
QUARTERLY REPORT

Summary of Key Financial Information for the financial period ended 31 March 2014

	Individual Quarter		Cumulative Quarter	
	<u>31.03.2014</u> RM'000	<u>31.03.2013</u> RM'000	<u>31.03.2014</u> RM'000	<u>31.03.2013</u> RM'000
1. Revenue	54,062	87,078	170,194	174,048
2. Profit before taxation	136,782	46,183	153,730	95,907
3. Profit for the period	135,223	46,428	171,873	96,692
4. Profit attributable to owners of the parent	134,811	46,459	171,302	96,796
5. Earnings per share (sen) :				
Basic	23.31	8.10	29.69	16.89
Diluted	23.23	8.08	29.62	16.88
6. Proposed/Declared dividend per share (sen)	-	-	-	-
7. Gross interest income	418	926	2,077	1,788
8. Gross interest expense	(4,954)	(1,945)	(15,811)	(8,580)
		As at end of Current Quarter	As at preceding Financial Period End	
9. Net assets per share attributable to owners of the parent (RM)		1.62	1.28	

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Individual Quarter		Cumulative Quarter	
	31.03.2014 RM'000	31.03.2013 RM'000	31.03.2014 RM'000	31.03.2013 RM'000
Revenue	54,062	87,078	170,194	174,048
Cost of sales	(38,567)	(56,595)	(125,055)	(120,074)
Gross profit	15,495	30,483	45,139	53,974
Other operating income	133,630	4,802	143,514	47,262
Distribution expenses	(435)	(121)	(1,204)	(1,055)
Administration expenses	(10,277)	(9,845)	(41,492)	(37,264)
Other operating expenses	(6,715)	(2,102)	(10,094)	(6,633)
Operating profit	131,698	23,217	135,863	56,284
Finance costs	(4,954)	(1,945)	(15,811)	(8,580)
Share of results of joint ventures	9,469	2,316	13,770	7,127
Share of results of associates	569	22,595	19,908	41,076
Profit before taxation	136,782	46,183	153,730	95,907
Taxation	(1,559)	245	18,143	785
Profit for the period	135,223	46,428	171,873	96,692
Other comprehensive income/(expense) that will be subsequently reclassified to profit or loss:				
Fair value changes in available-for-sale financial assets	88	(83)	80	(1,595)
Foreign currency translations	4,849	(13,114)	48,062	(11,309)
	4,937	(13,197)	48,142	(12,904)
Total comprehensive income	140,160	33,231	220,015	83,788
Profit Attributable to :				
Owners of the Parent	134,811	46,459	171,302	96,796
Non-controlling interests	412	(31)	571	(104)
	135,223	46,428	171,873	96,692
Total comprehensive income attributable to :				
Owners of the Parent	139,699	33,277	214,656	83,892
Non-controlling interests	461	(46)	5,359	(104)
	140,160	33,231	220,015	83,788
Earnings per share attributable to owners of the Parent (sen) :				
For profit for the period :				
Basic	23.31	8.10	29.69	16.89
Diluted	23.23	8.08	29.62	16.88

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 March 2013.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at 31.03.2014 RM'000	Audited As at 31.03.2013 RM'000
ASSETS		
Non Current Assets		
Property, plant and equipment	136,249	48,099
Investment properties	348,760	319,243
Investment in joint ventures	227,482	143,614
Investment in associates	17,955	146,127
Other investments	5,510	5,411
Land held for property development	54,334	52,135
Long term receivables	6,824	3,465
Deferred tax assets	22,048	4,932
	<u>819,162</u>	<u>723,026</u>
Current Assets		
Property development costs	146,886	167,130
Inventories	55,427	38,263
Trade and other receivables	87,953	65,395
Derivative assets	0	19
Tax recoverable	3,837	9,942
Deposits, cash and bank balances	329,123	84,284
	<u>623,226</u>	<u>365,014</u>
TOTAL ASSETS	<u>1,442,388</u>	<u>1,088,040</u>
EQUITY AND LIABILITIES		
Equity		
Share Capital	291,130	288,981
Treasury shares	(1,365)	(1,265)
Reserves	648,105	444,842
Equity attributable to owners of the Parent	<u>937,870</u>	<u>732,558</u>
Non-controlling interests	51,857	46,412
	<u>989,727</u>	<u>778,970</u>
Non-current liabilities		
Bank borrowings	290,484	208,836
Hire-purchase creditors	1,582	1,647
Long term payables	2,547	2,563
Deferred tax liabilities	221	216
	<u>294,834</u>	<u>213,262</u>
Current Liabilities		
Trade and other payables	82,592	58,253
Bank borrowings	73,611	34,754
Hire-purchase creditors	785	682
Derivative liabilities	174	38
Taxation	665	2,081
	<u>157,827</u>	<u>95,808</u>
Total liabilities	<u>452,661</u>	<u>309,070</u>
TOTAL EQUITY AND LIABILITIES	<u>1,442,388</u>	<u>1,088,040</u>
Net assets per share (RM)	<u>1.62</u>	<u>1.28</u>

The condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 March 2013.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

-----Attributable to Owners of the Parent----->

	<u>Share Capital</u>	<u>Share Premium</u>	<u>Treasury Shares</u>	<u>Share held for ESS</u>	<u>Share Options Reserve</u>	<u>Capital Reserve</u>	<u>Exchange Translation Reserve</u>	<u>Fair Value Reserve</u>	<u>Retained Profits</u>	<u>TOTAL</u>	<u>Non-controlling Interests</u>	<u>Total Equity</u>
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance as at 01.04.2012	287,731	103,842	(972)	-	-	881	(8,657)	1,852	276,567	661,244	15,416	676,660
Total comprehensive income for the period	-	-	-	-	-	-	(11,309)	(1,595)	96,796	83,892	(104)	83,788
Realisation of capital reserve	-	-	-	-	-	(881)	-	-	881	-	-	-
Shares repurchased	-	-	(293)	-	-	-	-	-	-	(293)	-	(293)
Issuance of shares	1,250	-	-	(1,250)	-	-	-	-	-	-	-	-
Dividend paid	-	-	-	-	-	-	-	-	(12,894)	(12,894)	-	(12,894)
Dividend paid to non-controlling interest	-	-	-	-	-	-	-	-	-	-	(919)	(919)
Dilution of non-controlling interest	-	-	-	-	-	-	(112)	-	(644)	(756)	756	-
Share options granted	-	-	-	-	603	-	-	-	-	603	-	603
Share options exercised	-	-	-	876	-	-	-	-	(114)	762	-	762
Non-controlling interest arising from business combination	-	-	-	-	-	-	-	-	-	-	31,263	31,263
Balance as at 31.03.2013	288,981	103,842	(1,265)	(374)	603	-	(20,078)	257	360,592	732,558	46,412	778,970
Balance as at 01.04.2013	288,981	103,842	(1,265)	(374)	603	-	(20,078)	257	360,592	732,558	46,412	778,970
Total comprehensive income for the period	-	-	-	-	-	-	43,274	80	171,302	214,656	5,359	220,015
Shares repurchased	-	-	(100)	-	-	-	-	-	-	(100)	-	(100)
Dividend paid	-	-	-	-	-	-	-	-	(12,987)	(12,987)	-	(12,987)
Dividend paid to non-controlling interest	-	-	-	-	-	-	-	-	-	-	(1,102)	(1,102)
Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	(55)	(55)	(145)	(200)
Issuance of shares	2,149	237	-	(1,525)	-	-	-	-	-	861	-	861
Share options granted	-	-	-	-	1,498	-	-	-	-	1,498	-	1,498
Share options exercised	-	-	-	1,654	(721)	-	-	-	506	1,439	-	1,439
Contribution by a non-controlling interest	-	-	-	-	-	-	-	-	-	-	1,333	1,333
Balance as at 31.03.2014	291,130	104,079	(1,365)	(245)	1,380	-	23,196	337	519,358	937,870	51,857	989,727

