electrode and metal work piece. The electrical energy is converted to heat which causes the metal work piece to melt at the welding point. The welding region is sometimes protected by an inert or semi-inert gas. Filler materials may be used.

The main arc welding techniques that we apply include:

- Shielded metal arc welding ("SMAW"), which is also known as manual metal arc welding or stick welding.

In SMAW, an electric current is used to strike an arc between the base material and consumable electrode rod. The electrode is commonly made of steel and is covered with a flux that protects the weld area from oxidation and contamination by producing CO₂ gas during the welding process. The electrode acts as filler once it is melted.

6. BUSINESS OVERVIEW (*Cont'd*)

- Gas tungsten arc welding ("GTAW"), which is also known as tungsten inert gas welding, is a manual process that uses a non-consumable electrode made of tungsten, an inert or semi-inert gas mixture, and may utilise a separate filler material.

In GTAW, energy is conducted across the arc through a column of highly ionised gas and metal vapours known as plasma. The use of a filler material is optional.

The molten weld and arc zone are protected from atmospheric contamination by a shielding gas, which is usually, but not always, an inert gas such as argon. GTAW is characterised by a stable arc and high quality welds. This technique is useful for welding thin materials.

(c) Non-destructive testing

Non-destructive testing techniques are used to evaluate the properties of a component or system without causing permanent damage.

We currently utilise a number of non-destructive testing techniques to perform tasks such as inspecting welds and the structural integrity of pipes. These are carried out by our approved vendors.

Non-destructive tests that are used to inspect welds include radiographic (x-ray) weld inspection, ultrasonic weld inspection, and magnetic particle and dye penetration testing. Non-destructive tests that are used to inspect the structural integrity of pipes include x-ray inspection and hydrostatic testing.

Welds are checked using x-ray and ultrasonic weld inspection to ensure that they possess the following qualities:

- The weld is free from foreign-matter inclusion, for example slag;
- Possess adequate penetration;
- The weld is free from distortions; and
- The dimensions of the weld are accurate.

X-ray inspection is used to inspect pipes, which can accurately measure the thickness of the pipe and detect defects such as cracks, pitting and corrosion.

In a hydrostatic pressure test, a length of pipe is sealed and filled with water. The water is then pressurised to the test pressure and the pressure is maintained for a specified period of time. The pipe is monitored for any water leakage, which indicates the presence of defects.

In a dye penetration test, the surface of the weld that is being tested is sprayed with a liquid chemical mixture known as a 'penetrant'. The penetrant is allowed to soak into any flaws that may be present in the surface. After a certain period of time, the surface is wiped clean to remove excess penetrant and a developer is applied to the surface to make the penetrant more visible. The surface is then inspected for any traces of penetrant, the presence of which indicates the existence of a defect.

6. BUSINESS OVERVIEW (*Cont'd*)

(d) Electrical and instrumentation proficiency

Electrical proficiency encompasses the study and application of electricity and electromagnetism. Electrical proficiency is a broad field that encompasses many sub fields, which are centred on electromagnetism.

Instrumentation proficiency is concerned with the accurate measurement of electrical properties. The central issue that is confronted by the field of instrumentation proficiency is that any measurement of an electrical circuit will inevitably change the voltages and current in it. The objective of instrumentation proficiency is to minimise the influence of the measuring circuit, or even to compensate for it.

We apply the principles of electrical and instrumentation proficiency on practical situations such as hook up and commissioning, and maintenance of various types of structures and systems for offshore platforms.

These works are carried out by our approved vendors.

6.11 QUALITY CONTROL PROCEDURES / QUALITY MANAGEMENT PROGRAMMES

6.11.1 Service quality

The ability to provide a consistent level of service quality is an important consideration in the oil and gas industry, where safety standards are stringent. As such, we place significant emphasis on service quality and adopt stringent quality standards and controls within our business operations. This is reflected by our accreditations by following quality management system:

Companies within our Group	Standard	Activity	Issuing party	Validity period
CSB	ISO 9001:2008*	Provision of manpower supply for oil and gas industry	Bureau Veritas Certification (Malaysia) Sdn Bhd	8 May 2014 to 8 May 2017
Carimin Engineering	ISO 9001:2008*	Provision of engineering, procurement, construction, hook up and commissioning for oil and gas Industry	Bureau Veritas Certification (Malaysia) Sdn Bhd	8 May 2014 to 8 May 2017

Note:

* Under Department of Standards Malaysia (STANDARDS MALAYSIA) and United Kingdom Accreditation Service (UKAS) accreditation.

