



UZMA BERHAD

(Company No: 769866-V)
(Incorporated in Malaysia with limited liability under the Companies Act, 1965)

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2012

1. BASIS OF REPORTING PREPARATION

The condensed consolidated interim financial statements have been prepared in accordance with the applicable disclosure provision of the Listing Requirements of the Bursa Malaysia Securities Berhad and Malaysia Financial Reporting Standard 134: *Interim Financial Reporting* (“MFRS 134”).

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

These are the Group’s condensed consolidated interim financial statements for part of the period covered by the Group’s first MFRS framework annual financial statements and MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards* has been applied. The transition to MFRS framework does not have any material impact to the condensed consolidated financial statements of the Group.

The significant accounting policies adopted in preparing these condensed consolidated interim financial statements are consistent with those applied by the Group in its audited financial statements for the year ended 31 December 2011.

The following MFRSs, Amendments to MFRSs and IC Interpretation were issued but not yet effective and have not been applied by the Group:-

		Effective date
MFRS 9	Financial Instruments	1 January 2015
MFRS 10	Consolidated Financial Statements	1 January 2013
MFRS 11	Joint Arrangements	1 January 2013
MFRS 12	Disclosure of Interests in Other Entities	1 January 2013
MFRS 13	Fair Value Measurement	1 January 2013
MFRS 119	Employee Benefits	1 January 2013

1. BASIS OF REPORTING PREPARATION (CONT'D)

		Effective date
MFRS 127	Separate Financial Statements	1 January 2013
MFRS 128	Investment in Associates and Joint Ventures	1 January 2013
Amendments to MFRS 1	Government Loans	1 January 2013
Amendments to MFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
Amendments to MFRS 9	Mandatory Effective Date of MFRS 9 and Transition Disclosures	1 January 2015
Amendments to MFRS 101	Presentation of Items of Other Comprehensive Income	1 July 2012
Amendments to MFRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2014
IC Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine	1 January 2013

2. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

There was no qualification on the audited financial statements of the Company for the financial year ended 31 December 2011.

3. SEASONAL OR CYCLICAL FACTORS

The principal business operations of the Group are not significantly affected by seasonal or cyclical factors during the period under review.

4. ITEMS OF UNUSUAL NATURE AND AMOUNT

There were no items affecting assets, liabilities, equity, net incomes or cash flows that are unusual because of their nature, size or incidence in the interim financial reports.

5. MATERIAL CHANGES IN ESTIMATES

There were no changes in the estimates of amount relating to the prior financial years that have a material effect in the current quarter under review.

6. ISSUANCES, REPURCHASES, AND REPAYMENTS OF DEBT AND EQUITY SECURITIES

On 29 March 2012, the Company completed a private placement of 8,000,000 new ordinary shares of RM0.50 each in the Company at an issue price of RM2.00 per share.

Other than the above, there have been no issuances, repurchases, and repayment of debt and equity securities during the current quarter and period to date.

7. DIVIDENDS PAID

No dividend had been paid and/or recommended for the current financial period.

8. SEGMENTAL INFORMATION

The Group is organised into 3 main business segments as follows:-

- (i) Services segment - involved in provision of geoscience and reservoir engineering, drilling, project and oilfield operations services, wireline services and other specialised services.
- (ii) Trading segment - involved in manufacturing, marketing, distribution and supply of oilfield chemicals, petrochemical and chemical products, equipment and services.
- (iii) Investment holding

	SERVICES RM'000	TRADING RM'000	INVESTMENT HOLDING RM'000	ELIMINATIONS RM'000	THE GROUP RM'000
REVENUE					
External revenue	50,308	4,983	-	-	55,291
Inter-segment revenue	-	-	45	(45)	-
Total revenue	50,308	4,983	45	(45)	55,291
RESULTS					
Segment results	5,154	504	(55)	-	5,603
Finance costs	(459)	-	-	-	(459)
Share of profit in a jointly controlled entity					971
Profit from ordinary activities before taxation					6,115
Income tax expense					(1,306)
Profit from ordinary activities after taxation					4,809
Non- controlling interest					(119)
Net profits attributable to owners of the Company					4,690

9. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There was no valuation of property, plant and equipment in the current period under review.