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 March 2013.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	12 months ended	
	<u>31.3.2014</u>	<u>31.3.2013</u>
	RM'000	RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	153,730	95,907
Adjustments for non cash items:		
Share of results of associates and joint ventures	(33,677)	(48,203)
Gain on disposal of a subsidiary	-	(6,627)
Gain on disposal of an associate	(131,252)	-
Gain on disposal of investment properties	(3,977)	(28,103)
Gain on disposal of quoted & unquoted investments	-	(1,403)
Loss on disposal of property, plant and equipment	160	61
Write back of impairment loss on land held for development	(502)	(4,387)
Write back of impairment loss on trade and other receivables	(290)	(369)
Net interest expense	13,734	6,792
Others	15,351	3,527
Operating profit before working capital changes	<u>13,277</u>	<u>17,195</u>
Decrease in property development costs and land held for development	18,546	36,299
Increase in inventories	(17,172)	(28,864)
(Increase)/Decrease in trade and other receivables	(25,303)	1,515
Increase in trade and other payables	26,505	13,231
Net cash generated from operations	<u>15,853</u>	<u>39,376</u>
Net taxation refunded	5,722	2,323
Net interest paid	(13,873)	(7,016)
Net cash inflow from operating activities	<u>7,702</u>	<u>34,683</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from disposal of property, plant and equipment	298	337
Proceeds from disposal of quoted and unquoted investments	-	2,365
Proceeds from disposal of investment properties	14,174	89,260
Proceeds from disposal of associates	280,000	19,462
Net proceeds from disposal of a subsidiary	-	5,295
Acquisition of a non-controlling interest	(200)	-
Purchase of property, plant and equipment	(92,046)	(1,058)
Purchase of investment properties	(5,994)	(230,599)
Net contribution to jointly controlled entities	(42,669)	(110,086)
Dividends received from associates	-	870
Net cash inflow/(outflow) from investing activities	<u>153,563</u>	<u>(224,154)</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from share options exercised	2,300	876
Shares repurchased	(100)	(293)
Net proceeds from borrowings	79,195	105,838
Net repayment of hire purchase creditors	(776)	(926)
Dividends paid	(12,987)	(12,894)
Contribution from a non-controlling interest	1,333	31,263
Dividends paid to non-controlling interest	(1,102)	(919)
Withdrawal/(placement) of deposit pledged with licensed bank	18,427	(20,895)
Net cash inflow from financing activities	<u>86,290</u>	<u>102,050</u>
NET CHANGES IN CASH AND CASH EQUIVALENTS	247,555	(87,421)
Cash and cash equivalents at beginning of period	61,250	152,025
Effect of exchange rate on cash and cash equivalents	375	(3,354)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>309,180</u>	<u>61,250</u>
CASH AND CASH EQUIVALENTS AT END OF PERIOD CONSISTS OF:		
Deposits, Cash and bank balances	324,801	61,536
Bank overdraft	(15,621)	(286)
	<u>309,180</u>	<u>61,250</u>

The condensed consolidated statement cash flows should be read in conjunction with the audited financial statements for the year ended 31 March 2013.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

1. Basis of Preparation

The interim financial report is unaudited and has been prepared in accordance with the requirements of FRS 134, Interim Financial Reporting issued by the Malaysian Accounting Standard Board 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 31 March 2013.

2. Changes in Significant Accounting Policies

The significant accounting policies adopted by the Group in this interim financial report are consistent with those adopted in the annual audited financial statements for the financial year ended 31 March 2013, except for the adoption of the following standards, amendments to published standards and interpretations to existing standards which are effective for the financial period commencing on 1 April 2013:

FRS 10	: Consolidated Financial Statements
FRS 11	: Joint Arrangements
FRS 12	: Disclosure of Interests in Other Entities
FRS 13	: Fair Value Measurement
FRS 127	: Separate Financial Statements
FRS 128	: Investments in Associates and Joint Ventures

Amendments to:

FRS 7	: Disclosures – Offsetting Financial Assets and Financial Liabilities
FRSs Annual Improvements 2009 – 2011 Cycle	
FRS 10, 11 & 12	: Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
FRS 101	: Presentation of Items of Other Comprehensive Income

The adoption of the above standards, amendments to published standards and interpretations does not give rise to any material effects to the Group. The adoption of FRS 13, Fair Value Measurement requires fair value disclosures for financial instruments to be included in the interim financial report as disclosed in Note 26.

On 19 November 2011, the MASB issued the new accounting framework, the Malaysian Financial Reporting Standards (“MFRS”) framework, which is effective for financial periods beginning on or after 1 January 2012 with the exception of entities that are within the scope of MFRS 141 and IC Interpretation 15 (‘hereafter called Transitioning Entities’). On 7 August 2013, MASB has allowed the Transitioning Entities to defer adoption of MFRS framework to annual periods beginning on or after 1 January 2015. The Group falls within the scope of Transitioning Entities and has opted to defer the adoption of MFRS framework for the financial periods as allowed.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

3. Auditors' Report on Preceding Annual Audited Financial Statements

The auditors' report on the preceding annual audited financial statements was not subject to any qualification.