Our quality management system accreditations provide our customers with assurance relating to the quality of our services.

6. BUSINESS OVERVIEW (*Cont'd*)

In addition, we have established a quality policy to ensure certain quality standards are adopted and maintained in the provision of our services to customers. Our quality policy encompasses the following:

- Adopting excellence and "kaizen" (business philosophy focusing on continuous improvement) in everything we do;
- Emphasis on customer service to achieve customer satisfaction;
- Strict compliance to applicable standard and regulations for all our activities;
- Optimising costs through maximising productivity;
- Recognition of the total involvement and participation of the entire workforce;
- Adoption of new technologies;
- Enhance staff competencies at all levels; and
- Establishment of quality objectives.

In line with our quality policy, we had set objectives for each of the following departments within our Group:

Departments	Objectives
Human Resources and Administration	- Competency training shall be arranged within 2 months from date of request from the relevant Head of Department.
Invoicing and Cost Control Management	- On time submission of invoice (based on work done).
Operation	- On time payment of salary to contract personnel.
Project	- On time completion of all projects. - Actual cost of project shall not exceed stipulated budget.
Quality Assurance/Quality Control	- No major non-compliance report issued by customer for each project.
Supply Chain Management	- On time submission of proposals. - On time delivery of purchased material based on material service request.

Quality assurance controls are implemented in all sections of our operations, and our processes are regularly reviewed for continuous improvement, including:

- Random checking and inspection during the work process to ensure the work performed is based on specifications, including:
 - . Tolerance and defect inspection of welds;
 - . Coating thickness;

6. BUSINESS OVERVIEW (*Cont'd*)

- . Condition of painted or coated surface; and
- . Inspection and handling of special materials;
- Inspection of incoming materials used;
- Quality checks and inspection of any repaired and maintained structures, parts and components are inspected based on specifications; and
- Undertake various tests including hydrostatic pressure testing of pipe works (which is the process of using water under pressure to test the integrity of pipelines), and functional tests on electrical and instrumentation, including electric cables, fittings and equipment.

In addition to these internal quality checks, we also engage external parties to undertake non-destructive testing using radiography and ultrasonic inspections of welds on in-house fabricated structures and piping systems for use on platforms.

As at LPD, we had a team of 15 experienced quality control and assurance personnel to ensure that our service quality meets with the needs and specification of our customers.

6.11.2 HSE

HSE management is an important consideration in the oil and gas industry. Service providers are typically required to maintain a good HSE record, and to comply with industry or customer defined HSE standards.

HSE management is important in providing our production platform system maintenance and upgrading services, where it involves carrying our work in an operational environment where production and process equipment, instrumentation and power are in running condition, and in offshore hook up and commissioning services. We maintain a high standard of worksite safety when carrying out our production platform system maintenance and upgrading services to ensure the safety of our personnel and the production platform. We develop and implement a safety mitigation plan, which includes Hazardous Operations (Hazop) study, risk assessment, job hazard analysis, and safety audits. We manage our work processes to minimise risks and hazards and carry out safety campaigns to raise safety awareness among our personnel. For example, personnel who carry out "hot work" processes such as welding, metal cutting and grinding are properly trained, carefully monitored and managed to minimise the risk of fire and explosion. HSE and quality control and assurance personnel are also involved in on-site execution.

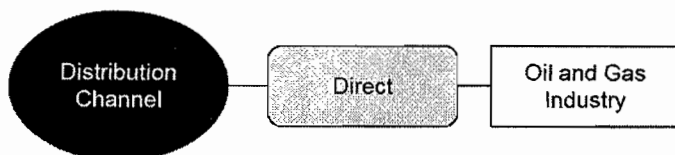
Our internal management system includes detailed documentation relating to HSE management and contingency planning. We have maintained a good HSE record since we began providing maintenance services in 2004 and we have received several awards and recognition from our customers in relation to our safety record. As at LPD, we have not recorded any lost time injury since April 2010.

6. BUSINESS OVERVIEW (*Cont'd*)

6.12 MARKETING STRATEGIES AND DISTRIBUTION NETWORK

6.12.1 Distribution channel strategy

Our distribution channel strategy is depicted in the diagram below:



Our Group primarily adopts a direct distribution strategy for marketing our range of services including offshore hook up and commissioning, maintenance services, marine vessels support, minor fabrication to the oil and gas support industry in Malaysia. Our Group primarily utilises in-house sales and marketing team to market our services.

