SCOMI ENGINEERING BHD (formerly known as Bell & Order Berhad) (111633-M) (Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS

<u>Condensed Consolidated Income Statements</u> <u>For the three and nine month periods ended 30 September 2006</u>

INDIVIDUAL PERIOD

CUMULATIVE PERIOD

Continuing Operations	CURRENT YEAR QUARTER 30/09/2006 RM'000 Unaudited	PRECEDING YEAR CORRESPONDING QUARTER 30/09/2005 RM'000 Unaudited	CURRENT YEAR TO-DATE 30/09/2006 RM'000 Unaudited	PRECEDING YEAR CORRESPONDING PERIOD 30/09/2005 RM'000 Unaudited
Revenue	85,108	-	190,344	-
Cost of sales	(64,352)	-	(140,016)	
Gross profit	20,756	-	50,328	-
Other income	952	-	643	-
Operating expenses	(10,645)	-	(21,295)	-
Finance costs	(1,614)	-	(3,391)	-
Profit before taxation	9,449	-	26,285	-
Taxation	(2,763)	-	(6,728)	-
Profit for the period from continuing operations	6,686	-	19,557	-
<u>Discontinued Operations</u> Loss for the period from the discontinued operations	-	(2,399)	-	(3,999)
Profit/(loss) for the period	6,686	(2,399)	19,557	(3,999)
Attributable to:				
Equity holders of the parent	6,450	(2,399)	19,321	(3,999)
Minority interest	236	<u>-</u>	236	-
Profit/(loss) for the period	6,686	(2,399)	19,557	(3,999)
Earnings per share attributable to equity holders of the parent:				
Basic earnings per ordinary share (sen) - For profit from continuing operations - For loss from discontinued operations	2.38	(12.50)	7.27	(20.84)
	2.38	(12.50)	7.27	(20.84)
Diluted earnings per ordinary share (sen) - For profit from continuing operations - For loss from discontinued operations	2.31	- (12.50)	7.08 -	- (20.84)
•	2.31	(12.50)	7.08	(20.84)

Note: The detailed calculations for Basic and Diluted earnings per share are shown in Note B13.

The Condensed Consolidated Income Statements should be read in conjunction with the Annual Financial Report for the year ended 31st December 2005 and the accompanying explanatory notes attached to the interim financial statements.

SCOMI ENGINEERING BHD (formerly known as Bell & Order Berhad) (111633-M) (Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS

Condensed Consolidated Balance Sheet As at 30 September 2006

	As at 30/09/2006 RM'000 Unaudited	As at 31/12/2005 RM'000 Audited
ASSETS		7 101 011 0
Non-current assets		
Property, plant and equipment	91,850	47,836
Intangible Assets	217,387	207,487
Other Investment	627	542
Total non-current assets	309,864	255,865
Current assets	70 700	10.005
Inventories	79,739	42,995
Trade receivables Other receivables	57,300 29,891	46,753 8,300
Tax recoverable	1,528	2,205
Amount due from related corporations	28,001	27,276
Investment	7,000	21,210
Deposits with licensed banks	6,992	991
Cash and bank balances	15,145	19,519
Total current assets	225,596	148,039
	·	· · · · · · · · · · · · · · · · · · ·
Total assets	535,460	403,904
EQUITY AND LIABILITIES		
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent	270 642	044.754
Share capital	270,612	211,751
Share premium	78,299	68,516
Merger relief reserve	21,260	21,260
Currency translation reserve Accumulated losses	(1,314)	(25 002)
Accumulated losses	(16,562) 352,295	(35,883) 265,644
Share option reserve	1,136	203,044
Minority interest	14,990	-
Willionty interest	14,990	_
Total equity	368,421	265,644
• •		· · · · · · · · · · · · · · · · · · ·
Non-current liabilities		
Hire purchase creditors	11,119	10,862
Borrowings - Term Loan	15,725	19,539
Deferred tax liabilities	1,636	1,116
Total non-current liabilities	29 490	21 517
Total non-current habilities	28,480	31,517
Current liabilities		
Trade payables	52,252	23,137
Other payables	16,270	41,372
Amount due to holding company	2,349	898
Provision for taxation	17,775	6,583
Borrowings	44,965	31,264
Hire purchase creditors	4,948	3,489
Total current liabilities	138,559	106,743
	. 55,555	. 55,7 . 5
Total liabilities	167,039	138,260
TOTAL EQUITY AND LIABILITIES	535,460	403,904
Net assets per share attributable to equity holders of the parent (RM)	- 1.30	- 1.25
The coses per strate authoriable to equity florders of the paretit (RIVI)	1.30	1.20

