BERJAYA ASSETS BERHAD (COMPANY NO: 3907-W)

21 February 2017

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 DECEMBER 2016

Table of Contents	Page
Condensed Consolidated Statement of Financial Position	1 - 2
Condensed Consolidated Statement of Profit or Loss	3
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	4
Condensed Consolidated Statement of Changes in Equity	5
Condensed Consolidated Statement of Cash Flows	6
Notes to the Unaudited Interim Financial Report	7 - 10
Additional Information Required by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad	11 - 17

(COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 DECEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31/12/16 As at 30/06/16 (Audited) RM'000 NON-CURRENT ASSETS 8 Property, plant and equipment 281,202 286,150 Investment properties 2,471,436 2,465,298 Land held for development 97,889 97,772 Joint ventures 16,366 16,379 Investments 160,790 168,785 Intangible assets 96,007 96,640 3,123,690 3,131,024 9 CURRENT ASSETS 196,146 196,292 Receivables 37,767 37,817 Tax recoverable 37 43 Deposits with licensed banks 20,869 40,564 Cash and bank balances 32,331 36,791 287,150 311,507 311,507 TOTAL ASSETS 3,410,840 3,442,531 EQUITY Share capital 1,113,042 1,113,042
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EQUITY
-
-
1,113,042 $1,113,042$
Share premium 258,985 258,985
Reserves :
Foreign currency translation reserve 9,622 7,558
Available-for-sale ("AFS") reserve30,45830,481
Retained earnings 626,477 780,798
666,557 818,837
Equity attributable to owners of the parent2,038,5842,190,864
Non-controlling interests 9,453 9,175
Total equity 2,048,037 2,200,039
NON-CURRENT LIABILITIES
Long term bank borrowings556,292572,125
Senior bonds 119,464 119,338
Hire purchase liabilities1,1151,059
Other long term liabilities 212,642 175,396
Deferred tax liabilities 75,771 75,855
965,284 943,773

(COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 DECEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT'D)

	<u>Group</u>		
	As at 31/12/16	As at 30/06/16 (Audited)	
	RM'000	RM'000	
CURRENT LIABILITIES			
Payables	124,748	127,874	
Short term bank borrowings	67,204	118,993	
Senior bonds	39,948	39,896	
Hire purchase liabilities	414	303	
Tax payable	165,205	11,653	
	397,519	298,719	
Total liabilities	1,362,803	1,242,492	
TOTAL EQUITY AND LIABILITIES	3,410,840	3,442,531	
Net assets per share attributable to ordinary			
owners of the parent (sen)	183	197	

BERJAYA ASSETS BERHAD (COMPANY NO : 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 DECEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		CURRENT QUARTER ENDED		-		
	Note	31/12/16 RM'000	31/12/15 RM'000	31/12/16 RM'000	31/12/15 RM'000	
Revenue		91,543	95,482	183,371	190,994	
Operating expenses		(68,535)	(73,094)	(138,694)	(142,615)	
Profit from operations		23,008	22,388	44,677	48,379	
Other income	A4	4,169	3,253	5,332	15,553	
Other expenses	A4	(2,871)	(5,998)	(12,144)	(15,032)	
Share of results from joint ventures		(96)	(160)	(58)	(330)	
Finance costs		(17,423)	(12,517)	(31,642)	(23,726)	
Profit before tax		6,787	6,966	6,165	24,844	
Income tax expense	B5	(2,176)	(2,943)	(160,381)	(5,508)	
Profit/(Loss) net of tax		4,611	4,023	(154,216)	19,336	
Attributable to:						
- Owners of the Parent		4,463	2,011	(154,321)	13,624	
- Non-controlling interests		148	2,012	105	5,712	
		4,611	4,023	(154,216)	19,336	
Earnings/(Loss) per share (sen):						
Basic	B10	0.40	0.18	(13.86)	1.22	
Diluted	B10	N/A	N/A	N/A	N/A	

N/A denotes Not Applicable

The Condensed Consolidated Statement Of Profit or Loss should be read in conjunction with the audited financial statements for the year ended 30 June 2016.

(COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 DECEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	CURRENT QUARTER ENDED		FINANCIAI END	
	31/12/16 RM'000	31/12/15 RM'000	31/12/16 RM'000	31/12/15 RM'000
Profit/(Loss) net of tax	4,611	4,023	(154,216)	19,336
Other comprehensive income Items that may be subsequently reclassified to profit or loss				
Net gain/(loss) on available-for-sale investments:				
- Gain on fair value changes	3,128	10,090	(23)	9,703
- Transfer to profit or loss upon disposal	-	-	-	(790)
Currency translation difference	1,801	(3,195)	2,237	6,011
Total comprehensive income	9,540	10,918	(152,002)	34,260
Attributable to:				
- Owners of the Parent	9,155	8,210	(152,280)	27,804
- Non-controlling interests	385	2,708	278	6,456
	9,540	10,918	(152,002)	34,260

BERJAYA ASSETS BERHAD (COMPANY NO : 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 DECEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

<-----> Attributable to the owners of the Parent ----->

		< N	on - distributa	ble> Foreign	Distributable			
	Share Capital RM'000	Share Premium RM'000	AFS Reserve RM'000	Currency Translation Reserve RM'000	Retained Earnings RM'000	Equity Funds RM'000	Non- controlling Interests RM'000	Total Equity RM'000
At 1 July 2016	1,113,042	258,985	30,481	7,558	780,798	2,190,864	9,175	2,200,039
Total comprehensive income	-	-	(23)	2,064	(154,321)	(152,280)	278	(152,002)
At 31 December 2016	1,113,042	258,985	30,458	9,622	626,477	2,038,584	9,453	2,048,037
At 1 July 2015	1,113,042	258,985	25,416	7,178	708,901	2,113,522	416,711	2,530,233
Total comprehensive income	-	-	8,207	5,973	13,624	27,804	6,456	34,260
Transactions with owners: Final dividend # Non-controlling	-	-	-	-	(11,130)	(11,130)	-	(11,130)
interests share of dividend Acquisition of remaining equity	-	-	-	-	-	-	(27,380)	(27,380)
interest in a subsidiary company At 31 December 2015	- 1,113,042	- 258,985	(1,189)	82	137,149 848,544	136,042 2,266,238	(386,042)	(250,000) 2,275,983

In respect of financial year ended 30 June 2015

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 30 June 2016.

(COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 DECEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	FINANCIAL PERIOD ENDED	
	31/12/16 RM'000	31/12/15 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from operations	192,553	203,197
Payments for operating expenses (including taxes)	(160,148)	(150,701)
Other payments	(6,265)	(984)
Net cash generated from operating activities	26,140	51,512
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of other investments	-	1,205
Sales of properties	-	7,000
Acquisition of plant and machinery	(950)	(3,615)
Acquisition of other non current assets	(1,200)	-
Additions to land held for development	(117)	(40)
Subscription of RPS in a joint venture	-	(4,500)
Acquisition of remaining equity interest in a subsidiary company	-	(250,000)
Acquisition of investments	(800)	-
Interest received	966	1,640
Dividend received	120	1,576
Other payments arising on investing activities	(5,400)	_
Net cash used in investing activities	(7,381)	(246,734)
CASH FLOWS FROM FINANCING ACTIVITIES		
Drawdown of bank and other borrowings	312,964	257,379
Repayment of borrowings and loans	(329,539)	(38,650)
Dividend paid to	(02),00))	(20,000)
non-controlling interests of a subsidiary company	-	(2,380)
Interest paid	(26,357)	(21,712)
Payment of hire purchase liabilities	(210)	(13)
(Deposits)/Placements in banks as security pledged for borrowings	(3,769)	11,398
Other receipts	133	107
Net cash (used in)/generated from financing activities	(46,778)	206,129
NET CHANGE IN CASH AND CASH EQUIVALENTS	(28,019)	10,907
EFFECTS OF EXCHANGE RATE CHANGES	41	752
OPENING CASH AND CASH EQUIVALENTS	42,130	16,188
CLOSING CASH AND CASH EQUIVALENTS	14,152	27,847
The closing cash and cash equivalents comprise the following:		_
Deposits with licensed banks	20.860	59 117
Cash and bank balances	20,869 32,331	58,117 31,767
	53,200	89,884
Less:	55,200	07,004
Bank overdrafts	(9,854)	(9,926)
Cash and cash equivalent restricted in usage	(29,194)	(52,111)
	14,152	27,847