4. Seasonal or Cyclical Factors

The Group's operations were not significantly affected by any seasonal or cyclical factors.

5. Unusual Items

Other than the disposal of 20% equity interest in Kesas Holdings Berhad which resulted in a gain of RM131.2 million to the Group in the current quarter, there were no unusual items for the current quarter and financial year to-date.

6. Changes in Estimates

There were no change in estimates that have a material effect in the current quarter and financial year to-date.

7. Debt and Equity Securities

- i. During the financial year-to-date, AMPROP acquired 130,000 of its own shares through purchases on Bursa Malaysia. The total amount paid to acquire the shares was RM99,624 and has been deducted from shareholders' equity. The shares are held as 'Treasury shares'. The Company has the right to resell or cancel these shares at a later date.
- ii. During the financial year-to-date, AMPROP has issued 3,050,000 ordinary shares of RM0.50 each at par and 1,248,000 ordinary shares of RM0.50 each at premium of RM0.19 each for the Group's Employees' Share Scheme. In the same period, 4,555,500 share options were exercised and a similar number of shares were transferred or issued to the employees.
- iii. On 3 September 2013, AMPROP granted 8,322,500 options to the eligible Executive Directors and employees under the Employees' Share Option Scheme ('ESS') at an option price of RM0.69 in accordance to the By-Laws of the ESS.
- iv. Subsequent to the financial year, AMPROP granted 8,787,500 options to the eligible Executive Directors and employees under the Employees' Share Option Scheme ('ESS') at an option price of RM0.86 in accordance to the By-Laws of the ESS.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

8. Dividends

	12 months Ended 31.03.2014 RM'000	12 months Ended 31.03.2013 RM'000
In respect of financial year ended 31 March 2013		
- Final dividend of 6% less 25% Malaysian Income Tax, per ordinary share of RM0.50 each, was paid on 3 October 2013	12,987	-
In respect of financial year ended 31 March 2012		
- Final dividend of 6% less 25% Malaysian Income Tax, per ordinary share of RM0.50 each, was paid on 25 September 2012	-	12,894
	<u> </u>	<u> </u>

9. Operating Segments

Segmental revenue and results for the financial year to-date were as follows:

	Malaysia Properties & Others RM'000	Overseas Properties RM'000	Renewable Energy & Contracting RM'000	Group RM'000
Segment revenue				
Continuing operations				
Revenue	64,916	9,810	96,919	171,645
Inter-segment revenue	(1,451)	-	-	(1,451)
	<u>63,465</u>	<u>9,810</u>	<u>96,919</u>	<u>170,194</u>
Segment Results	143,070	2,599	6,442	152,111
Head office				
allocated expenses	(3,620)	(7,240)	(7,240)	(18,100)
Interest income	1,124	83	645	1,852
Operating profit	<u>140,574</u>	<u>(4,558)</u>	<u>(153)</u>	<u>135,863</u>
Finance costs	(6,466)	(6,250)	(3,095)	(15,811)
Share of results of jointly controlled entities	-	13,770	-	13,770
Share of results of associates	19,908	-	-	19,908
Profit before tax	<u>154,016</u>	<u>2,962</u>	<u>(3,248)</u>	<u>153,730</u>
Taxation	2,053	-	16,090	18,143
Profit for the period	<u>156,069</u>	<u>2,962</u>	<u>12,842</u>	<u>171,873</u>

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

10. Operating Profit from Operations

	3 months Ended 31.03.2014 RM'000	12 months Ended 31.03.2014 RM'000
Operating profit includes:		
Interest income	643	2,077
Gain on disposal of:		
- Property, plant and equipment	7	23
- Investment properties	-	3,977
- An associate	131,252	131,252
Gain on foreign exchange:		
- Realised	-	90
- Unrealised	513	49
Write back of impairment loss on:		
- Land held for property development	-	502
- Trade and other receivables	170	290
Realised fair value gain on derivative financial instruments	-	902
and is arrived at after charging:		
Property, plant and equipment written off	6	18
Bad debt written off	64	120
Inventories written off	9	9
Impairment loss on trade and other receivables	203	236
Depreciation of:		
- Property, plant and equipment	2,075	4,256
- Investment properties	724	3,716
Loss on disposal of property, plant and equipment	83	183
Realisation of forex exchange reserve	2,075	5,370
Loss on foreign exchange:		
- Realised	113	143
- Unrealised	-	3
Share options expense	-	1,498

Other than as disclosed in Note 5, there were no other exceptional items for the current quarter and financial year to-date.

