# CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2008

(The figures have not been audited)

	Note	2008 Individual Quarter Current Year Quarter 31-Dec RM'000	2007 Individual Quarter Preceding Year Corresponding Quarter 31-Dec RM'000	2008 Cumulative Quarter Current Year to date 31-Dec RM'000	2007 Cumulative Quarter Preceding Year Corresponding Period 31-Dec RM'000
Continuing Operations					
Revenue	A8	44,783	42,372	90,827	86,955
Other income		304	543	1,751	791
Operating expenses		(33,987)	(31,849)	(66,637)	(67,770)
Depreciation and amortisation		(8,943)	(5,664)	(15,270)	(11,307)
Impairment (loss)/reversal		(324)	(4,011)	(1,999)	12,663
Loss on disposal of investment		-	(561)	(219)	(561)
Interest income		304	788	651	1,605
Interest expense		(2,341)	(1,133)	(4,110)	(3,076)
Other finance costs		(1,875)	(156)	(2,089)	(261)
Share of results in associate	_		(1,560)	<u> </u>	(7,227)
(Loss)/Profit before tax		(2,079)	(1,231)	2,905	11,812
Taxation	B5	598	(166)	(874)	(2,572)
(Loss)/Profit for the period from continuing operation	ns	(1,481)	(1,397)	2,031	9,240
Discontinued Operation					
Loss for the period from discontinued operation			(1,608)		(1,800)
(Loss)/Profit for the period	•	(1,481)	(3,005)	2,031	7,440
Attributable to:					
Equity holders of the parent		727	(2,587)	4,370	7,876
Minority Interest		(2,208)	(418)	(2,339)	(436)
	•	(1,481)	(3,005)	2,031	7,440
Earnings per share attributable to equity holders of	the par	ent:			
Basic, for profit/(loss) from continuing operations (sen	1)	0.59	(1.36)	3.52	7.09
Basic, for loss from discontinued operation (sen)		-	(0.71)	-	(0.79)
Basic, for profit/(loss) for the period (sen)	-	0.59	(2.07)	3.52	6.30
Diluted, for (loss)/profit from continuing operations (se	en)	n/a	(1.35)	n/a	7.04
Diluted, for loss from discontinued operations (sen)		n/a	(0.70)	n/a	(0.78)
Diluted, for (loss)/profit for the period (sen)	-	n/a	(2.06)	n/a	6.26

The condensed consolidated income statement should be read in conjunction with the audited financial statements for the financial year ended 30 June 2008 and the accompanying explanatory notes attached to the interim financial statements.

# CONDENSED CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2008

(The figures have not been audited)

(The figures have not been audited)	Note	End of Current Quarter 31-Dec RM'000	2008 Audited Preceding Financial Year End 30-Jun RM'000
Assets			
Non-Current Assets			
Property, plant and equipment		390,410	372,367
Prepaid lease rental		4,576	4,582
Exploration and evaluation assets		16,616	11,531
Intangible assets		27,777	29,212
Other investments		517	517
Deferred tax assets		18,493	21,391
Current Appete		458,389	439,600
Current Assets		0.755	14.071
Inventories		9,755	14,071
Trade and other receivables Tax recoverable		58,565	52,326
Cash and bank balances		1,888 128,213	1,816 157,071
Casil and bank balances		198,421	225,284
Assets classified as held for sale	A12	13,916	18,139
Assets classified as field for sale	AIZ	212,337	243,423
Total Assets		670,726	683,023
Total Assets		070,720	000,020
Equity and Liabilities  Equity attributable to equity holders of the parent Share capital Reserves	A6	125,064 300,330 425,394	125,064 297,583 422,647
Minority interest		31,224	33,475
Minority interest Total Equity		456,618	456,122
Total Equity		430,010	430,122
Non-Current Liabilities			
Borrowings	В9	3,402	9,307
Other payables		15,866	16,304
Deferred tax liabilities		-	115
		19,268	25,726
Current Liabilities			
Overdraft and short term borrowings	B9	172,413	172,305
Trade and other payables		21,921	26,028
Taxation		506	2,458
		194,840	200,791
Liabilities directly associated with the assets			
classified as held for sale	A12		384
		194,840	201,175
Total Liabilities		214,108	226,901
Total Equity and Liabilities		670,726	683,023
Net Assets Per Share Attributable to Ordinary Equity Ho	olders		
of the Parent (RM)		3.42	3.39

