BERJAYA ASSETS BERHAD (COMPANY NO: 3907-W)

30 November 2016

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2016

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(COMPANY NO : 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Group		
	As at 30/09/16	As at 30/06/16 (Audited)	
	RM'000	RM'000	
NON-CURRENT ASSETS			
Property, plant and equipment	283,419	286,150	
Investment properties	2,463,656	2,465,298	
Land held for development	97,772	97,772	
Joint ventures	16,378	16,379	
Investments	158,002	168,785	
Intangible assets	96,323	96,640	
Ç	3,115,550	3,131,024	
CURRENT ASSETS			
Inventories	196,289	196,292	
Receivables	40,635	37,817	
Tax recoverable	37	43	
Deposits with licensed banks	27,805	40,564	
Cash and bank balances	20,433	36,791	
	285,199	311,507	
TOTAL ASSETS	3,400,749	3,442,531	
EQUITY			
Share capital	1,113,042	1,113,042	
Share premium	258,985	258,985	
Reserves:	200,200	200,700	
Foreign currency translation reserve	8,058	7,558	
Available-for-sale ("AFS") reserve	27,330	30,481	
Retained earnings	622,014	780,798	
Ç	657,402	818,837	
Equity attributable to owners of the parent	2,029,429	2,190,864	
Non-controlling interests	9,068	9,175	
Total equity	2,038,497	2,200,039	
NON-CURRENT LIABILITIES			
Long term bank borrowings	562,349	572,125	
Senior bonds	119,338	119,338	
Hire purchase liabilities	990	1,059	
Other long term liabilities	168,719	175,396	
Deferred tax liabilities	75,813	75,855	
	927,209	943,773	

(COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT'D)

	<u>Group</u>		
	As at 30/09/16	As at 30/06/16 (Audited)	
	RM'000	RM'000	
CURRENT LIABILITIES			
Payables	123,822	127,874	
Short term bank borrowings	104,476	118,993	
Senior bonds	39,985	39,896	
Hire purchase liabilities	297	303	
Tax payable	166,463	11,653	
	435,043	298,719	
Total liabilities	1,362,252	1,242,492	
TOTAL EQUITY AND LIABILITIES	3,400,749	3,442,531	
Net assets per share attributable to ordinary			
owners of the parent (sen)	182	197	

The Condensed Consolidated Statement of Financial Position 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 30 SEPTEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		CURRENT (END	
	Note	30/09/16 RM'000	30/09/15 RM'000
Revenue		91,828	95,512
Operating expenses		(70,159)	(69,521)
Profit from operations		21,669	25,991
Other income	A4	1,163	12,300
Other expenses	A4	(9,273)	(9,034)
Share of results from joint ventures		38	(170)
Finance costs		(14,219)	(11,209)
(Loss)/Profit before tax		(622)	17,878
Income tax expense	B5	(158,205)	(2,565)
(Loss)/Profit net of tax		(158,827)	15,313
Attributable to:			
- Owners of the Parent		(158,784)	11,613
- Non-controlling interests		(43)	3,700
		(158,827)	15,313
(Loss)/Earnings per share (sen):			
Basic	B10	(14.27)	1.04
Diluted	B10	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 30 SEPTEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		CURRENT QUARTER ENDED		
	30/09/16 RM'000	30/09/15 RM'000		
(Loss)/Profit net of tax	(158,827)	15,313		
Other comprehensive income Items that may be subsequently reclassified to profit or loss				
Net (loss)/gain on available-for-sale investments:				
- Loss on fair value changes	(3,151)	(387)		
- Transfer to profit or loss upon disposal	-	(790)		
Currency translation difference	436	9,206		
Total comprehensive income	(161,542)	23,342		
Attributable to:				
- Owners of the Parent	(161,435)	19,594		
- Non-controlling interests	(107)	3,748		
	(161,542)	23,342		

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

BERJAYA ASSETS BERHAD (COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 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	-	-	(3,151)	500	(158,784)	(161,435)	(107)	(161,542)
At 30 September 2016	1,113,042	258,985	27,330	8,058	622,014	2,029,429	9,068	2,038,497
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	-	-	(1,159)	9,140	11,613	19,594	3,748	23,342
Transactions with owners: Non-controlling interests share of dividend	-	-	-	-	-	-	(700)	(700)
At 30 September 2015	1,113,042	258,985	24,257	16,318	720,514	2,133,116	419,759	2,552,875

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.