11. Material Events Subsequent to the end of interim period

- i. On 17 April 2014, Amcorp Far East Limited, a wholly-owned sub-subsidiary of the Company, had entered into a co-investment agreement ("Co-Investment Agreement") with Grosvenor Asia Pacific Limited, NRJ Investment Limited ("NRJ") and True Lead Investment Limited ("True Lead") (NRJ and True Lead shall be treated as a single party and are collectively referred to as "Nan Fung Group") to form a joint-venture private limited company in Hong Kong ("JV Co") to invest in a portfolio of high-end residential real estate development projects and commercial value-add projects in Tokyo, Japan ("Co-Invest").

(Amcorp Far East, Grosvenor Asia and Nan Fung Group are collectively referred to as "Co-Investors").

Under the terms of the Co-Investment Agreement, the Co-Investors shall on execution of the Co-Investment Agreement ("Initial Closing") make the commitment to contribute capital to the JV Co an aggregate of Japanese Yen ("JPY") 13.2418 billion, being the JPY equivalent of US\$130 million. As at Initial Closing, Amcorp Far East Limited interest in the JV Co is 38.5% and committed to contribute an aggregate of Japanese Yen ("JPY") 5.0930 billion, being the JPY equivalent of US\$50 million.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

12. Changes in the Composition of the Group

- i. On 18 April 2013, Walleng Enterprises Sdn Bhd, a wholly-owned subsidiary of Amprop, had subscribed for 1 ordinary shares of £1.00 each in Campden Global Limited ("CGL"), representing 100% of the issued and paid-up share capital of CGL, at par for cash. The subscription has no material financial effect to the Group.

On 14 August 2013, CGL had entered into a members' agreement with two UK joint venture partners, in relation to the joint-venture entity, NLG Campden LLP ("NLG") of which CGL owned 33.33% of equity interest in NLG. NLG simultaneously entered into an agreement to acquire the entire membership interest in Clan Kensington LLP ("CK") of which CK owns a 50% equity interest in GH Campden Hill LLP ("GC"). GC has the freehold interest in a land at Holland Park School, Campden Hill Road, London W8, United Kingdom and intends to develop 72 residential apartments on lower ground, ground and six upper floors and 78 basement car parking spaces. The total floor area under this consented scheme is approximately 175,000 square feet. Amprop has committed up to GBP25.3 million for this joint venture.

- ii. On 25 July 2013, Amprop completed the acquisition of the remaining 2.5% equity interest in AMBC Transmission Sdn Bhd ("AMBCT"), representing 400,000 ordinary shares of RM1.00 each in AMBCT for a consideration of RM200,000 from Best & Crompton Engg. Limited. AMBCT became a wholly-owned subsidiary of Amprop and the acquisition resulted a loss of RM55,454 recognised in the retained earnings as transaction with owner.
- iii. On 1 August 2013, two wholly-owned subsidiaries of Amprop, Syarikat Kompleks Damai Sdn Bhd and Selaju Sdn Bhd had received notification from Companies Commission of Malaysia ("CCM") that the company had been struck off from the register of CCM upon the application by the company. The strike off has no material financial effect to the Group.
- iv. On 11 February 2014, Amprop incorporated Amcorp Orient Limited, a wholly-owned subsidiary of Amprop. Amcorp Orient Limited is incorporated in the British Virgin Islands with an issued and paid-up share capital of JPY100 comprising one (1) ordinary share of JPY100 each. The incorporation has no material financial effect to the Group.
- v. On 28 March 2014, a wholly-owned subsidiary of Amprop, Mawar Delima Sdn Bhd (changed name to Amcorp Ventures Sdn Bhd w.e.f. 21 April 2014) subscribed for 1 ordinary share representing the entire issued and paid-up share capital of Amcorp Far East Limited ("AFEL"), a company incorporated in Hong Kong for a cash consideration of JPY100. AFEL is an investment holding company and the acquisition has no material financial effect to the Group.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

13. Review of Performance

Current quarter

The Group recorded revenue of RM54.1 million for the period with the Malaysia on-going development projects in Sibul contributing RM16.6 million and the renewable energy & contracting division contributing RM31.9 million. The Group recorded profit before taxation of RM136.8 million with contribution from London properties – Pavilion D and gain on disposal of Kesas of RM9.6 million and RM131.2 million respectively. The Malaysia property division contributed a further profit before taxation of RM4.9 million.