The Condensed Consolidated Balance Sheets should be read in conjunction with the Annual Financial Report for the year ended 31st December 2005 and the accompanying explanatory notes attached to the interim financial statements.

SCOMI ENGINEERING BHD (formerly known as Bell & Order Berhad) (111633-M) (Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS

<u>Condensed Consolidated Cash Flow Statements</u> <u>For the period ended 30 September 2006</u>

CASH ELOWS EDOM ODERATING ACTIVITIES	9 MONTHS 30/09/2006 RM'000 Unaudited	ENDED 30/09/2005 RM'000 Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES Profit/(loss) before taxation	26,285	(3.000)
Adjustment for :-	20,203	(3,999)
Non-cash items	6,270	94
Non-operating items	(178)	(17)
Interest income Interest expense	(643) 3,391	- 1,370
Operating profit/(loss) before changes in working capital	35,125	(2,552)
Observed in condition with I		
Changes in working capital (Increase)/decrease in current assets	(47.539)	1,294
(Decrease)/Increase in current liabilities	(47,538) (13,521)	2,107
(2007 caco), moreado in carrett habitato	(10,021)	2,107
Cash flow (used in)/ generated from operating activities	(25,934)	849
Tax paid	(803)	-
Interest paid	(3,391)	(1,370)
Net cash flow used in operating activities	(30,128)	(521)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property,plant and equipment	(10,582)	(341)
Proceeds from disposal of property, plant and equipment	72	17
Investment	(6,714)	-
Interest received	643	- (00.4)
Restructuring cost	- 6,226	(964)
Profit guarantee monies received Acquisition of subsidiary company	(30,483)	-
Development expenditure	(761)	-
Net cash flow used in investing activities	(41,599)	(1,288)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of shares	70,371	-
Share issue expenses	(1,727)	-
Proceeds from borrowings	-	1,740
Repayment of borrowings / HP	4,013	-
Net cash flow generated from financing activities	72,657	1,740
Net change in cash and cash equivalents	930	(69)
Cash and cash equivalents at beginning of period	16,452	137
Cash and cash equivalents at end of period	17,382	68
Cash and cash equivalents at the end of the financial period comprise the	ne following:	
	30/09/2006 RM'000	30/09/2005 RM'000
Deposits with licensed banks	6,992	_
Cash and bank balances	15,145	68
Bank overdraft	(4,755)	-
		State -
	17,382	68
	_	

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Annual Financial Report for the year ended 31st December 2005 and the accompanying explanatory notes attached to the interim financial statements.

SCOMI ENGINEERING BHD (formerly known as Bell & Order Berhad) (111633-M) (Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS

Condensed Consolidated Statements of Changes in Equity For the nine month period ended 30 September 2006

