

LANDMARKS

LANDMARKS BERHAD

(185202-H)

(Incorporated in Malaysia)

**Unaudited Interim Financial Report
For the First Quarter Ended
31 March 2019**

LANDMARKS

LANDMARKS BERHAD (185202-H)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2019

	31-Mar-2019 RM' 000 (Unaudited)	31-Dec-2018 RM' 000 (Audited)
ASSETS		
Property, plant and equipment	1,348,605	1,332,133
Inventories	774,059	774,059
Other investments	2,085	2,085
Deferred tax assets	350	350
Total Non-Current Assets	2,125,099	2,108,627
Inventories	92,756	91,901
Receivables, deposits and prepayments	17,725	15,459
Current tax assets	614	745
Other investment	74,986	85,299
Cash and cash equivalents	19,874	30,934
Total Current Assets	205,955	224,338
TOTAL ASSETS	2,331,054	2,332,965
EQUITY		
Share capital	734,811	734,811
Reserves	(4,343)	(3,476)
Retained earnings	955,784	966,714
Total equity attributable to owners of the Company	1,686,252	1,698,049
Non-controlling Interests	1,373	1,373
Total Equity	1,687,625	1,699,422
LIABILITIES		
Loans and borrowings	121,342	124,016
Deferred tax liabilities	466,895	465,768
Total Non-Current Liabilities	588,237	589,784
Payables and accruals	45,850	32,799
Loans and borrowings	7,785	9,403
Current tax liabilities	1,557	1,557
Total Current Liabilities	55,192	43,759
Total Liabilities	643,429	633,543
TOTAL EQUITY & LIABILITIES	2,331,054	2,332,965
Net Assets Per Share (RM)	3.19	3.21

The unaudited condensed consolidated statements of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements.

LANDMARKS

LANDMARKS BERHAD (185202-H)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE THREE MONTHS PERIOD ENDED 31 MARCH 2019**

	INDIVIDUAL PERIOD		CUMULATIVE PERIOD	
	3 months ended		3 months ended	
	31 March		31 March	
	2019	2018	2019	2018
	RM'000	RM'000	RM'000	RM'000
Revenue	<u>29,835</u>	<u>30,556</u>	<u>29,835</u>	<u>30,556</u>
Loss from operations	(7,280)	(1,465)	(7,280)	(1,465)
Finance cost	(2,195)	(786)	(2,195)	(786)
Finance income	20	68	20	68
Loss before taxation	(9,455)	(2,183)	(9,455)	(2,183)
Income tax expense	(1,504)	(1,115)	(1,504)	(1,115)
Loss for the period	(10,959)	(3,298)	(10,959)	(3,298)
Other comprehensive expense, net of tax				
Foreign currency translation differences for foreign operations	(1,283)	(7,643)	(1,283)	(7,643)
Other comprehensive expense for the period, net of tax	(1,283)	(7,643)	(1,283)	(7,643)
Total comprehensive expense for the period	(12,242)	(10,941)	(12,242)	(10,941)
Loss attributable to:				
Owners of the Company	(10,959)	(3,298)	(10,959)	(3,298)
Non-controlling interests	-	-	-	-
Loss for the period	(10,959)	(3,298)	(10,959)	(3,298)
Total comprehensive expense attributable to:				
Owners of the Company	(12,242)	(10,941)	(12,242)	(10,941)
Non-controlling interests	-	-	-	-
Total comprehensive expense for the period	(12,242)	(10,941)	(12,242)	(10,941)

**Loss per share attributable to owners
of the Company (sen)**

Loss for the period				
-Basic	(2.07)	(0.62)	(2.07)	(0.62)
-Diluted	(2.07)	N/A	(2.07)	N/A

The unaudited condensed consolidated statements of profit or loss and other comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements.