The renewable energy & contracting division revenue was mainly contributed by Blue Star M&E from their ventilation and air-condition systems commissioning contracts of RM16.2 million and AMBC Transmission from transmission contract works of RM11.4 million. The renewable energy & contracting division recorded profit before taxation of RM2 million with profit from the commissioning contracts of RM1.3 million coupled with power generation from both mini-hydro and solar projects of RM1 million.

Year-to-date

Profit before taxation for the financial year of RM153.7 million was derived from the gain on disposal of Kesas and its property projects both in Malaysia and London.

14. Material Change in Results for Current Quarter Compared with Preceding Quarter

The Group recorded profit before taxation of RM136.8 million in the current quarter compared with RM3.7 million in the preceding quarter due to the sale of Kesas.

15. Current Year Prospects

The Board expects sales from its London and Malaysia projects to contribute positively to the Group's earnings. Barring any unforeseen circumstances, the Board is optimistic that the Group's operations will be profitable for the year ending 31 March 2015.

16. Profit Forecast

There were no profits forecast or profit guarantee made by the Group.

17. Taxation

The breakdown of tax income for the quarter and financial year-to-date are as follows:

	3 months Ended 31.03.2014 RM'000	12 months Ended 31.03.2014 RM'000
Current period tax income	(1,479)	604
Deferred tax	75	17,111
Over-provision in prior years	(155)	428
	<u>(1,559)</u>	<u>18,143</u>

The effective tax rates for the current quarter are lower than the statutory tax rate mainly due to capital gains which are not taxable while for the financial year-to-date it is coupled with the recognition of deferred tax assets on investment tax allowance granted to renewable energy companies.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

18. Status of Corporate Proposals

The Company has at the date of this report, announced a proposed bonus issue of up to 297,867,868 new 5-year redeemable convertible preference shares ("RCPS") of RM0.50 each in the Company on the basis of one (1) bonus RCPS for every two (2) existing ordinary shares of RM0.50 each held on an entitlement date to be determined and announced later ("Proposed Bonus Issue of RCPS").

The Proposed Bonus Issue of RCPS is akin to a special dividend distributed in cash or in specie and is undertaken mainly to reward shareholders of AMPROP in view of the level of accumulated profits and cash reserve of the Group as at 31 March 2014. The Proposed Bonus Issue of RCPS provides the holders of the Bonus RCPS with flexibility to either redeem the Bonus RCPS for cash at RM0.50 (which is exercisable within first three months from the date of issue of the Bonus RCPS) or convert its Bonus RCPS to ordinary shares of the Company on the basis of 2 bonus RCPS for one new ordinary share (at any time from the first anniversary of the issue date up to maturity). The Company has also announced the proposed increase in authorised share capital to accommodate the new shares that maybe issued pursuant to the Proposed Bonus Issue of RCPS. The Bonus RCPS will be listed and traded on Bursa Malaysia and is subject to approval of the Bursa Securities and the shareholders at the forthcoming extraordinary general meeting.

19. Group Borrowings and Debt Securities

Group borrowings and debt securities as at 31 March 2014 were as follows:

	Long Term Borrowings RM'000	Short Term Borrowings RM'000	Total RM'000
<u>Secured</u>			
Ringgit Malaysia	117,331	27,129	144,460
Pound Sterling	173,153	2,714	175,867
<u>Unsecured</u>			
Ringgit Malaysia	-	43,768	43,768
Total	<u>290,484</u>	<u>73,611</u>	<u>364,095</u>

20. Capital Commitments

	As at 31.03.2014 RM'000
Approved and contracted for:	
Investment in joint ventures	
- Pound Sterling (GBP16.27 million)	88,287
Leasehold land	2,890
	<u>91,204</u>

21. Changes in Contingent Liabilities and Contingent Assets

The total of letter of credit, other bank guarantees and performance bonds has increased from RM10,894,276 as at 31 March 2013 to RM26,682,356 as at 31 March 2014.