Our Group maintains operational facilities in major oil and gas industry centres in Malaysia to assist our sales and marketing activities as well as being centrally located in the facilities to support our customers as follows:

- An administrative office in Miri, Sarawak;
- An operational office and minor fabrication yard in Kawasan Industri Telok Kalong, Kemaman; and
- A corporate and operational office in Kuala Lumpur.

Our Group's physical presence in major oil and gas industry centres around the country enables us to quickly and effectively gauge existing and potential customer support and demand and more effectively, conduct sales and marketing and business development activities targeted at these customers

6.12.2 Principal markets

For the FYE 2014, Malaysia was our principal market, which accounted for 96.65% of our revenue.



While we recognised revenue from Myanmar and Mozambique for FYE 2014, the revenue contribution from these countries were relatively minor, at 1.91% and 1.44% of our total revenue respectively.

6. BUSINESS OVERVIEW (Cont'd)

6.12.3 Seasonality

The details on seasonality are set out in Section 12.13 of this Prospectus.

6.12.4 Operating licences

The details of our major approvals and licences are set out in Section 5.6 of this Prospectus.

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6. BUSINESS OVERVIEW (Cont'd)**6.13 MAJOR CUSTOMERS**

The table below lists our Group's customers, which represented 10% or more of our total Group's revenue over the last 4 financial years:

Customers	Types of services rendered	Approximate length of relationship (years)	2011		2012		2013		2014	
			RM'000	%	RM'000	%	RM'000	%	RM'000	%
Total Revenue			158,422	100.0	368,868	100.0	325,787	100.0	245,575	100.0
Petronas Carigali	Offshore hook up and commissioning, and production platform system maintenance and upgrading, manpower supply and minor fabrication services	17	26,678	16.84	256,015	69.41	216,237	66.37	146,662	59.72
Petrofac	Manpower supply, and offshore hook up and commissioning, and production platform system maintenance and upgrading services	8	2,575	1.63	-	-	36,977	11.35	30,406	12.38
ExxonMobil	Manpower supply services	22	35,881	22.65	47,381	12.84	24,351	7.47	-	-
Newfield	Manpower supply services	6	6,461	4.08	1,205	0.33	1,174	0.36	25,917	10.55
Total			71,595	45.20	304,601	82.58	278,739	85.55	202,985	82.65

6. BUSINESS OVERVIEW (Cont'd)

The following factors serve to mitigate our Group's dependency on our major customers:

- Petronas Carigali has been our customer for approximately 17 years, which indicates a stable business relationship.

We are currently undertaking 1 contract to provide offshore hook up and commissioning, and production platform system maintenance and upgrading services for Petronas Carigali. The contract has a duration from May 2013 to May 2018. We also have 3 contracts to provide manpower supply services to Petronas Carigali, with the first contract duration from January 2013 to January 2016, the second contract duration from July 2013 to June 2015 and the third contract duration from July 2013 to June 2016. Our contracts with Petronas Carigali provide assurance that the company will continue to be our customer for the duration of the contracts.

Petronas Carigali is a subsidiary of PETRONAS, which is entrusted with developing and adding value to all the oil and gas resources in Malaysia. As such PETRONAS and its subsidiaries are principal operators in the Malaysian oil and gas industry, and will inevitably be a major source of revenue for our Group and other oil and gas supporting services providers in Malaysia.

- We have been dealing with Petrofac for approximately 8 years, which indicates a stable business relationship with the customer.

Currently, we continue to provide manpower supply services to Petrofac based on a contract which was secured in March 2009. The original validity period of the contract was up to March 2012 and since extended to October 2015.

- Our business relationship with ExxonMobil has been for approximately 22 years, indicating their confidence with our services provided. Revenue contribution from ExxonMobil accounted for less than 10% of our total Group's revenue for FYE 2013. No revenue from ExxonMobil was recorded in FYE 2014 as our contract with ExxonMobil completed.

- Newfield has been our customer for approximately 6 years, which indicates a stable business relationship with the customers.

We are currently undertaking 2 contracts to provide manpower supply services to Newfield based on a contract which was secured in May 2013 and January 2014 and is expected to end in May 2015 and January 2015 respectively.