	\ \	Attributab	le to equity	-Attributable to equity holders of the parent-	arent	^			
	Share Capital RM'000	Share Premium RM'000	Relief Reserve RM'000	Exchange Reserve RM'000	Retained Earnings RM'000	Total RM'000	Share Option Reserve	Minority Interest RM'000	Total Equity RM'000
At 1 January 2005	19,184	65	1	2,270	(52,584)	(31,065)	ı	,	(31,065)
Net loss	•	1	1	ī	(3,999)	(3,999)		1	(3,999)
At 30 September 2005	19,184	65		2,270	(56,583)	(35,064)	1	1	(35,064)
At 1 January 2006	211,751	68,516	21,260	1	(35,883)	265,644		ı	265,644
Rights issue	57,552	11,510		ľ	•	69,062	1	,	69,062
Acquisition of subsidiaries	ī	1	ı	ı	1	1	T.	14,754	14,754
Employees Share Options Scheme (ESOS)	1,309	1	1	ī	1	1,309	ī	•	1,309
Share issue expenses	I	(1,727)	1	ī	1	(1,727)	ı	ı	(1,727)
Recognition of share-based payment	i	1	1	1	1	ı	1,136	1	1,136
Net profit for the period	i	ı	1,	ī	19,321	19,321	ı	236	19,557
Foreign currency translation	ì	J	1	(1,314)	1	(1,314)	ı	ı	(1,314)
At 30 September 2006	270,612	78,299	21,260	(1,314)	(16,562)	352,295	1,136	14,990	368,421

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31st December 2005 and the accompanying explanatory notes attached to the interim financial statements.

PART A: EXPLANATORY NOTES AS PER FRS 134

A1. Basis of Preparation

The interim financial statements have been prepared under the historical cost convention. The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2005.

The significant accounting policies, methods of computation and basis of consolidation applied in the interim financial statements are consistent with those adopted in the audited financial statements for the financial year ended 31 December 2005 except for the adoption of the following new/revised Financial Reporting Standards ("FRS") effective for the financial year beginning 1 January 2006.

FRS2	Share-based Payment Business Combinations
FRS3 FRS5	
FRS 101	Non-current Assets Held for Sale and Discontinued Operations Presentation of Financial Statements
FRS 102	Inventories
FRS 108	Accounting Policies, Changes in Accounting Estimates and Errors
FRS 110	Events after the Balance Sheet Date
FRS 116	Property, Plant and Equipment
FRS 121	The Effects of Changes in Foreign Exchange Rates
FRS 128	Investments in Associates
FRS 131	Interests in Joint Ventures
FRS 132	Financial Instruments: Disclosure and Presentation
FRS 133	Earnings Per Share
FRS 136	Impairment of Assets
FRS 138	Intangible Assets
FRS 140	Investment Property

The adoption of the above new/revised FRS does not have any significant financial impact on the Group for the period under review except for the FRSs mentioned in (a) and (b) below. The principal effects of the changes in accounting policies resulting from the adoption of the new/revised FRSs are summarised below:-

(a) FRS 2 : Share- based payment

FRS 2 requires that share-based payment transactions be recognized in the financial statements. The group operates an equity-settled, share-based compensation plan for the employees. The compensation expense relating to share options is recognised in the profit or loss over the vesting periods of the grant.

(b) FRS 5: Non-current Assets Held for Sale and Discontinued Operations

The Group has applied FRS 5 in accordance with its transitional provisions, which has resulted in the recognition of a discontinued operation. The Group ceased providing services in the design, manufacture, supply and installation of sound and communication systems since early 2005 and the comparative figures now reflect this business activity as a discontinued operation.

A2. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the year ended 31 December 2005 was not qualified.

A3. Seasonal or Cyclical Factors

The operations of the Group were not significantly affected by any major seasonal or cyclical factors.

A4. Unusual and Extraordinary Items

There were no unusual and/or extraordinary items affecting assets, liabilities, equity, net income or cash during the quarter under review.

A5. Material Changes in Estimates

There were no material changes in estimates reported during the current quarter under review and financial year-to-date.

A6. Debt and Equity Securities

During the financial year-to-date, the issued and paid-up share capital of the Company increased from 211,751,567 ordinary shares of RM1.00 each to 270,611,567 ordinary shares of RM1.00 each by:

- (i) the issuance of renounceable rights issue of 57,552,000 new ordinary shares of RM1.00 each ("Rights Shares") on the basis of three Rights Shares for every one existing ordinary share of RM1.00 each held in the Company at an issue price of RM1.20 per Rights Shares; and
- (ii) the issuance of 1,308,000 new ordinary shares of RM1.00 each at the subscription price of RM1.00 per new share pursuant to the Employees Share Option Scheme ("ESOS") of the Company.