10. CAPITAL COMMITMENTS

Approved and contracted for property, plant and equipment RM 8,233,000

11. MATERIAL EVENTS SUBSEQUENT TO THE END OF PERIOD REPORTED

There are no material events subsequent to 31 March 2012 that has not been reflected in the financial statements for the financial period ended 31 March 2012.

12. CHANGES IN THE COMPOSITION OF THE GROUP

On 9 December 2011, Tenggara Analisis Sdn. Bhd., a wholly-owned subsidiary company entered into a share sale agreement with Dato' Nasri Bin Nasrun for the acquisition of 30.02% ordinary equity interest in Setegap Ventures Petroleum Sdn. Bhd. ("SVP") for a cash consideration of RM7,500,000. Upon the completion of the said acquisition, on 19 January 2012, SVP has become a jointly controlled entity of the Group.

Other than the above, there were no changes in composition of the Group during the current financial quarter under review.

13. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no changes in the contingent liabilities and contingent assets of the Group during the quarter under review.

The Company has given corporate guarantees to licensed financial institutions for banking facilities granted to its subsidiaries. In relation thereto, the Company has contingent liabilities amounting to approximately RM47 million as at 31 March 2012.

14. REVIEW OF PERFORMANCE OF THE COMPANY AND ITS PRINCIPAL SUBSIDIARIES

	(Unaudited) Cumulative Period To Date 31.03.2012 RM'000	(Unaudited) Cumulative Period To Date 31.03.2011 RM'000	Difference	
			RM'000	%
Revenue	55,291	35,126	20,165	57.4
Gross profit	12,335	8,786	3,549	40.4
Profit before taxation	6,115	2,719	3,396	124.9

14. REVIEW OF PERFORMANCE OF THE COMPANY AND ITS PRINCIPAL SUBSIDIARIES (CONT'D)

The Group's revenue in cumulative period-to-date ("PTD") 2012 registered an increase of RM20.2 million or 57.4% as compared to PTD 2011. Overall, all business divisions have registered higher revenue in PTD 2012. The increase in revenue was mainly contributed by Manpower Services ("Manpower") which registered the highest increase of RM15.3 million followed by Project Oilfield Operation Services ("POOS") and Geoscience & Petroleum Engineering Services ("GPE") which reported increase in revenue by RM2.3 million and RM 1.7 million respectively. In addition, Wireline Services ("Wireline") has contributed to Group's revenue of RM3.3 million in the current quarter.

In line with the increase of revenue in current quarter, the Group's gross profit has increased by RM3.5 million from RM8.8 million reported in PTD 2011 to RM12.3 million in PTD 2012.

Overall, most business divisions have registered higher gross profit in PTD 2012. POOS has contributed the highest increase of gross profit with RM1.4 million, followed by Manpower and GPE of RM1.1 million and RM1.0 million respectively. The contribution from Wireline has increased the gross profit by RM1.5 million for current quarter.

As a result of improvement in revenue and profit margin from all major divisions within the Group, the Group's profit before taxation increased by RM3.4 million from RM2.7 million to RM6.1 million as compared to PTD 2011.

15. MATERIAL CHANGES IN THE RESULTS OF THE CURRENT QUARTER COMPARED TO THE RESULTS OF THE PRECEDING QUARTER

	(Unaudited) Current Quarter Ended 31.03.2012 RM'000	(Audited) Preceding Quarter Ended 31.12.2011 RM'000	Difference	
			RM'000	%
Revenue	55,291	61,152	(5,861)	9.6
Gross profit	12,335	14,114	(1,779)	12.6
Profit before taxation	6,115	6,410	(295)	4.6

Compared to the previous quarter, the Group's revenue has decreased by RM5.9 million in the current quarter which represent a decrease of 9.6% decrease in revenue which mainly derived from lower contribution from GPE, Wireline and lower sales from petroleum chemical trading business.

The Group's gross profit has decreased slightly by RM1.8 million in the current quarter which equivalent to 12.6% as compared to the previous quarter which was mainly due to decrease in revenue from Wireline and GPE in the current quarter.