BERJAYA ASSETS BERHAD (COMPANY NO : 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2016 CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	CURRENT QUARTER ENDED	
	30/09/16 RM'000	30/09/15 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from operations	99,355	101,335
Payments for operating expenses (including taxes)	(88,161)	(80,965)
Other (payments)/receipts	(4,814)	4,967
Net cash generated from operating activities	6,380	25,337
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of other investments	_	1,205
Sales of properties	_	7,000
Acquisition of plant and machinery	(422)	(953)
Acquisition of other non current assets	(27)	· -
Subscription of RPS in a joint venture	-	(1,500)
Acquisition of investments	(800)	
Interest received	296	529
Dividend received	79	50
Other payments arising on investing activities	(5,400)	-
Net cash (used in)/generated from investing activities	(6,274)	6,331
CASH FLOWS FROM FINANCING ACTIVITIES		
Drawdown of bank and other borrowings	_	5,000
Repayment of borrowings and loans	(23,170)	(15,200)
Dividend paid to shareholders of the Company Dividend paid to	-	-
non-controlling interests of a subsidiary company	_	(700)
Interest paid	(10,666)	(7,603)
Payment of hire purchase liabilities	(96)	(7)
Placements in banks as security pledged for borrowings	-	(4,563)
Other recceipts/(payments)	10,112	(21)
Net cash used in financing activities	(23,820)	(23,094)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(22.714)	0 571
EFFECTS OF EXCHANGE RATE CHANGES	(23,714) (13)	8,574 1,400
OPENING CASH AND CASH EQUIVALENTS	42,130	16,188
CLOSING CASH AND CASH EQUIVALENTS	18,403	26,162
CLOSING CASH AND CASH EQUIVALENTS	10,403	20,102
The closing cash and cash equivalents comprise the following:	27.005	77.67
Deposits with licensed banks	27,805	77,676
Cash and bank balances	20,433	26,002
Less:	48,238	103,678
Bank overdrafts	(9,818)	(9,707)
Cash and cash equivalent restricted in usage	(20,017)	(67,809)
	18,403	26,162

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

(COMPANY NO: 3907-W)

Quarterly Report 30-09-2016

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 ended 30 September 2016 except for the following:

Current
Quarter
ended
30/09/16
RM'000

Amortisation of intangible assets	(276)
Impairment in value of AFS quoted investments	(8,123)
	(8,399)

- b) There were no material changes in estimates of amounts reported in the current financial quarter ended 30 September 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 quarter ended 30 September 2016. In addition, none of the outstanding 415,982,348 Warrants 2008/2018 were exercised in the financial period ended 30 September 2016.
- A6 The Company did not pay any dividend in the financial quarter ended 30 September 2016.
- A7 Segmental information for the financial quarter ended 30 September 2016:

	Inter -		
	External	segment	Total
REVENUE	RM '000	RM '000	RM '000
Property development and investment	38,815	-	38,815
Gaming and related activities	42,756	825	43,581
Hotel and recreation	10,257	-	10,257
Elimination: Intersegment revenue		(825)	(825)
Total revenue	91,828	_	91,828

NOTES (CONTINUED)

A7 Segmental information for the financial quarter ended 30 September 2016 (Contd.):

RESULTS	RM '000
Property development and investment	21,457
Gaming and related activities	2,444
Hotel and recreation	(1,718)
	22,183
Unallocated corporate expenses	(514)
Profit from operations	21,669
Other income	
- property development and investment	846
- gaming and related activities	225
- hotel and recreation	46
- unallocated	46
	1,163
	22,832
Other expenses	
- property development and investment	(612)
- gaming and related activities	(7,807)
- hotel and recreation	(2)
- unallocated	(852)
	(9,273)
	13,559
Share of results after tax from joint ventures	38
Finance costs	(14,219)
Loss before tax	(622)
Income tax expense	(158,205)
Loss for the quarter	(158,827)

- 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 quarter ended 30 September 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 accorded 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 30/09/16 RM'000	At 30/06/16 RM'000
Capital expenditure approved and contracted for	27,431	27,431
Proposed acquisition of 100% equity		
interest in Oriental Assemblers Sdn Bhd	29,250	29,250
Proposed acquisition of remaining		
50% equity interest in Megaquest Sdn Bhd	102,600	108,000
	159,281	164,681

ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B1 For the Quarter

The Group registered a revenue of RM91.8 million and pre-tax loss of RM0.6 million in the current quarter ended 30 September 2016 as compared to a revenue of RM95.5 million and a pre-tax profit of RM17.9 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 12% drop in revenue. 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 arising from higher ticket sales and encouraging growth in the business of food and beverage from Greyhound Cafe restaurant.