The condensed consolidated balance sheet should be read in conjunction with the audited financial statements fo the financial year ended 30 June 2008 and the accompanying explanatory notes attached to the interim financial statements.

# CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2008

(The figures have not been audited)

(The figures have not been audited)		
	(6 months) <b>31-Dec-08</b>	(6 months) <b>31-Dec-07</b>
	RM'000	RM'000
Net profit before tax	2,905	10,013
Adjustments:-		
Non-cash items	20,099	8,732
Operating profit before changes in working capital	23,004	18,745
Changes in working capital	(5,862)	15,226
Cash used in operations	(4,335)	(4,297)
Net cash flow from operating activities	12,807	29,674
Investing Activities		
Purchase of property, plant and equipment	(23,650)	(4,189)
Exploration and evaluation expenditure	(4,987)	(4,522)
Proceeds from disposal of associate	-	15,163
Proceeds from disposal of subsidiary	1,411	-
Proceeds from disposal of property, plant and equipment	3	=
Interest income received	910	2,285
Dividends received	44	7
	(26,269)	8,744
Financing Activities		
Drawdown of borrowings	42,102	26,886
Repayment of borrowings	(58,478)	(64,840)
Purchase of treasury shares	(270)	-
Dividends paid	(2,485)	(1,876)
Withdrawal of deposits	1,056	26,122
	(18,075)	(13,708)
Net change in cash & cash equivalents	(31,537)	24,710
Cash and cash equivalents at beginning of the year	131,507	109,989
Effect of exchange rate changes	2,496	1,277
Cash and cash equivalents at end of the period	102,466	135,976
Cash and cash equivalents comprise:		
Cash on hand and in bank	19,417	32,082
Deposits with licensed banks	87,339	108,376
Bank overdrafts	(4,290)	(4,482)
	102,466	135,976
Deposits pledged with licensed banks	21,457	33,233

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the financial year ended 30 June 2008 and the accompanying explanatory notes attached to the interim financial statements.

### CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2008

(The figures have not been audited)

### <----- Attributable to Equity Holders of the Parent ----->

		< Att	tributable to	Equity Holde	ers of the Pa	rent>			
					Share				
	Share	Share	Treasury	Other	Option	Retained		Minority	Total
6 months ended 31 December 2008	Capital	Premium	shares	Reserves	Reserve	Earnings	Sub-Total	Interest	Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 July 2008	125,064	79,211	(454)	5,743	1,815	211,268	422,647	33,475	456,122
Currency translation differences	_	-		847	_		847	88	935
Net income recognised directly		<u>.</u>							
in equity	-	-	-	847	-	-	847	88	935
Profit for the period	-	-	-	-	-	4,370	4,370	(2,339)	2,031
Total recognised income and									
expense for the period	-	-	-	847	-	4,370	5,217	(2,251)	2,966
Dividends paid	-	-	-	-	-	(2,485)	(2,485)	-	(2,485)
Purchase of treasury shares	-	-	(270)	-	-	-	(270)	-	(270)
Share-based payment under ESOS	-	_		_	285	-	285	_	285
	-	-	(270)	847	285	1,885	2,747	(2,251)	496
At 31 December 2008	125,064	79,211	(724)	6,590	2,100	213,153	425,394	31,224	456,618
6 months ended 31 December 2007									
At 1 July 2007	125,064	79,211	-	1,130	-	203,883	409,288	35,091	444,379
Currency translation differences	-	-	-	1,151	-	-	1,151	569	1,720
Share of associate's reserve	-	-	-	2,211	-	-	2,211	-	2,211
Disposal of associate	-	-	-	120	-	-	120	-	120
Net income recognised directly		<u>.</u>							
in equity	-	-	-	3,482	-	-	3,482	569	4,051
Profit for the period	-	-	-	-	-	7,876	7,876	(436)	7,440
Total recognised income and									
expense for the period	-	-	-	3,482	-	7,876	11,358	133	11,491
Dividends paid	-	-	-	-	-	(1,876)	(1,876)	-	(1,876)
Share-based payment under ESOS	-	-	-	-	2,151	-	2,151	-	2,151
	-	-	-	3,482	2,151	6,000	11,633	133	11,766
At 31 December 2007	125,064	79,211	-	4,612	2,151	209,883	420,921	35,224	456,145