The profit before tax from the operation activities in current quarter has declined by RM1.3 million as compared to the preceding quarter. However, the decrease in profit before taxation was offset of profits contribution from its newly acquired jointly controlled entity, SVP which contributed to RM1.0 million of profit to the Group. Hence, compared to the preceding quarter, the Group reported a slight decrease in profit before taxation of RM0.3 million or 4.6% decrease.

16. PROSPECTS AND PROGRESS TO ACHIEVE FORECAST FOR THE REMAINING PERIOD TO THE END OF FINANCIAL PERIOD OR NEXT FINANCIAL YEAR

Barring any unforeseen circumstances, the Directors remain optimistic with the Group's prospects for the remaining period to the end of financial period ending 31 December 2012, based on the positive developments within the oil and gas industry and the Company specific in 2012 as follows:

- (i) In March 2011, Uzma Engineering Sdn. Bhd. ("UESB") a wholly-owned subsidiary of the Company was awarded by PETRONAS Carigali Sdn Bhd ("PETRONAS"), a long term service agreement to provide a Low Pressure System ("LPS") for its domestic upstream operations. The contract value is estimated to be RM200 million for three years, effective from 18 February 2011 to 17 February 2014. The contract is expected to contribute positively to the earnings of the Group. As at the reporting date, the Group has secured necessary financing to fund the implementation of the said agreement.
- (ii) As announced on 26 July 2011, UESB was awarded by PETRONAS a contract for the provision of integrated equipment and services for idle well reactivation project. The value of the contact is estimated at RM170 million for three years effective from 25 July 2011 to 24 July 2014. The contract is expected to contribute positively to the earnings of the Group commencing in the fourth quarter 2011.
- (iii) As announced on 20 September 2011, UESB was awarded a contract by PETRONAS to provide marine 2D and 3D seismic data acquisition services ("Umbrella Contract"). The Umbrella Contract period shall be effective from 18 August 2011 and shall continue for a primary period of three (3) years with an extension option of two (2) years.
- (iv) As announced on 16 February 2012, UESB was awarded a contract by Petronas to provide well testing equipment and services for Petronas Drilling Programmes – West Region. The contract value is estimated at RM350 million for contract period of five (5) years effective from 1 April 2012 to 31 March 2017.
- (v) As announced on 19 January 2012, the Group has completed the acquisition of 30.02 % equity interest in SVP principally engaged in the business of oil and gas services specialising in providing well-pumping and coil tubing services within the oil and gas sector. SVP is currently contributing positively to the Group's earnings.

17. STATEMENT BY DIRECTORS

Not applicable.

18. VARIANCE BETWEEN ACTUAL PROFIT AND FORECAST PROFIT

Not applicable as the Group has not previously disclosed or announced any revenue or profit forecast, estimate, projection or internal targets since the beginning of financial period ending 31 December 2012.

19. TAXATION

	(Unaudited) Current Quarter Ended 31.03.2012 RM'000	(Unaudited) Corresponding Quarter Ended 31.03.2011 RM'000	(Unaudited) Cumulative Period To Date 31.03.2012 RM'000	(Unaudited) Corresponding Period To Date 31.03.2011 RM'000
Current tax:				
- for the current financial period	(1,327)	(450)	(1,327)	(450)
Deferred tax	21	(160)	21	(160)
	<u>(1,306)</u>	<u>(610)</u>	<u>(1,306)</u>	<u>(610)</u>

20. ADDITIONAL DISCLOSURE

	(Unaudited) Current Quarter Ended 31.03.2012 RM'000	(Unaudited) Cumulative Period To Date 31.03.2012 RM'000
<u>Profit for the period is arrived at after charging:</u>		
- Depreciation of property , plant and equipment	815	815
<u>And after crediting:</u>		
- Net foreign exchange loss	(23)	(23)

Other than the above, there is no impairment loss on trade receivables, impairment loss on property, plant and equipment, gain or loss on disposal of quoted or unquoted securities or investments, amortisation of intangible assets, gain or loss on disposal of fixed assets, inventories written off, gain or loss on derivatives and exceptional items included in the results for current quarter.

