

Pendekar Egypt Holdings ApS

c/o Harbour House.
Sundkrogsgade 21
2100 Copenhagen Ø
Central Business Registration No
25053044

Annual report 2016

The Annual General Meeting adopted the annual report on 26.05.2017

Chairman of the General Meeting

Name: Anders Albæk Solem

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Entity details

Entity

Pendekar Egypt Holdings ApS
c/o Harbour House. Sundkrogsgade 21
2100 Copenhagen Ø

Central Business Registration No: 25053044
Registered in: Copenhagen, Denmark
Financial year: 01.04.2016 - 31.12.2016

Board of Directors

Mark William Ling Lee Meng, Chairman
Mohd Nazri Bin Shahrudin
Adnan Abdulhadi A Buhuligah

Executive Board

Peter Drachmann, Director

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Pendekar Egypt Holdings ApS for the financial year 01.04.2016 - 31.12.2016.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.04.2016 - 31.12.2016.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 26.05.2017

Executive Board

Peter Drachmann
Director

Board of Directors

Mark William Ling Lee Meng
Chairman

Mohd Nazri Bin Shahrudin

Adnan Abdulhadi A Buhuligah

Independent auditor's report

To the owners of Pendekar Egypt Holdings ApS

Opinion

We have audited the financial statements of Pendekar Egypt Holdings ApS for the financial year 01.04.2016 - 31.12.2016, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.04.2016 - 31.12.2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 26.05.2017

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Lars Andersen

State Authorised Public Accountant

Management commentary

Primary activities

The object of the Company is directly to develop, design, construct, finance, own, operate and maintain the "Sidi Krir" power generation plant in Egypt and to carry out any other activities which are, in the opinion of the board of Directors, related thereto.

Development in activities and finances

In the financial period 01.04.2016 – 31.12.2016, the Company realised a loss of USD 12.039. The result is in line with Management's expectations.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2016

	<u>Notes</u>	<u>2016 USD</u>	<u>2015/16 USD</u>
Administrative costs	1	<u>(11.742)</u>	<u>(22.897)</u>
Operating profit/loss		(11.742)	(22.897)
Other financial income		0	2.020
Other financial expenses		<u>(297)</u>	<u>0</u>
Profit/loss for the year		<u>(12.039)</u>	<u>(20.877)</u>
Proposed distribution of profit/loss			
Retained earnings		<u>(12.039)</u>	<u>(20.877)</u>
		<u>(12.039)</u>	<u>(20.877)</u>

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 USD</u>	<u>2015/16 USD</u>
Investments in group enterprises		643.723	643.723
Fixed asset investments	2	<u>643.723</u>	<u>643.723</u>
Fixed assets		<u>643.723</u>	<u>643.723</u>
Assets		<u>643.723</u>	<u>643.723</u>

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 USD</u>	<u>2015/16 USD</u>
Contributed capital		22.598	22.598
Retained earnings		482.536	494.575
Equity		505.134	517.173
Payables to group enterprises		118.746	114.284
Other payables		19.843	12.266
Current liabilities other than provisions		138.589	126.550
Liabilities other than provisions		138.589	126.550
Equity and liabilities		643.723	643.723
Contingent liabilities	3		
Related parties with controlling interest	4		
Group relations	5		

Statement of changes in equity for 2016

	Contributed capital USD	Retained earnings USD	Total USD
Equity beginning of year	22.598	494.575	517.173
Profit/loss for the year	0	(12.039)	(12.039)
Equity end of year	22.598	482.536	505.134

Notes

1. Administrative costs

The Company has had no employees during the year with the exception of the Executive board. No remuneration has been paid to the Board of Directors or the Executive Board.

2. Fixed asset investments

	<u>Registered in</u>	<u>Corpo- rate form</u>	<u>Equity inte- rest %</u>	<u>Equity USD</u>	<u>Profit/loss USD</u>
Investments in group enterprises comprise:					
Sidi Krir Operating Company B.V.	Rotterdam	B.V	100,0	2.695.274	16.149

The financial statement of the subsidiary are presented in EUR and have been translated into USD using the exchange rate at 31.1.2016.

3. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which Pendekar NEPC Holdings ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed entities, and from 1 July 2012 for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements.

4. Related parties with controlling interest

The following holds 100% of the Company's capital:

Pendekar Egypt Holdings Ltd., Cayman Islands

5. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Pendekar Energy (L) Ltd.Malaysia

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Income statement

Administrative costs

Administrative costs comprise expenses incurred for the Entity's administrative functions.

Accounting policies

Other financial income

Other financial income comprises net capital gains on transactions in foreign currencies.

Other financial expenses

Other financial expenses comprise net capital losses on transactions in foreign currencies.

Balance sheet

Investments in group enterprises

Investments in group enterprises are recognised and measured at cost. To the extent that the equity in the group enterprise is reduced to an amount less than cost, the value of the investment will be written down on a USD for USD basis. Accumulated impairment losses will only exceed the cost, when the Entity has assumed obligations or guarantees, etc on behalf of the group enterprise or other consolidated enterprises.

Dividends from group enterprises are recognised in the income statement of the Parent as operating profit at the time of receipt.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write down for bad and doubtful debts.