Other than the above, there was no other issuance, cancellation, share buy-back, resale of shares bought back and repayment of debt and equity securities by the Company for the current quarter and financial year-to-date.

A7. Dividend Paid

There was no dividend paid during the quarter under review and financial year-to-date.

A8. Segmental Information

	3 months	s ended	YTD 9 m	
	30.09.06 RM'000	30.09.05 RM'000	30.09.06 RM'000	30.09.05 RM'000
Segment Revenue				
Revenue from continuing operations:				
Machine Shop Division	52,616	-	135,770	-
Logistics Engineering Division	30,131	-	48,634	-
Fleet Management Division	2,361	-	5,940	-
Investment Holding		-		
Total revenue from continuing operations	85,108	-	190,344	-
Revenue from discontinued operations	_	291	-	905
Total	85,108	291	190,344	905
Segment Results Results from continuing operations: Machine Shop Division Logistics Engineering Division Fleet Management Division	8,600 (731) 161	- - -	23,073 (812) 483	- - -
Investment Holding	(1,580)	-	(3,423)	
Total results from continuing operations	6,450	-	19,321	-
Loss from discontinued operations	-	(2,399)		(3,999)
Total	6,450	(2,399)	19,321	(3,999)

A9. Valuation of property, plant and equipment

There was no revaluation of property, plant and equipment as the group does not adopt a revaluation policy on property, plant and equipment.

A10. Subsequent Events

There was no material event subsequent to the end of the current quarter.

A11. Changes in Composition of the Group

There were no changes in the composition of the Group for the current quarter and financial year-to-date except for the acquisition of 51% equity interest in MTrans Transportation Systems Sdn Bhd ("MTrans") on 10 July 2006, comprising 13,260,000 ordinary shares of RM1.00 each for a total cash consideration of RM30 million.

A12. Discontinued Operations

The business of Bell & Order Berhad ("B&O") ceased in early 2005 and its revenue, results and cash flows were as follows: -

	3 months	ended	YTD 9 mont	hs ended:
	30.09.06	30.09.05	30.09.06	30.09.05
	RM'000	RM'000	RM'000	RM'000
Revenue	-	291	-	905
Loss before tax	-	(2,399)	-	(3,999)
Income tax expense	-	=.	-	
Loss for the period	-	(2,399)	-	(3,999)
Cash flows from operating activities	-	(1,060)	-	(521)
Cash flows from investing activities	-	(1,306)	-	(1,288)
Cash flows from financing activities	-	2,186	_	1,740
Total cash flows	-	(180)	-	(69)

A13. Contingent Liabilities

There were no changes in contingent liabilities since the last annual balance sheet date as at 31 December 2005.

A14. Capital Commitments

The capital commitments not provided for in the financial statements as at 30 September 2006 are as follows:

	RM'000
Approved and contracted	19,860
Approved but not contracted	<u>42,140</u>
Total	<u>62,000</u>

A15. Significant related party transactions

Scomi Trading Sdn Bhd ("STSB"), a wholly-owned subsidiary of the Company, which in turn is a 71.21% owned subsidiary of Scomi Group Bhd ("SCOMI"), had on 18 July 2006 entered into a Lease Agreement with KMC Oiltools Overseas (M) Limited ("KMC Mauritius"), a wholly-owned subsidiary of Kota Minerals & Chemicals Sdn Bhd, which in turn is a wholly-owned subsidiary of SCOMI.

STSB leased 16 units of Derrick DE-1000 FHD Lite Centrifuge ("Equipment") to KMC Mauritius for its drilling waste management business for a period of 3 years and KMC Mauritius is to pay a monthly rent of RM16,409.28 per Equipment.

STSB entered into the Lease Agreement with KMC Mauritius to further expand its trading activities and to generate additional earnings for STSB. The lease arrangement is expected to contribute positively towards STSB's earnings growth.