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 30 June 2008 and the accompanying explanatory notes attached to the interim financial statements.

#### NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2008

### A1. Accounting Policies

The interim financial statements has been prepared in accordance with the reporting requirements outlined in the Financial Reporting Standards (FRS) 134 Interim Financial Reporting issued by the Malaysian Accounting Standards Board (MASB) and paragraph 9.22 and Appendix 9B of the Bursa Malaysia Securities Berhad (Bursa) Listing Requirements and should be read in conjunction with the Group's annual audited financial statements for the year ended 30 June 2008.

The same accounting policies and methods of computation are followed in the interim financial statements as compared with the audited financial statements for the year ended 30 June 2008.

The Group has not made an early adoption of FRS 139 (Financial Instruments: Recognition and Measurement) which is effective for accounting periods beginning on or after 1 January 2010. The transitional provision in FRS 139 exempts entities from disclosing the possible impact arising from the initial application of this standard on the financial statements of the Group.

#### A2. Audit Qualifications

The audit report of the preceding annual financial statements was not subject to any qualification.

### A3. Seasonal or Cyclical Factors

There were no seasonal or cyclical events that had materially affected the nature of the operations for the period.

#### A4. Unusual Items

There were no significant unusual items affecting assets, liabilities, equity, net income, or cash flows of the Group since the last financial period except as disclosed in Notes A10 and B8.

### A5. Changes in Estimates

There are no changes in estimates of amounts reported in prior interim periods or financial years that have a material effect in the current quarter.

## A6. Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayment of debt and equity securities during the current quarter. The Company purchased its own shares during the previous quarter and the last financial year. The shares purchased are being held as treasury shares.

No of charge

	NO. OT ST	iares
Outstanding Shares in Issue	2009	2008
- Ordinary Shares of RM1 Each	'000	'000
Issued and fully paid	125,064	125,064
Less: Treasury shares	828	483
At 31 December 2008/30 June 2008	124,236	124,581

### Employee Share Option Scheme ("ESOS")

No options were exercised during the quarter. At the end of the quarter, there were 8.6 million unexercised options under the ESOS.

## A7. Dividends Paid

A first and final tax exempt dividend of 2% in respect of the financial period ended 30 June 2008 amounting to RM2,484,691 was paid on 5 December 2008.

#### A8. Segmental Reporting By Activity

	Segme	ent Revenue	Segment Results		
	Year to	Year to	Year to	Year to	
	date	date	date	date	
	31-Dec-08	31-Dec-07	31-Dec-08	31-Dec-07	
	RM'000	RM'000	RM'000	RM'000	
Oil and gas services	58,434	41,231	20,997	11,323	
Trading and manufacturing	16,676	15,683	(872)	1,881	
Engineering, procurement and construction	15,414	29,355	1,115	2,359	
Investment holding	1,045	1,148	(9,159)	5,771	
Oil and gas exploration and production	-	-	(1,595)	-	
Others	-	-	(461)	(1,638)	
	91,569	87,417	10,025	19,696	
Consolidation adjustments/Eliminations	(742)	(462)	(1,572)	1,075	
	90,827	86,955	8,453	20,771	
Discontinued operation		-	=	(1,800)	
	90,827	86,955	8,453	18,971	

Segment results is earnings before interest income, interest expense, other finance costs and share of results in associate.