6. BUSINESS OVERVIEW (Cont'd)

On 13 November 2013, our subsidiary, Carimin Engineering had entered into the Peninsular Malaysia HUC Contract. Our management foresees that the bulk of our future revenue up to 2018 shall be derived from this contract. As such, we are dependent on this contract. The salient details of this contract are as follows:

- (i) The duration of the contract takes effect from 21 May 2013 and expires on 20 May 2018.
- (ii) The scope of works comprises onshore preparation works, onshore pre-fabrication and yard commissioning (if any), and onshore and offshore hook up, preservation, inspection, testing, pre-commissioning and commissioning of all systems, related appurtenance and equipment of the platform. The scope of works includes all works necessary to put into initial safe operation all systems and equipment of the platform facilities. Carimin Engineering shall furnish all materials, construction tools and equipment, utilities supplies, temporary structures, consumables, labour, supervision, marine vessels, transportation and other works and services necessary except for those items explicitly stated otherwise in the contract documents to be supplied by Petronas Carigali. Carimin Engineering shall expeditiously perform and complete the offshore hook-up, inspection, testing, pre-commissioning and commissioning of the facilities in accordance with the contract documents including Petronas Carigali approved procedures and manufacturer recommended testing and commissioning procedures.
- (iii) Carimin Engineering shall provide project services the direction of Petronas Carigali for the completion of the works. The project services comprise of onshore and offshore project services namely, project execution plan, worksourcing, jobcard preparation, workbook compilation, activity networking/scheduling, material take-off, material procurement, quality assurance/quality control procedures, job hazard analysis, onshore pre-fabrication, yard pre-commissioning, shiploose materials verification, onshore hook-up and commissioning, commissioning procedure/manual, handover and acceptance manual, final documentation, as-builtting, project close-out report, site specific procedure for simultaneous operations, minor engineering, storage, provision of marine spread, provision of workboat spread, provision of personnel, tools and equipment, work supervision, resource planning, scheduling and control, offshore hook-up and commissioning, provision of specialist (third-party) services, material planning and control, red-line marking and topside major maintenance activities.
- (iv) The contract may be terminated by Petronas Carigali at any time without cause by giving 30 days prior written notice to Carimin Engineering that Petronas Carigali intends to terminate the contract, specifying the contract to be terminated and the effective date of termination.
- (v) If Carimin Engineering defaults Petronas Carigali shall forthwith terminate the contract by giving 30 days written notice to Carimin Engineering specifying the contract to be terminated and the effective date of termination.
- (vi) This contract is non-exclusive and Petronas Carigali reserves the right to engage other contractors to perform similar or identical scope of work and/or supply similar or identical goods at any time during the duration of this contract.

6. BUSINESS OVERVIEW (Cont'd)**6.14 MAJOR SUPPLIERS****6.14.1 Types, sources and availability of inputs**

Our Group's purchases of materials and services for FYE 2014 are as follows:

Type of materials and services	Value of purchases RM'000	% of total Group purchases	Local %	Import %
Ship chartering services	71,890	44.67	100.0	-
Sub-contracted services	66,526	41.34	100.0	-
- <i>Manpower supply services</i>	66,526	41.34	100.0	-
- <i>Fabrication services</i>	-	-	-	-
General tools and compressed gases ⁽¹⁾	17,528	10.89	100.0	-
Equipment rental ⁽²⁾	2,717	1.69	100.0	-
Welding equipment and other consumables ⁽³⁾	2,201	1.37	100.0	-
Repair and maintenance of equipment and machinery	72	0.04	100.0	-
Total	160,934	100.00	100.0	-

Notes:

The purchase of materials and services for FYE 2014 amounted to RM160.93 million.

- (1) Includes dust masks, chain blocks, compressed argon and oxygen gas.
(2) Includes rental of cargo baskets, scaffolding and air compressors.
(3) Includes tungsten inert gas, welding electrodes, cables, paint, wood, gloves, flanges, valves, tape, rope, steel, gaskets and hammers.

6. BUSINESS OVERVIEW (Cont'd)

For FYE 2014, our total purchase of materials and services amounted to RM160.93 million. All of our purchases were from local suppliers during the FYE 2014.

Purchases of ship chartering services totalled RM71.89 million accounted for the largest portion of our purchases amounted to 44.67% of our total purchases for FYE 2014.

Our purchases of sub-contracted services amounted to RM66.53 million during FYE 2014, which accounted for 41.34% of our total purchases was for manpower supply services.