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LANDMARKS BERHAD (185202-H)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE THREE MONTHS PERIOD ENDED 31 MARCH 2019

	<-----Attributable to owners of the Company----->							
	<----- Non-distributable ----->			Distributable				
	RM'000	Translation Reserve RM'000	Fair Value Reserve RM'000	Share Option Reserve RM'000	Retained Earnings RM'000	Total RM'000	Non-controlling interest RM'000	Total Equity RM'000
At 1 January 2018, as previously reported	734,811	168	1,260	2,349	1,000,502	1,739,090	1,373	1,740,463
Adjustment on initial application of MFRS 9, net of tax	-	-	(1,260)	-	1,260	-	-	-
At 1 January 2018, restated	734,811	168	-	2,349	1,001,762	1,739,090	1,373	1,740,463
Foreign currency translation differences for foreign operations	-	(7,643)	-	-	-	(7,643)	-	(7,643)
Total other comprehensive expense for the period	-	(7,643)	-	-	-	(7,643)	-	(7,643)
Loss for the period	-	-	-	-	(3,298)	(3,298)	-	(3,298)
Total comprehensive expense for the period	-	(7,643)	-	-	(3,298)	(10,941)	-	(10,941)
Share options forfeited	-	-	-	(2,349)	2,349	-	-	-
Total contribution from owners	-	-	-	(2,349)	2,349	-	-	-
At 31 March 2018	734,811	(7,475)	-	-	1,000,813	1,728,149	1,373	1,729,522
At 1 January 2019	734,811	(7,257)	-	3,781	966,714	1,698,049	1,373	1,699,422
Foreign currency translation differences for foreign operations	-	(1,283)	-	-	-	(1,283)	-	(1,283)
Total other comprehensive expense for the period	-	(1,283)	-	-	-	(1,283)	-	(1,283)
Loss for the period	-	-	-	-	(10,959)	(10,959)	-	(10,959)
Total comprehensive expense for the period	-	(1,283)	-	-	(10,959)	(12,242)	-	(12,242)
Share-based payment transactions	-	-	-	445	-	445	-	445
Share options lapsed	-	-	-	(29)	29	-	-	-
Total contribution from owners	-	-	-	416	29	445	-	445
At 31 March 2019	734,811	(8,540)	-	4,197	955,784	1,686,252	1,373	1,687,625

The unaudited condensed consolidated statements of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements.

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LANDMARKS BERHAD (185202-H)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THREE MONTHS PERIOD ENDED 31 MARCH 2019

	31-Mar-2019 RM'000	31-Mar-2018 RM'000
Cash flows from operating activities		
Loss before taxation	(9,455)	(2,183)
Adjustments for non-cash flow		
Depreciation of property, plant and equipment	5,270	4,631
Dividend income from other investments	(709)	(627)
Finance costs	2,195	786
Finance income	(20)	(68)
Provision for minimum wages	1,612	-
Gain on redemption of other investments	(3)	-
Fair value loss/(gain) on other investments	26	(13)
Equity settled share-based payment transactions	445	-
Operating profit/(loss) before changes in working capital	(639)	2,526
Changes in working capital		
Inventories	(855)	208
Trade and other receivables and prepayments	(2,266)	298
Trade payables and others payables	(6,281)	(2,339)
Property development costs	-	(5,723)
Cash used in operations	(10,041)	(5,030)
Income tax paid	(245)	(298)
Net cash used in operating activities	(10,286)	(5,328)
Cash flows from investing activities		
Acquisition of property, plant and equipment	(5,336)	(1,631)
Proceeds from disposal of other investments	11,010	-
Acquisition of other investments	(719)	(627)
Interest received	20	68
Dividend received from : - other investments	709	627
Net cash generated from/(used in) investing activities	5,684	(1,563)
Cash flows from financing activities		
Interest paid	(2,133)	(1,223)
Repayment of finance lease liabilities	(46)	(51)
(Repayment of)/proceeds from loans and borrowings	(4,279)	286
Net cash used in financing activities	(6,458)	(988)
Net decrease in cash and cash equivalents	(11,060)	(7,879)
Cash and cash equivalents at 1 January	28,404	31,842
Cash and cash equivalents at 31 March	17,344	23,963
	31-Mar-2019 RM'000	31-Mar-2018 RM'000
Cash and bank balances	17,344	23,948
Deposits with licensed banks	2,530	1,700
	19,874	25,648
Less : Pledged deposits	(2,530)	(1,685)
	17,344	23,963

The unaudited condensed consolidated statements of cash flows should be read in conjunction with the audited financial statements for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements.