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the year ended 30 June 2016.

NOTES:

A1 The interim financial report is not audited and has been prepared in compliance with Malaysian Financial Reporting Standards (MFRS) 134 - Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements of the Company for the year ended 30 June 2016, which were prepared under Malaysian Financial Reporting Standards. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions which are significant for understanding the changes in the financial position and performance of the Company since the year ended 30 June 2016.

The accounting policies and methods of computations used in the preparation of the financial statements are consistent with those adopted in the audited financial statements for the year ended 30 June 2016.

The Group has not early adopted new or revised standards and amendments to standards that have been issued but not yet effective for the accounting period beginning 1 July 2016.

The initial application of the MFRSs, Amendments to MFRSs and IC Interpretations, which will be applied prospectively or which requires extended disclosures, is not expected to have any significant financial impact to the financial statements of the Group upon their first adoption.

- A2 The audit report of the Company's most recent annual audited financial statements did not contain any qualification.
- A3 Our principal business operations are not significantly affected by any seasonal or cyclical factors except for the gaming and recreation businesses that may be favourably impacted by the festive and school holiday seasons respectively.

NOTES (CONTINUED)

A4 a) There were no other unusual items as a result of their nature, size or incidence that had affected the financial statements for the financial quarter and period ended 31 December 2016 except for the following:

	Current	Financial
	Quarter	Period
	ended	ended
	31/12/16	31/12/16
	RM'000	RM'000
Amortisation of intangible assets	(275)	(551)
Impairment in value of AFS quoted investments	(1,698)	(9,821)
	(1,973)	(10,372)

- b) There were no material changes in estimates of amounts reported in the current financial quarter ended 31 December 2016.
- A5 There were no issuance and repayment of debts and equity securities, share buy-back, share cancellation, shares held as treasury shares and resale of treasury shares for the financial period ended 31 December 2016. In addition, none of the outstanding 415,982,348 Warrants 2008/2018 were exercised in the financial period ended 31 December 2016.
- A6 The Company did not pay any dividend in the financial period ended 31 December 2016.
- A7 Segmental information for the financial period ended 31 December 2016:

		Inter -	
	External	segment	Total
<u>REVENUE</u>	RM '000	RM '000	RM '000
Property development and investment	77,750	-	77,750
Gaming and related activities	83,647	1,614	85,261
Hotel and recreation	21,974	-	21,974
Elimination : Intersegment revenue		(1,614)	(1,614)
Total revenue	183,371		183,371

NOTES (CONTINUED)

A7 Segmental information for the financial period ended 31 December 2016 (Contd.):

RESULTS	RM '000
Property development and investment	42,756
Gaming and related activities	5,698
Hotel and recreation	(2,856)
	45,598
Unallocated corporate expenses	(921)
Profit from operations	44,677
Other income	
- property development and investment	2,044
- gaming and related activities	1,994
- hotel and recreation	123
- unallocated	1,171
	5,332
	50,009
Other expenses	
- property development and investment	(825)
- gaming and related activities	(9,555)
- hotel and recreation	(7)
- unallocated	(1,757)
	(12,144)
	37,865
Share of results after tax from joint ventures	(58)
Finance costs	(31,642)
Profit before tax	6,165
Income tax expense	(160,381)
Loss for the period	(154,216)
*	

- A8 The valuation of land and buildings have been brought forward without amendment from the previous annual report.
- A9 There were no material events subsequent to the end of this current quarter that have not been reflected in the financial statements for this current financial quarter.