The Lease Arrangement has been approved by Bank Negara Malaysia on 3 October 2006.

Save as disclosed above, there was no other significant related party transaction to the end of the current quarter.

PART B: ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD'S LISTING REQUIREMENTS

B1. Review of Performance for the Quarter

The Group recorded a turnover of RM 85.108 million for the quarter ended 30 September 2006. The results are not comparable with the corresponding quarter in 2005 due to the corporate exercise which was completed on 15 December 2005. The financial results for the corresponding quarter in 2005 were from businesses contributed by the Bell & Order Berhad Group of companies which have been discontinued.

B2. Results against Preceding Quarter

The Group achieved a net profit of RM 6.450 million for the current quarter ended 30 September 2006 compared to RM 7.421 million in the preceding quarter ended 30^{th} June 2006. The decrease was due to the lower contribution from the Logistics Engineering Unit as a result of orders received in prior quarters that would only be deliverable and billable in the 4^{th} quarter.

B3. Current year prospects

The Machine Shop Division continues to benefit from the buoyant drilling activities in the region. The increase in the number of operating rigs, particularly in Saudi Arabia, has doubled in the last twelve months resulting in increased demand for our connectors, casing and related services. The expansion of the Singapore and Labuan machine shops is planned to cater for this increase in demand.

The Logistics Engineering Division is expected to provide a more significant contribution to the results of the group in the fourth quarter due to the increased contribution from the bus fabrication and assembly business. The contribution from new Special Purpose Vehicle orders, for which deliveries are scheduled in the fourth quarter, should also have a positive contribution to the Division results.

B4. Profit Forecast or Profit Guarantee

This section is not applicable as no Profit Forecast or Profit Guarantee was published or issued.

B5. Income Tax Expense

	3 months ended		YTD 9 months end	
	30.09.06	30.09.05	30.09.06	30.09.05
	RM'000	RM'000	RM'000	RM'000
Current Tax				
Malaysian income tax	513	-	837	-
Foreign tax	2,032	-	5,857	-
	2,545	-	6,694	-
Deferred tax	704	-	520	_
	3,249		7,214	
Over provision	(486)		(486)	
Total	2,763	-	6,728	-

A reconciliation of income tax expense applicable to profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group is as follows: -

	Individual	Quarter	Cumulative Quarter		
	Current Year	Preceding Year	Current Year	Preceding Year	
	Ouarter 30-Sep-06	Ouarter 30-Sep-05	Ouarter 30-Sep-06	Ouarter 30-Sep-05	
	%	%	%	%	
Malaysian statutory tax rate Tax effects of:	28	-	28	-	
- different tax rates in other countries	(4)	-	(6)	-	
- unrecognised tax loss/unabsorbed capital allowance	5	-	4	-	
Effective tax rate	29	-	26		

B6. Unquoted Investments and Properties

There were no sales of unquoted investments and properties during the quarter under review.

B7. Quoted and Marketable Investments

Details of investments in Money Market Fund as at the reporting date are as follows:

	As at
	30.09.06
	RM'000
Total investments at cost	<u>7,000</u>
Total investments at market value	7,000

B8. Corporate Proposals

Status of Corporate Proposals Announced

(a) Renounceable Rights Issue of 57,552,000 new ordinary shares of RM1.00 each in the Company at an issue price of RM1.20 per rights share on the basis of three (3) rights share for every one (1) existing SEB share held ("Rights Issue")

On 20 January 2006, the Company allotted and issued 57,552,000 new ordinary shares of RM1.00 each at an issue price of RM1.20 per share pursuant to the Rights Issue. The cash proceeds from this issue amounted to RM69,062,400.

On 26 January 2006, the shares were listed and quoted on the Second Board of Bursa Malaysia Securities Berhad.

The proceeds were utilised as follows:-

	RM '000
Gross proceeds	69,062
Settlement of creditors pursuant to the composite scheme of arrangement	(14,918)
Expenses in relation to the corporate exercise	(4,365)
Working capital for business expansion*	<u>(42,619)</u>
Balance as at 30 September 2006	<u>7,160</u>

^{*} The working capital utilisation includes RM29.8 million related to the Acquisition of MTrans.