### A9. Valuations of Property, Plant and Equipment

The valuations of property, plant and equipment had been brought forward without any amendment from the previous annual financial statements.

### A10. Subsequent Event

On 12 January 2009, the Company received a letter from Oil and Natural Gas Corporation ("ONGC") dated 6 January 2009 addressed to Prize Petroleum Co Ltd, Hindustan Petroleum Corporation Ltd and M3nergy Berhad ("Consortium") giving notice of termination of the contract for the development of offshore marginal fields of Cluster 7, off Mumbai, India ("Cluster 7 Project"). ONGC viewed that the Consortium partners could not meet their contractual obligations under the contract due to a perceived disharmony in the relationship amongst Consortium partners.

Arising from the said event, there is a potential claim on the performance bond under the contract of USD13.3 million of which the Company's 30% share of this potential claim is USD4.0 million (approximately RM14.0 million) and the potential write-off of capitalised expenses amounting to RM5.2 million. Nevertheless, the Company is appealing for continuance of the project and seeking amicable resolution with Consortium partners.

#### A11. Changes in Composition of the Group

There are no material changes in the composition of the Group for the current quarter including business combinations, acquisitions or disposal of subsidiaries and long term investments, restructuring or discontinuing operations.

#### A12. Assets Classified as Held for Sale

This pertains to the Company's investment in securities of Malaysian Merchant Marine Berhad ("MMM").

Pursuant to the Supplemental Share Sale Agreement between the Company and Core Attributes (M) Sdn Bhd ("CASB") on 12 December 2007, CASB had an irrevocable option over 20,933,884 MMM ordinary shares ("Option OS") for RM20,515,206 in addition to the call option over MMM Islamic Preference Shares and Warrants held by the Company, which may be exercised by 31 December 2008. M3nergy Berhad also has a put option on CASB, Dato' Ramesh Rajaratnam and Datin SL. Sharlini Manickam to require them to purchase all the Option OS for RM20,515,206 by 31 December 2008 ("Put Option Agreement").

Subsequent to the Company's put option notice, CASB requested to extend the deadline of the Put Option Agreement from 31 December 2008 to 31 December 2009. The Company agreed to an extension of the deadline to only 31 March 2009 on certain terms and conditions. CASB did not accept the Company's counter proposal and later claimed that the put option has lapsed. On 18 February 2009, CASB requested for the call and put option over the Option OS to be extended to 31 December 2009 at the same purchase price of RM20,515,206 or at a mutually agreeable price if exercised before that date.

The Company has rejected CASB's latest request and will be seeking legal advice on the matter before taking the next course of action.

## A13. Changes in Contingent Liabilities and Contingent Assets

There were no material changes in contingent liabilities or contingent assets since the last annual financial statements as at 30 June 2008 except for the potential claim on the performance bond of about RM14.0 million (USD4.0 million) as disclosed in Note A10.

## A14. Capital Commitments

pital Communents	At 31-Dec-08 RM'000	At 30-Jun-08 RM'000
Capital expenditure approved and contracted for: - Property, plant and equipment	37,040	5,125

#### ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD

#### **B1.** Performance Review

Group revenue for the six months ended 31 December 2008 improved by 4.5% to RM90.8 million as compared to RM87.0 million for the period ended 31 December 2007. The major increase in revenue was from oil and gas services division of RM17.2 million whilst there was a decline in revenue in the engineering, procurement and construction division of RM14.0 million as the new projects secured during the period have yet to generate revenue.