21. STATUS OF CORPORATE PROPOSAL

On 16 May 2012, the Company announced a proposed bonus issue of 44,000,000 new ordinary shares of RM0.50 each in the Company on the basis of 1 bonus share for every 2 existing shares of the Company held by the shareholders, to be credited as fully paid-up ("Proposed Bonus Issue"). Barring any unforeseen circumstances, the Board expects the Proposed Bonus Issue to be completed by the third quarter of 2012.

Other than the above, there are no other corporate proposals announced by the Group that have not been completed as at 18 May 2012.

22. STATUS OF UTILISATION OF PROCEEDS

As disclosed in note 6, the total proceeds raised from the private placement was RM16,000,000. The status of utilisation of proceeds from the private placement exercise is as follows:

Purpose	Proposed utilisation RM'000	Actual utilisation	Intended time	Deviation RM'000	%	Explanation
		up to 31 March 2012 RM'000	frame for utilisation Months			
Part finance the capital expenditure to build proprietary low pressure system equipment, uzmAPRES	7,000	1,934	24	5,066	72.4	Note 1
Working capital requirements	8,600	8,600	12	-	-	
Defraying expenses incidental to the private placement	400	110	1	290	72.5	Note 2
	<u>16,000</u>	<u>13,800</u>		<u>5,356</u>		

Note 1 : To be utilised.

Note 2 : The excess amount after defraying incidental to the private placement has been adjusted to the proceeds used for working capital requirements.

23. GROUP BORROWINGS AND DEBT SECURITIES

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

	Secured RM'000	Unsecured RM'000	Total RM'000
<u>Short-term borrowing:-</u>			
Bank borrowings	9,750	-	9,750
Hire purchase payables	30	-	30
	<u>9,780</u>	<u>-</u>	<u>9,780</u>
<u>Long-term borrowings:-</u>			
Bank borrowings	12,611	-	12,611
Hire purchase payables	785	-	785
	<u>13,396</u>	<u>-</u>	<u>13,396</u>
Total	<u>23,176</u>	<u>-</u>	<u>23,716</u>

24. OFF STATEMENT OF FINANCIAL POSITION FINANCIAL INSTRUMENTS

The Group does not have any financial instruments with off statement of financial position risk.

25. MATERIAL LITIGATION

As at 18 May 2012, neither the Company nor its subsidiaries is involved in any material litigation and arbitration either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiaries and the Directors are not aware of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Company or its subsidiaries.

26. PROPOSED DIVIDEND

No dividend has been proposed for the current quarter financial period to date.

27. EARNINGS PER SHARE

	Unaudited Current Quarter ended 31.03.2012	Unaudited Corresponding Quarter ended 31.03.2011	Unaudited Cumulative Period to date 31.03.2012	Unaudited Corresponding Period to date 31.03.2011
Net profit attributable to owners of the Company (RM'000)	4,690	1,989	4,690	1,989
Weighted average number of ordinary shares in issue ('000)	80,264	80,000	80,264	80,000
Basic earnings per share (sen)	5.84	2.49	5.84	2.49

(a) Basic earnings per share

The basic earnings per share is calculated based on the Group's profit attributable to owners of the Company divided by the weighted average number of ordinary shares in issue during the reporting period.

(b) Fully diluted earnings per share

Fully diluted earnings per share were not computed as there were no outstanding potential ordinary shares to be issued as at the end of the reporting period.

28. REALISED AND UNREALISED PROFITS DISCLOSURE

The retained profits as at 31 March 2012 and 31 December 2011 are analysed as follows:

	(Unaudited)	(Audited)
	As at	As at
	31.03.12	31.12.11
	RM'000	RM'000
Total retained profits of the Company and the subsidiaries		
- Realised	32,009	27,348
- Unrealised	(427)	515
	<u>31,582</u>	<u>27,863</u>
Total share of profit /(loss) from jointly controlled entities		
- Realised	829	(142)
Total Group retained profits	<u>32,411</u>	<u>27,721</u>