(b) Acquisition of the entire equity interests in OMS Oilfield Services Pte Ltd (formerly known as Oiltools Pte Ltd) ("OPL") and OMS Oilfield Holdings (Malaysia) Sdn Bhd from KMC Oiltools Bermuda Limited ("KMCOB") and KMC Oiltools (Cayman) Ltd respectively, effectively 92.5% subsidiaries of Scomi Group Bhd, by Scomi Engineering Bhd ("SEB"), for a total purchase consideration of RM237,500,000.00, satisfied by the issuance of 160,472,973 new ordinary shares of RM1.00 each in SEB at an issue price of RM1.48 per share ("Acquisitions")

The Securities Commission ("SC") had vide its letter dated 1 September 2005 granted an extension of time to SEB of up to one (1) year from the date of completion of the Acquisitions (being 15 December 2005), for the settlement of the amount owing by KMCOB to OPL ("OPL Intercompany Receivable").

The application for further extension of time of six months from 15 December 2006 to 15 June 2007 for the settlement of the OPL Intercompany Receivable had been approved by the SC vide its letter dated 9 October 2006.

B9. Borrowings (Secured)

The group borrowings including hire purchase creditors as at the end of the reporting period are as follows:

	As at
	30.09.06
	RM'000
Short term borrowings	49,913
Long term borrowings	<u>26,844</u>
Total	<u>76,757</u>

Borrowings denominated in following currencies:

As	s at 30.09.06
USD'000	RM'000
	Equivalent
8,799	32,382
-	44,375
8.799	76,757
	USD'000 8,799

B10. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at the date of this report.

B11. Change in Material Litigation

Neither the company nor any of its subsidiaries is engaged in any litigation or arbitration, either as a plaintiff or defendant, which has a material effect on the financial position of the Company or any of its subsidiaries and the Board does not know of any proceedings pending or threatened, or of any fact likely to give rise to proceedings, which might materially and adversely affect the position or business of the company or any of its subsidiaries.

B12. Dividend Payable

No interim dividend has been declared for the current quarter under review and financial year-to-date .

B13. Earnings per share

(a) Basic

The computations for earnings per share are as follows:

3 months ended		YTD 9 months ended	
30.09.06 RM'000	30.09.05 RM'000	30.09.06 RM'000	30.09.05 RM'000
6,450	-	19,321	-
-	(2,399)	-	(3,999)
6,450	(2,399)	19,321	(3,999)
270,480	19,184	265,824	19,184
2.38	(12.50) (12.50)	7.27 - 7.27	(20.84) (20.84)
	30.09.06 RM'000 6,450 - - 6,450 270,480	30.09.06	30.09.06

(b) DilutedThe computations for diluted earnings per share are as follows:

	3 months ended		YTD 9 months ended	
	30.09.06 RM'000	30.09.05 RM'000	30.09.06 RM'000	30.09.05 RM'000
Profit from continuing operations attributable to ordinary equity holders of the company	6,450	-	19,321	-
Loss from discontinued operations attributable to ordinary equity holders of the company	-	(2,399)	-	(3,999)
Profit/(Loss) attributable to ordinary equity holders of the company	6,450	(2,399)	19,321	(3,999)
Weighted average number of ordinary shares in issue ('000)	270,480	19,184	265,824	19,184
Dilutive effect of unexercised share options ('000)	8,454	-	7,061	-
Adjusted weighted average number of				
ordinary shares in issue and issuable ('000)	278,934	19,184	272,885	19,184
Diluted earnings per share (sen) for :	0.04		7.00	
Profit from continuing operations Loss from discontinued operations	2.31	(12.50)	7.08 -	(20.84)
Profit/(Loss) for the period	2.31	(12.50)	7.08	(20.84)

B14. Authorisation for Issue

The interim financial statements were authorised for issue on 20 November 2006 by the Board of Directors.