The Group generated a profit before tax of RM2.9 million for the period ended 31 December 2008 as compared to a profit before tax of RM11.8 million for the corresponding period of the last financial year. The decline was mainly attributable to expenses in relation to Maveric Ltd as disclosed in Notes B8 and impairment on investment. The results for the previous year corresponding period included a write back of impairment loss of RM12.7 million and share of loss in associate of RM7.2 million.

## B2. Material Change in Quarterly Profit Before Taxation

The Group incurred a loss before tax of RM2.1 million in the current quarter against a profit before tax of RM5.0 million in the preceding quarter. This is mainly attributable to the expenses in the current quarter relating to Maveric Ltd as disclosed in Notes B8 respectively.

#### B3. Prospects

The Group has several long term contracts for the provision of Floating, Production, Storage and Offloading ("FPSO") and Floating, Storage and Offloading ("FSO") facilities. The Group will own and operate a newly converted FSO from the third quarter of 2009 up to 2025. It is currently operating a client-owned FSO until 2012. The Group's FPSO Perintis which has an excellent operation track record for the past nine years, will continue to operate for a further five years up to 2013. The five-year extension contract is expected to be signed by the end of the first quarter of 2009. The Group will focus on expanding its core business in providing FPSO/FSO facilities. The exploration and production segment is expected to generate revenue in the next three to five years.

In view of the above, the Directors are confident of the long term prospects of the Group.

### B4. Profit Forecast and Profit Guarantee

No profit forecast and/or profit guarantee have been issued by the Group.

### B5. Taxation

	Group		
	Quarter	Year	
	ended	to date	
	31-Dec-08	31-Dec-08	
	RM'000	RM'000	
Major components of tax expense:			
Current year provision	192	384	
Deferred tax	1,451	2,783	
	1,643	3,167	
Overprovision - prior years	(2,241)	(2,293)	
	(598)	874	
Loss/(Profit) before taxation	(2,079)	2,905	
Taxation at the statutory income tax rate	(520)	726	
Tax effect on timing differences, provisions and expenses not deductible			
for tax purposes	2,163	2,441	
Overprovision in prior year	(2,241)	(2,293)	
Tax expense	(598)	874	

#### B6. Sale of Unquoted Investments and/or Properties

There was no sale of unquoted investments or properties during the quarter.

### B7. Purchase and Disposal of Quoted Securities

There was no purchase and disposal of quoted securities during the period other than the purchase of the Company's shares as disclosed in note A6.

Details of quoted securities held are as follows:

	Grou	ıρ
	31-Dec-08 RM'000	30-Jun-08 RM'000
Purchase consideration	-	-
Sale proceeds	-	15,163
Gain on disposal	-	3,267
Quoted securities held		
- at cost	73,034	73,034
- at carrying value	14,258	15,932
- at market value	16,195	18,197

### B8. Status of Corporate Proposals

There were no outstanding corporate proposals except as disclosed below:

Maveric Ltd, a 54.85% subsidiary, had on 10 December 2007, entered into a conditional sale and purchase agreement with Messrs Tan Keng Siong Thomas, Tan Sek Khoon and Yeo Ai Tee (each a "Vendor" and collectively, the "Vendors") to acquire the entire issued and paid-up share capital of Kim Heng Marine & Oilfield Pte Ltd, Kim Heng Maritime Pte Ltd, Kim Heng Tubulars Pte Ltd, Kim Heng Shipbuilding & Engineering Pte Ltd, Darwin Offshore Logistics Base Pty Ltd, Darwin Base Waste Pty Ltd and Alpine Progress Shipping Pte Ltd (Proposed Acquisition), which is subject to the approval of the shareholders of the Company at an extraordinary general meeting to be convened.

On 13 February 2009, Maveric Ltd announced that Maveric Ltd and the Vendors have mutually agreed to terminate the Proposed Acquisition after being unable to come to an agreement on mutually acceptable commercial terms and structure following several discussions in light of current challenging economic conditions.