Other than disclosed above, there were no other changes in contingent liabilities or contingent assets since the last financial year ended 31 March 2013.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

22. Derivatives and Fair Value Changes of Financial Liabilities

- a) Forward foreign exchange purchase contracts that were outstanding as at 31 March 2014 are as follows:-

	Contract / Notional Value RM'000	Fair Value RM'000
Purchase Contracts - GBP - Less than 1 year	32,905	(174)

The above contracts were entered into to hedge its cash flow requirements and to limit the exposure to potential changes in foreign exchange rates.

There is minimal credit risk as the contracts were entered into with reputable banks.

The forward foreign exchange contracts initially recognised at fair value on the date the derivative contract is entered into and are subsequently remeasured at fair value through profit or loss. The resulting gain or loss from the remeasurement is recognised in profit or loss.

- b) Other than as disclosed above, there were no fair value gain/(loss) on fair value changes of financial liabilities.

23. Changes in Material Litigation

There was no pending material litigation as at the date of this report.

24. Earnings Per Share

Basic

Basic earnings per share for the reporting quarter and financial year-to-date are calculated by dividing the net profit for the period by the weighted average number of ordinary shares in issue during the period.

	3 months Ended 31.03.2014 RM'000	12 months Ended 31.03.2014 RM'000
Profit for the period attributable to owners of the parent	<u>134,811</u>	<u>171,302</u>
Weighted average number of ordinary shares in issue ('000)	<u>578,340</u>	<u>577,064</u>
Basic earnings per share (sen)	<u>23.31</u>	<u>29.69</u>

The computation of the weighted average number of ordinary shares in issue is net of treasury shares.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

Diluted

Diluted earnings per share for the reporting quarter and financial year-to-date are calculated by dividing the net profit for the period by the adjusted weighted average number of ordinary shares in issue during the period after taking into consideration of all dilutive potential ordinary shares.

	3 months Ended 31.03.2014 RM'000	12 months Ended 31.03.2014 RM'000
Profit for the period attributable to owners of the parent	<u>134,811</u>	<u>171,302</u>
Weighted average number of ordinary shares in issue ('000)	578,340	577,064
Adjustments for share options granted ('000)	<u>1,882</u>	<u>1,303</u>
Adjusted weighted average number of ordinary shares in issue ('000)	<u>580,222</u>	<u>578,367</u>
Diluted earnings per share (sen)	<u>23.23</u>	<u>29.62</u>

There is no effect to net profit from the share options adjustment.

25. Significant Related Party Transactions

During the financial year-to-date, the Group's wholly owned subsidiary, Country Realty Limited disposed an apartment and a car park space located at 95-99 Baker Street and 4-6 Durweston Mews, United Kingdom to each of the following related parties:

- i. Amcorp Asset Limited, a wholly owned subsidiary of Amcorp Group Berhad, for a cash consideration of RM9.2 million; and
- ii. a former independent director of Amcorp Properties Berhad for a cash consideration of RM5.3 million.

The disposals resulted in a total gain of RM3.9 million to the Group.

26. Fair Value of Financial Instruments

The carrying amount of financial assets and liabilities of the Group for the financial period approximate their fair values except for the following:

	Carrying amount RM'000	Fair Value RM'000
Financial Liabilities:		
Hire-purchase creditors	<u>2,367</u>	<u>2,445</u>

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

27. Realised and Unrealised Profits or Losses

	As at 31.03.2014 RM'000	As at 31.3.2013 RM'000
Total retained profits of the Group:		
- Realised	491,261	324,390
- Unrealised	19,785	7,182
	511,046	331,572
Total share of retained profits from associates:		
- Realised	(13,014)	36,195
- Unrealised	429	(14,302)
	(12,585)	21,893
Total share of retained profits from jointly controlled entities:		
- Realised	20,897	7,127
- Unrealised	-	-
Total group retained profits as per financial statements	<u>519,358</u>	<u>360,592</u>

BY ORDER OF THE BOARD
JOHNSON YAP CHOON SENG
 Company Secretary
 Date: 22 May 2014