General tools and compressed gases accounted for RM17.53 million or 10.89% of total purchases for FYE 2014. The general tools and consumables that we purchased included dust masks, chain blocks, and compressed argon and oxygen gas.

Equipment rental, which included the rental of cargo baskets, scaffolding and air compressors, accounted for RM2.72 million or 1.69% of our Group's total purchases.

Welding equipment and consumables, which included tungsten inert gas, welding electrodes, cables, paint, wood, gloves, flanges, valves, tape, rope, steel, gaskets and hammers, accounted for RM2.20 million or 1.37% of our total purchases for FYE 2014.

Our purchases of repair and maintenance services for machinery and equipment amounted to approximately RM72,000 during FYE 2014, which accounted for 0.04% of our total purchases.

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6. BUSINESS OVERVIEW (Cont'd)**6.14.2 Major suppliers**

Our Group's major suppliers for each of the past 4 FYE 2011 to 2014 are as follows:-

Suppliers	Types of products/services supplied	Approximate length of relationship (years)	FYE				2014 RM'000	%
			2011 RM'000	2012 RM'000	2013 RM'000	2014 RM'000		
Total purchases			74,448	273,201	219,780	160,934	100.0	100.0
Saujana Marine Sdn Bhd	Ship chartering service	3	-	-	34,268	11,707	15.59	7.27
SK Offshore	Ship chartering services	2	-	-	-	22,096	-	13.73
Kejuruteraan Sdn Bhd	Fabrication services	4	10,865	8,533	-	-	3.12	-
Total			10,865	8,533	34,268	33,803	15.59	21.00

Saujana Marine Sdn Bhd accounted for 15.59% and 7.27% of our Group's total purchases in FYE 2013 and FYE 2014 respectively while Kejuruteraan Multitask Sdn Bhd accounted for 14.59% of our Group's total purchases in FYE 2011. Saujana Marine Sdn Bhd is one of our suppliers of ship chartering services while Kejuruteraan Multitask Sdn Bhd is one of our sub-contractors for fabrication works. SK Offshore accounted for 13.73% of our Group's total purchases in FYE 2014.

Our dependency on Saujana Marine Sdn Bhd is mitigated as we can engage the services of other ship charterers, if required. In addition, we are the owner of Carimin Airis Vessel, an AHTS vessel, and have an investment in a company, SK Offshore, which owns SK Deep Sea, an AWB. Our ability to control the vessel deployment of Carimin Airis Vessel, SK Deep Sea and a proposed new purchase AWB vessel provides some mitigation against our dependency on Saujana Marine Sdn Bhd. For FYE 2014, total charter fees paid to SK Offshore was RM22.1 million.

As for Kejuruteraan Multitask Sdn Bhd, purchases from this sub-contractor for fabrication works did not account for more than 10.0% of our total purchases during FYE 2012 and we did not record any purchases from this supplier during FYE 2013 and FYE 2014.

6. BUSINESS OVERVIEW (Cont'd)**6.15 OPERATIONAL FACILITIES**

Our operational facilities are located in the following locations in Malaysia:

Companies within our Group	Main functions	Approximate built-up area (sq ft)	Location of facilities
Kuala Lumpur			
CSB	Corporate head office	18,083	B-1-4 to B-1-8 and B-7-6, Megan Avenue 1, 189, Jalan Tun Razak 50400 Kuala Lumpur
Carimin Engineering			
Terengganu			
CSB	Branch office	1,575	K-11270, 2nd Floor Taman Chukai Utama 24000 Kemaman Terengganu
Carimin Engineering			
Carimin Engineering, Carimin Equipment Management	Minor fabrication	16,920	Lot 3691, Kawasan Industri Telok Kalong 24007 Kemaman Terengganu
Sarawak			
CSB	Branch office	1,649	Lot 888, 2nd Floor Jalan Permaisuri Miri Waterfront 98000 Miri Sarawak
Labuan			
Carimin Engineering, Carimin Equipment Management	Office and storage warehouse	4,222	Lot 58, Block H Ranche-Ranche Industrial Warehouse Centre Jalan Ranche-Ranche 87000 Labuan

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6. BUSINESS OVERVIEW (Cont'd)**6.16 EMPLOYEES AND TRAINING**

We place great emphasis on providing a conducive working environment for our employees; ensuring skills development across our Group and identifying employee performance improvement opportunities for career advancement.