Therefore, the expenses incurred on the Proposed Acquisition amounting to RM6.4 million have been charged to the income statement of the current quarter.

#### **B9.** Group Borrowings

The details of Group borrowings are as follows:

		Gro	up	Group	
		31-De	c-08	30-Jun-08	
Nature	Secured/ Unsecured	Repayable Within 12 Months RM'000	Repayable After 12 Months RM'000	Repayable Within 12 Months RM'000	Repayable After 12 Months RM'000
Revolving Credit ("RC")	Unsecured	-	-	13,066	-
RC/Trade Loan/Overdraft	Secured	15,383	-	10,851	-
Term Loans	Secured	156,791	3,108	147,993	9,118
Hire-Purchase	Secured	239	294	395	189
		172,413	3,402	172,305	9,307

Included under Term Loans are bridging loans totaling USD 41.9 million (RM145.0 million) which will be refinanced by a long term loan of USD130 million as announced on 13 November 2008.

#### B10. Off Balance Sheet Financial Instruments

### **Put Option**

There is a put option on MMM securities held by the Company as disclosed in Note A12.

#### **B11.** Material Litigation and Dispute

Neither the Company nor any of its subsidiary companies are engaged in any material litigation either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings, pending or threatened, against the Company or its subsidiary companies or of facts likely to give rise to any proceedings which might materially affect the position or business of the Company or its subsidiary companies, financially or otherwise.

#### B12. Dividends

No dividend was declared during the quarter.

## **B13.** Earnings Per Share

#### (a) Basic

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the parent by the weighted average number of ordinary shares in issue during the period. The weighted average number of shares in issue has been adjusted to include the effects of shares buy back, as disclosed in notes A6.

	Group			
	Quarter ended 31-Dec-08 RM'000	Quarter ended 31-Dec-07 RM'000	Year to date 31-Dec-08 RM'000	Year to date 31-Dec-07 RM'000
Profit/(loss) from continuing operations attributable to ordinary equity holders of the parent	727	(1,705)	4,370	8,863
Loss from discontinued operation attributable to ordinary equity holders of the parent	-	(882)	-	(987)
Net profit/(loss) attributable to equity holders of the parent	727	(2,587)	4,370	7,876
Weighted average number of ordinary shares in issue	124,259	125,064	124,259	125,064
Basic earnings per share (sen) for: Profit/(loss) from continuing operations Loss from discontinued operation	0.59 - 0.59	(1.36) (0.71)	3.52 - 3.52	7.09 (0.79)
Profit/(loss) for the period	0.59	(2.07)	3.32	6.30

# (b) Diluted

Diluted earnings per share for the current quarter is not calculated as this is anti-dilutive.

Diluted earnings per share for the corresponding previous period is calculated by dividing the adjusted net profit attributable to equity holders of the parent by the adjusted weighted average number of ordinary shares in issue and issuable during the financial period. The weighted average number of shares in issue has been adjusted to include the 41,688,057 bonus shares issued on 20 April 2007.

The effects of dilution were due to the employee share options.

	Group		
	Quarter ended 31-Dec-07 RM'000	Year to date 31-Dec-07 RM'000	
(Loss)/Profit from continuing operations attributable to ordinary equity holders of the parent	(1,705)	8,863	
Loss from discontinued operation attributable to ordinary equity holders of the parent	(882)	(987)	
Net (loss)/profit attributable to equity holders of the parent	(2,587)	7,876	
Weighted average number of ordinary shares in issue	125,064	125,064	
Effects of dilution - share options	789	789	
Adjusted weighted average number of ordinary shares in issue	125,853	125,853	
Diluted earnings per share (sen) for: (Loss)/Profit from continuing operations Loss from discontinued operation (Loss)/Profit for the period	(1.35) (0.70) (2.06)	7.04 (0.78) 6.26	

## B14. Authorised for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 25 February 2009.