NOTES (CONTINUED)

- A10 There were no material changes in the composition of the Group for the financial period ended 31 December 2016 including business combination, acquisition or disposal of subsidiaries and long term investments, restructuring and discontinuing operations except for the acquisition of 100% equity interest comprising 2 ordinary shares of RM1.00 each in Fasa Budaya Sdn Bhd ("FBSB") for a total cash consideration of RM1,840. FBSB is currently dormant and the intended principal activity is investment holding.
- A11 There were no material changes in contingent liabilities or contingent assets since the last audited statement of financial position as at 30 June 2016 except for the additional tax assessment in Berjaya Times Square Sdn Bhd ("BTSSB") which is now accrued for as disclosed in note B5 of this interim financial report.
- A12 The changes in capital commitments since the last audited statement of financial position as at 30 June 2016 are as follows:

	At 31/12/16 RM'000	At 30/06/16 RM'000
Capital expenditure approved and contracted for	27,431	27,431
Proposed acquisition of 100% equity	20.250	20.250
interest in Oriental Assemblers Sdn Bhd Proposed acquisition of remaining	29,250	29,250
50% equity interest in Megaquest Sdn Bhd	102,600	108,000
	159,281	164,681

B1 For the Quarter

The Group registered a lower revenue of RM91.5 million and pre-tax profit of RM6.8 million in the current quarter ended 31 December 2016 as compared to a revenue of RM95.5 million and a pre-tax profit of RM7.0 million reported in the previous year corresponding quarter. The lower Group revenue was mainly due to the gaming business segment operated by Natural Avenue Sdn Bhd ("NASB") which was impacted by rampant illegal gaming activities that resulted in 13% drop in revenue. The marginal decrease in revenue of property development and investment business segment was mainly due to lower rental income and revenue generated from jetty operations. These were partly mitigated by higher revenue reported from hotel and recreation business segment arising from higher occupancy rates, higher income from the theme park operations arising from higher ticket sales and higher food and beverage revenue from Greyhound Cafe restaurant.

The Group registered a lower pre-tax profit in the current quarter under review mainly due to lower profit reported from NASB arising from higher prize payout during the quarter, lower profit contribution from the property development and property investment segment and higher finance costs incurred as compared to preceding year corresponding quarter.

For the 6-month period

For the cumulative six months ended 31 December 2016, the Group registered a revenue of RM183.4 million and pre-tax profit of RM6.2 million as compared to a revenue of RM191.0 million and a pre-tax profit of RM24.8 million reported in the preceding year corresponding period. The drop in revenue was mainly due to the same factors mentioned in the aforesaid paragraph under the commentary for the quarter's results.

The Group reported lower pre-tax profit in the current 6-month period under review primarily due to lower profit reported from NASB arising from higher prize payout during the period, higher impairment on the available-for-sale quoted investments and higher finance costs incurred as compared to the preceding year corresponding period.

B2 Second Quarter vs Preceding First Quarter

For the current quarter under review, the Group registered a slightly lower revenue of RM91.5 million as compared to the revenue of RM91.8 million in the preceding quarter ended 30 September 2016. However, the Group has reported a pre-tax profit of RM6.8 million for the current quarter as compared to the pre-tax loss of RM0.6 million reported in the preceding quarter.

The lower revenue reported by NASB was mainly due to the impact of illegal gaming activities in the quarter under review as compared to the preceding quarter. This was partly mitigated by higher revenue from the hotel and recreation business segment arising from higher occupancy rates and higher ticket sales respectively. The property development and investment business segment has reported marginally higher revenue contributed by higher rental income.

The turnaround in profitability for the current quarter under review was mainly due to NASB reported higher profit contribution arising from lower prize payout. In addition, the Group recognised a lower impairment on the available-for-sale quoted investments for the current quarter as compared to the preceding quarter.