6.16.1 Employees

Category of employees	Length of service (years)			Number of employees			
	Less than 1 year	More than 1 year but less than 5 years	More than 5 years	Total number of employees	Percentage of grand total (%)	Number of local employees	Number of foreign employees
Directors of CPB	-	-	2	2	0.85	2	-
Management	1	4	5	10	4.28	10	-
Professional/Executive	10	30	15	55	23.50	54	1
Clerical/Non-Executive	6	38	-	44	18.80	44	-
General Workers	46	77	-	123	52.57	123	-
TOTAL	63	149	22	234	100.00	233	1

Our Group's employees are not represented by any union and our management enjoys a cordial relationship with our employees. We have not been engaged in any industrial disputes since our inception.

We build our operational effectiveness by providing our employees training, resources and necessary equipment to enable them to deliver good performance. We provide a working environment for employees in our Group with emphasis on good moral values and ethical behaviour.

Our Group places high priority on ensuring that there is continuity in our Group's management team so as to ensure continuity and to maintain our level of competitiveness in the industry. To achieve this, it is the policy of our Group to groom new management staff to gradually assume the responsibilities of senior management and also as part of our employees' career advancement programme. Our Group's strategy for management continuity is driven by our top management who is responsible in identifying key competencies and requirements of candidates.

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6. BUSINESS OVERVIEW (Cont'd)**Employee segmentation by job functions**

Our employee segmentation by job functions as at FYE 2011, FYE 2012, FYE 2013, and FYE 2014 and LPD are as follows:

Job function	Number of permanent employees				
	FYE 2011	FYE 2012	FYE 2013	FYE 2014	LPD
Managerial and professional	42	32	32	29	35
Technical personnel	8	8	9	5	5
- <i>Engineers</i>	3	3	9	5	5
- <i>Technicians</i>	5	5	-	-	-
Clerical and administrative	21	30	35	20	22
Total	71	70	76	54	62

Job function	Number of contractual employees				
	FYE 2011	FYE 2012	FYE 2013	FYE 2014	LPD
Managerial and professional	12	25	21	30	20
Technical personnel	48	32	26	8	7
- <i>Engineers</i>	22	13	9	6	7
- <i>Technicians</i>	24	18	17	2	-
- <i>Other technical personnel⁽¹⁾</i>	2	1	-	-	-
Clerical and administrative	13	14	15	11	19
Fabrication Yard Workers	23	9	7	8	9
- <i>Skilled workers⁽²⁾</i>	11	7	7	3	3
- <i>Semi-skilled workers⁽³⁾</i>	12	2	-	5	6
Offshore Platform Workers	249	162	135	116	117
- <i>Skilled workers⁽⁴⁾</i>	50	70	76	42	41
- <i>Semi-skilled workers⁽⁵⁾</i>	45	12	52	50	45
- <i>Unskilled workers⁽⁶⁾</i>	154	80	7	24	31
Total	345	242	204	173	172

Notes:

- (1) *Comprise operation team leader and procurement analyst.*
- (2) *Include quality assurance and control inspectors, welders and planners.*
- (3) *Include painters and store personnel.*
- (4) *Include electricians, electrical and instrumentation technicians and safety officers.*
- (5) *Include fitters and painters.*
- (6) *Comprise riggers and fire watchers.*

6. BUSINESS OVERVIEW (Cont'd)

6.16.2 Training and development

Below is a list of some programmes attended by our employees since 2011.