The Group registered a pre-tax loss for the current quarter under review mainly due to lower profits reported from NASB arising from higher prize payout during the quarter, higher impairment on available-for-sales quoted investments and higher finance costs as compared to preceding year corresponding quarter.

B2 First Quarter vs Preceding Fourth Quarter

For the current quarter under review, the Group registered a revenue of RM91.8 million which was lower compared to the revenue of RM98.3 million in the preceding quarter ended 30 June 2016. The current quarter's pre-tax loss of RM0.6 million was lower than the pre-tax loss of RM53 million reported for the preceding quarter.

The property development and investment business segment reported lower revenue due to lower rental income from lower occupancy rate. These were partly mitigated by higher revenue reported from hotel and recreation business segment arising from higher occupancy rates and higher income from the theme park arising from higher ticket sales. NASB reported marginally lower revenue in the current quarter as compared to the preceding quarter.

The Group registered a lower pre-tax loss in the current quarter under review mainly due to lower fair value impairment recognised on the non-current assets of RM8.1 million as compared to RM61 million total net impairment recognised in the preceding quarter and lower profit contribution from NASB arising from higher prize payout. These were mitigated by lower losses registered by hotel and recreation business segment during current quarter as compared to preceding quarter.

ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONTINUED)

B3 Future Prospects

With the subdued economic climate and rising costs, as well as the lacklustre performance of the tourism industry and the weakening Ringgit Malaysia may have an impact on the Malaysian economy. Despite the aforesaid, 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 ended 30 September 2016.
- B5 The income tax expense for the financial quarter ended 30 September 2016 are detailed as follows:

Malaysian taxation:	Current Quarter ended 30/09/16 RM'000
Current period provision Under provision in prior years Deferred tax	1,769 156,478 (42) 158,205

The disproportionate tax charge of the Group for the financial quarter ended 30 September 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 tax 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, pending the outcome of the BTSSB's appeals against these additional tax raised.

As such, the additional tax amounting to RM156.48 million was accrued for in the current quarter as underprovision in the prior years. Consequently, BTSSB submitted to the IRB on an instalment plan for settlement of the additional taxes raised whilst challenging the disputed additional tax raised at the Dispute Resolution Proceedings Committee of IRB.

ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONTINUED)

- 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. The said acquisition is still pending fulfillment of the conditions precedent.
- (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.

ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONTINUED)

B7 The Group borrowings as at 30 September 2016 are as follows:

Secured:	RM'000
Short term bank borrowings	
- Denominated in Ringgit Malaysia	104,476
Long term bank borrowings	
- Denominated in Ringgit Malaysia	385,205
- Denominated in GBP (£33,000,000)	177,144
	562,349
Senior bonds	159,323
Total borrowings	826,148

- B8 There was no pending material litigation since the date of the last audited statement of financial position to the date of this announcement.
- B9 The Board does not recommend any dividend in the current quarter (previous year ended 30 September 2015 : Nil).
- B10 The (loss)/earnings per share is calculated by dividing (loss) / profit attributable to owners of the Parent by the weighted average number of ordinary shares in issue:

	Current Quarter Ended			
	30/09/2016	30/09/2015	30/09/2016	30/09/2015
	RM'000	RM'000	Sen	Sen
(Loss)/Profit for the quarter	(158,784)	11,613		
Weighted average number of				
ordinary shares ('000)	1,113,042	1,113,042		
Basic (loss) / earnings per share			(14.27)	1.04
Weighted average number of ordinary shares ('000)			(14.27)	1.

No diluted (loss)/earnings per share is presented for the current financial quarter ended 30 September 2016 as the computation based on the outstanding warrants would have an antidilutive effect.

ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONTINUED)

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

Current
Quarter
ended
30/09/2016
RM'000

Interest income	(330)
Dividend income	(79)
Other income excluding dividend and interest income	(754)
Depreciation of property, plant and equipment	3,138
Amortisation of intangible assets	276
Impairment in value of AFS quoted investments	8,123
Unrealised foreign exchange loss	874
Gain or loss on derivatives	N/A

N/A denotes Not Applicable

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

RM'000 RM'000	16
Total retained earnings of the Company and its subsidiaries:	
- realised 220,766 402,46	34
- unrealised <u>790,123</u> 790,0	12
1,010,889 1,192,4	96
Less: Consolidation adjustments (388,875) (411,69	98)
Total group retained earnings as per financial statements 622,014 780,79	98

cc: Securities Commission