B3 <u>Future Prospects</u>

Given the current economic conditions and financial outlook, the Directors expect the property investment and hotel and related businesses operated by BTSSB Group and the gaming business operated by NASB to maintain its occupancy rates and market share respectively going forward. The Directors envisage that the operating performance of the Group for the remaining quarters in financial year ending 30 June 2017 will be challenging.

- B4 There is no profit forecast or profit guarantee for the financial quarter and period ended 31 December 2016.
- B5 The income tax expense for the financial quarter and period ended 31 December 2016 are detailed as follows:

	Current	Financial
	Quarter	Period
	ended	ended
	31/12/16	31/12/16
Malaysian taxation:	RM'000	RM'000
Current period provision	2,083	3,852
Provision for taxes in dispute	-	156,478
Over provision of additional taxes in prior years	(3)	(3)
Deferred tax	(42)	(84)
Withholding tax	138	138
	2,176	160,381

The disproportionate tax charge of the Group for the financial quarter and period ended 31 December 2016 was mainly due to certain income not being subjected to income tax and availability of unused tax losses, unabsorbed capital allowances and substantial amount of under provision of taxes in prior years as explained below.

Further to note 35 of the audited financial statements for the financial year ended 30 June 2016, the Inland Revenue Board ("IRB") did not accede to the application for deferment of payment of the additional taxes from BTSSB. As such, the total additional taxes amounting to RM156.48 million was accrued for in the current period as underprovision in the prior years.

BTSSB has submitted to the IRB an instalment plan for payment of the additional taxes raised whilst challenging the disputed tax amount raised with the Dispute Resolution Proceedings Committee of IRB ("DRP"). At the DRP held, IRB had put forth a conditional settlement proposal that BTSSB is currently in the midst of deliberating.

Notwithstanding the ongoing deliberation by BTSSB, IRB served a Notification of Civil Proceedings to BTSSB, informing BTSSB that it has commenced civil proceedings against BTSSB for the disputed additional tax asssessments with further penalties aggregating to RM180.73 million. Consequently BTSSB filed an application for a stay of proceedings to Kuala Lumpur High Court. At the first hearing on 17 February 2017, the presiding High Court judge adjourned the hearing to 22 February 2017 for a mention before the judge to enable the IRB's lawyer to update the Court on BTSSB's request for an interim stay of proceedings pending further filing of additional affidavit by the IRB and subsequent written submissions from both parties. The hearing date has been fixed on 3 April 2017 for the judge to decide whether to grant an order for a stay of proceedings in favour of BTSSB.

- B6 The corporate exercise announced by the Group but not completed as at the date of this announcement are listed below:
 - a) As disclosed in Note 44 in the Company's audited financial statements for the financial year ended 30 June 2013, BWSB had entered into a conditional sale and purchase agreement for the proposed acquisition by BWSB from Kelana Megah Sdn Bhd ("KMSB") of its intended lease interest in a parcel of vacant land measuring about 4.285 acres held under Lot No. PTB 20379, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor for a cash consideration of RM27.99 million ("KMSB SPA").

The conditions precedent stipulated in the KMSB SPA are still pending.

(b) On 21 June 2016, Aroma Kiara Sdn Bhd, a wholly-owned subsidiary company of the Company entered into a Share Purchase Agreement with Oriental Holdings Berhad, Oriental Rubber & Palm Oil Sdn Berhad, Dato' Syed Mohamad Bin Syed Murtaza, and Dato' Seri Haji Md Isahak Bin Md. Yusuf to acquire 100% equity interest in Oriental Assemblers Sdn Bhd for a total cash consideration of RM32.5 million ("Proposed Acquisition").

On 6 January 2017, the Company announced that the Share Purchase Agreement is now unconditional upon the receipt of the approval from the Ministry of International Trade and Industry for the Proposed Acquisition on 29 December 2016 and hence, the balance of cash consideration amounting to RM29.25 million being 90% of the consideration will be settled pursuant to the terms of the Share Purchase Agreement.