Training dates	Training	Organiser
March 2011	Internal Audit ISO	NYB Technology Resources Sdn Bhd
March 2011	Emergency Breathing System (EBS)	Construction And Industrial Safety Training Centre Sdn Bhd
March 2011	Malaysia Basic Offshore Safety & Emergency Training (M-BOSET)	Terengganu Safety Training Centre Sdn Bhd
April 2011	Huet Complete with EBS	Construction And Industrial Safety Training Centre Sdn Bhd
April 2011	Seminar' World Day For Safety And Health At Work'	National Institute of Occupational Safety & Health
June 2011	Basic Offshore Safety Induction & Emergency Training (BOSIET) with EBS	Sequ Offshore Safety Sdn Bhd
June 2011	Petronas Carigali Permit To Work (PTW) Training	Construction And Industrial Safety Training Centre Sdn Bhd
June 2011	Petronas Carigali PTW Training	Construction And Industrial Safety Training Centre Sdn Bhd
June 2011	Petronas Carigali PTW Training	Construction And Industrial Safety Training Centre Sdn Bhd
July 2011	Professional Communication And Interpersonal Skills	Malaysian Employers Federation (MEF) Academy
August 2011	BOSIET with EBS	Sequ Offshore Safety Sdn Bhd
October 2011	Forklift Safety & Material Handling Equipment Operation Training	UMW Industries (1985) Sdn Bhd
December 2011	Safe Operating Practices for Overhead Crane	Shimba Sdn Bhd
March 2012	ISO 9001:2008 Awareness	Malaysian Employers Federation (MEF) Academy
September 2012	Hands-on Training For PETRONAS Supply Chain Management System	PETRONAS
November 2012	Fundamentals of Oil and Gas Offshore Hook up Construction and Commissioning	Dream Catcher Consulting Sdn Bhd
March/May 2013	Primavera 6 Training	Enterprise Business Solution Sdn Bhd
March 2013	Project Planning and Control	Enterprise Business Solution Sdn Bhd
July 2013	Technical Report Writing	Tactics Asia
December 2013	Office Fire Fighting and Emergency First Aid Training	Jabatan Pertahanan Awam Malaysia
February 2014	Permit-to-work training	PETRONAS
March 2014	Medical training	Academy of Occupational & Medicine Environment Malaysia
April 2014	Internal Audit ISO	NYB Technology Resources Sdn Bhd
May 2014	Self-service system portal training	PETRONAS
May 2014	Fire watcher/basic rigging and slinging	Terengganu Safety Training Centre
June 2014	Hydrogen sulphide H2S safety	Sequ Offshore Safety Sdn Bhd

6. BUSINESS OVERVIEW (Cont'd)

6.17 FUTURE PLANS AND PROSPECTS

6.17.1 Future plans

Our future plans are as follows:

(a) Implementation of Peninsular Malaysia HUC Contract

On 13 November 2013, we secured a contract from Petronas Carigali to provide offshore hook up and commissioning, production platform system maintenance and upgrading services for production platforms located offshore peninsular Malaysia.

The contract's scope of work includes the following:

- Infill drilling;
- Major facilities upgrading;
- Production platform modification;
- Host tie-in; and
- Pipeline replacement.

The duration of contract is until 2018 and work has commenced in 2014. We will utilise internally generated funds and bank borrowings to finance this project.

(b) Purchase of vessel

Our Group had entered into a Memorandum of Agreement to purchase an AWB (which is scheduled for delivery in June 2015) to support our existing business activities. The purchase of vessel will enable us to increase the level of in-house support that we are able to provide for our offshore hook up and commissioning, and production platform system maintenance and upgrading services by transporting our manpower resources, equipment and material to our customers' offshore work sites, and providing on-site accommodation. This will reduce the need to charter this type of vessels from third-parties.

In addition, we will be able to provide marine services, including vessel chartering, to external customers.

As at the LPD, the Company has paid RM2.48 million as deposit. The balance shall be paid via proceeds from the Listing of RM35.32 million and via bank financing of RM57.20 million.

(c) Development of existing minor fabrication yard at Kawasan Industri Telok Kalong and expansion of existing equipment rental services

Currently, our minor fabrication yard is located at the Kawasan Industri Telok Kalong in Kemaman, Terengganu.

In November 2013, we secured a contract from Petronas Carigali for the provision of hook up and commissioning and topside major maintenance services in peninsular Malaysia. As a result, we expect that moving forward most of our operations will be concentrated in the oilfield areas offshore peninsular Malaysia, which we will support from Kemaman, Terengganu.

6. BUSINESS OVERVIEW (Cont'd)

We plan to develop our fabrication yard at the Kawasan Industri Telok Kalong, Kemaman, Terengganu by constructing new facilities, including an abrasive blasting chamber, a laydown area, an open workshop and an office building.

The yard development will allow the incorporation of an abrasive blasting chamber to carry out abrasive blasting, which is a technique of cleaning hard surfaces using compressed air to propel solid abrasive particles, such as sand or garnet, at high speed across the surface.

Additionally there are planned purchases for new equipment and upgrades to equip this minor fabrication yard, including welding equipment and air compressors which are in conjunction with our plan to expand our existing equipment rental services. Equipment such as welding equipment and air compressors when not utilised by our Group will be rented to customers such as offshore support vessels that call on the Kemaman Marine Supply Base, Terengganu.