- (c) On 12 July 2016, Tropicfair Sdn Bhd, a wholly-owned subsidiary company of the Company had entered into a Share Sale Agreement with Violet Circle Sdn Bhd to acquire the remaining 50% equity interest in Megaquest Sdn Bhd for a total cash consideration of RM108.0 million. The said acquisition is still pending.
- (d) On 13 July 2016, Berjaya Waterfront Sdn Bhd ("BWSB"), a wholly-owned subsidiary company of the Company and Foshan City Bureau of Commerce ("FCBC"), the agency responsible for the commerce development and management of the Government of Foshan City, Guangdong Province in China entered into a Memorandum of Understanding (MOU) for Collaboration to foster trade and investment from Foshan City to the South East Asia Duty Free Trade City ("SEADFTC") project. Under the MOU, both BWSB and FCBC will establish a framework for collaboration with progressive discussions, exchange of information, and development and investment updates for the relevant commercial initiatives. FCBC will organise trade visits to SEADFTC to explore and conduct trading and investment activities with the intention of promoting this project as a strategic initiative for Foshan City investors in Malaysia.

B7 The Group borrowings as at 31 December 2016 are as follows:

Secured:	RM'000
Short term bank borrowings - Denominated in Ringgit Malaysia	67,204
Long term bank borrowings	
- Denominated in Ringgit Malaysia	374,313
- Denominated in GBP (£33,000,000)	181,979
	556,292
Senior bonds	159,412
Total borrowings	782,908

B8 There was no pending material litigation since the date of the last audited statement of financial position to the date of this announcement, other than as disclosed in Note B5.

B9 The Board does not recommend any dividend in the current quarter (previous year ended 31 December 2015 : Nil).

B10 The earnings/(loss) per share is calculated by dividing profit/(loss) attributable to owners of the Parent by the weighted average number of ordinary shares in issue:

	Current Quarter Ended			
	31/12/16	31/12/15	31/12/16	31/12/15
	RM'000	RM'000	Sen	Sen
Profit for the quarter	4,463	2,011		
Weighted average number of				
ordinary shares ('000)	1,113,042	1,113,042		
Basic earnings per share			0.40	0.18

	Financial Period Ended			
	31/12/16	31/12/15	31/12/16	31/12/15
	RM'000	RM'000	Sen	Sen
(Loss)/Profit for the period	(154,321)	13,624		
Weighted average number of				
ordinary shares ('000)	1,113,042	1,113,042		
Basic (loss)/earnings per share			(13.86)	1.22

No diluted (loss)/earnings per share is presented for the current financial quarter and period ended 31 December 2016 as the computation based on the outstanding warrants would have an antidilutive effect.

B11 Profit before tax is stated after charging/(crediting):

	Quarter	Period
	ended	ended
	31/12/16	31/12/16
	RM'000	RM'000
Interest income	(729)	(1,059)
Dividend income	(1,399)	(1,478)
Other income excluding dividend and interest income	(918)	(1,672)
Depreciation of property, plant and equipment	3,143	6,281
Amortisation of intangible assets	275	551
Impairment in value of AFS quoted investments	1,698	9,821
Unrealised foreign exchange (gain)/loss	(225)	649
Gain or loss on derivatives	N/A	N/A

N/A denotes Not Applicable

B12 Realised and unrealised earnings of the Group is analysed as follows:

	As at 31/12/16 RM'000	As at 30/06/2016 RM'000
Total retained earnings of the Company and its subsidiaries:		
- realised	226,522	402,484
- unrealised	789,928	790,012
	1,016,450	1,192,496
Less: Consolidation adjustments	(389,973)	(411,698)
Total group retained earnings as per financial statements	626,477	780,798
 realised unrealised Less: Consolidation adjustments 	789,928 1,016,450 (389,973)	790,012 1,192,496 (411,698)

cc: Securities Commission