In addition, work to expand our existing equipment rental services has commenced in 2nd quarter of 2014 with the new equipment being purchased for our minor fabrication yard at Kawasan Industri Telok Kalong, Kemaman, Terengganu. We are currently using internally generated funds and shall utilise funds from our IPO proceeds to purchase the new equipment.

We expect the development of our minor fabrication yard to commence once we received funds from our IPO proceeds.

(d) Provision of marine services to external customers

We are the owner of Carimin Airis Vessel, an AHTS vessel, and we have a joint venture company that is the owner of SK Deep Sea, an AWB. As at LPD, these vessels were utilised to support our Group in the provision of our offshore hook up and commissioning, production platform system maintenance and upgrading services.

As part of our future plans, we intend to provide marine services to external customers. The provision of marine services to external customers will allow us to diversify our business, as well as our customer and revenue base.

The marine services that we provide may be based on one or a combination of the following arrangements:

- Time charter, where we are responsible for providing the vessel and its crew, and we operate the vessel under the charterer's commands; and
- Bareboat charter, where we provide the vessel, while the charterer is responsible for providing the crew.

We intend to begin providing marine services to external customers by 2015 by utilising Carimin Airis, SK Deep Sea, and/or vessels that we purchase in the future.

6. BUSINESS OVERVIEW (Cont'd)**(e) Milestones**

The following table indicates the timing for implementation of our future plans:

Future Plans Milestone

	YEAR				
	2014	2015	2016	2017	2018
Development of existing minor fabrication yard at Kawasan Industri Telok Kalong	√	√			
Purchase of vessel*	√	√			
Provision of marine services to external customers		√	√	√	√
Implementation of Peninsular Malaysia HUC Contract	√	√	√	√	√
Expansion of existing equipment rental services	√	√	√	√	√

Note:

* *The delivery of the vessel, Carimin Acacia is schedule to be in June 2015.*

6.17.2 Prospects of our Group

The prospects of our Group are dependent on the following factors:

- Competitive advantages and key strengths;
- Future plans to provide sustainable growth; and
- Industry outlook.

(a) Competitive advantages and key strengths

Our competitive advantages and key strengths will provide a platform for continuing growth and success. These include the following:

- Access to skilled human resources;
- PETRONAS licences;
- Long term contracts;
- In-house minor fabrication facilities;
- Track record;
- Ownership of a vessel and investment in a vessel owner; and
- In-house quality assurance.

6. BUSINESS OVERVIEW (Cont'd)**(b) Future plans to provide sustainable growth**

We have in place a sound business and expansion plan moving forward, which are focused in the following areas:

- Implementation of Peninsular Malaysia HUC Contract, an offshore hook up and commissioning, and topside major maintenance services contract secured from Petronas Carigali. The services are to be provided for production platforms offshore peninsular Malaysia, and the contract duration is up to 2018;
- Purchase of an AWB (scheduled for delivery in June 2015) to support our in-house operations, and to provide marine services to external customers. Together with our existing vessels, the new vessel will reduce the need to charter this type of vessel from third-parties, and will enable us to provide marine services to third-parties;
- Development of our existing minor fabrication yard in Kawasan Industri Telok Kalong, Kemaman, Terengganu and expansion of our equipment rental business, which will allow us to diversify our customer and revenue base; and
- Provision of marine services to third-parties utilising our existing vessels and vessel that we purchase in the future. The provision of marine services to external customers will allow us to diversify business, as well as our customer and revenue base.

Our future plans would provide us with the platform to grow and sustain our business.

(c) Industry prospects and outlook

The outlook of the oil and gas supporting services industry is dependent on the following factors:

- Performance of the oil and gas industry;
- Economic conditions;
- Development of marginal oil fields; and
- Market price of hydrocarbons.

The performance of the oil and gas industry in recent years was as follows:

Average Annual Growth Rate ("AAGR") of Selected Oil and Gas Industry Indicators

	AAGR (%)
Oil and Gas Fields in Operation ⁽¹⁾	8.3
PSC in Operation ⁽¹⁾	7.0
Total Investment in Upstream Activities ⁽¹⁾	4.9
Average Production of Oil and Gas ⁽¹⁾	#
Oil and Gas Reserves ⁽²⁾	2.5

Notes: # Less than 0.1%; (1) AAGR is between 31 March 2007 and 31 March 2011; (2) AAGR is between 1 January 2009 and 1 January 2013.

(Source: Independent Assessment of the Oil and Gas Supporting Services Industry in Malaysia prepared by Vital Factor Consulting Sdn Bhd)