PART A – EXPLANATORY NOTES IN COMPLIANCE WITH MFRS 134, INTERIM FINANCIAL REPORTING

A1. Basis of preparation

The interim financial report is unaudited and has been prepared in compliance with Malaysian Financial Reporting Standards (“MFRS”) 134, *Interim Financial Reporting* issued by Malaysian Accounting Standards Board and Paragraph 9.22 of the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements. This Condensed Report also complies with International Accounting Standards 34: Interim Financial Reporting issued by the International Accounting Standards Board.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2018. The explanatory notes attached to the interim financial report provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2018.

A2. Changes in Accounting Policies/Estimates

The audited financial statements of the Group for the year ended 31 December 2018 were prepared in accordance with MFRS. All significant accounting policies adopted in preparing this interim financial report are consistent with those of the audited financial statements for the year ended 31 December 2018. The Group has adopted the MFRSs, amendments and interpretations effective for annual period beginning on or after 1 January 2019 where applicable to the Group. The initial adoption of these applicable MFRSs, amendments and interpretations do not have any material impact on the financial statements of the Group except as mentioned below:

MFRS 16, Leases

MFRS 16 replaces the guidance in MFRS 117, Leases, IC Interpretation 4, Determining whether an Arrangement contains a Lease, IC Interpretation 115, Operating Leases – Incentives and IC Interpretation 127, Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

A2. Changes in Accounting Policies/Estimates (continued)

MFRS 16, Leases (continued)

MFRS 16 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligations to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard which continues to be classified as finance or operating lease.

Based on the Group's assessment, the impact on the initial application of MFRS 16 on its consolidated financial statements as at 1 January 2019 is additional lease liabilities of RM16.20 million with a corresponding additional right-to-use assets of RM16.20 million recognised in the statement of financial position.

A3. Changes in estimates

There were no changes in estimates during the quarter under review that had a material effect on the interim financial statements.

A4. Auditors' Report on the Group's latest Annual Financial Statements

There were no audit qualifications on the Group's financial statements for the financial year ended 31 December 2018.

A5. Exceptional items of a non-recurring nature

There were no exceptional items of a non-recurring nature during the financial period under review.

A6. Inventories

During the financial period under review, there was no write-down of inventories.

A7. Changes in composition of the Group

There were no changes in the composition of the Group arising from business combination, acquisition or disposal of subsidiary companies and long-term investment, restructuring, or discontinued operations for the current interim period other than as mentioned below:

During the quarter under review, an indirect dormant subsidiary of the Company, namely Point Merge (M) Sdn Bhd, has received a notice of striking off from the Register of Companies pursuant to Section 308(4) of the Companies Act, 1965 on 30 January 2019 from Suruhanjaya Syarikat Malaysia.

A8. Dividends paid

There were no dividends paid during the financial period under review.

A9. Seasonal or cyclical factors

The Group's hotel business is generally affected by seasonal or cyclical factors. The high season for The Andaman, Langkawi generally lies in the first and last quarters of the financial year while the high season for The Canopi which is located in Bintan generally lies in the second and last quarters of the financial year.

A10. Revenue from contracts with customers

The disaggregation of the Group's revenue from contracts with customers is as follows:

	3 months ended	
	31 March	
	2019	2018
	RM'000	RM'000
Primary geographical markets		
Malaysia	24,327	23,966
Indonesia	5,508	6,590
	<u>29,835</u>	<u>30,556</u>
Timing and recognition		
Over time	20,369	20,312
At a point in time	9,466	10,244
	<u>29,835</u>	<u>30,556</u>

PART A – EXPLANATORY NOTES IN COMPLIANCE WITH MFRS 134, INTERIM FINANCIAL REPORTING

A11. Operating segments

The Group's operations comprise the following main business segments:

- a. Hospitality and Wellness Provision of hotel management and wellness services
- b. Resort and Destination Development Development of resorts, properties and attractions

3 months ended 31 March	Hospitality and Wellness		Resort and Destination Development		Others		Consolidated	
	2019 RM'000	2018 RM'000	2019 RM'000	2018 RM'000	2019 RM'000	2018 RM'000	2019 RM'000	2018 RM'000
Segment revenue	28,027	28,711	1,808	1,845	-	-	29,835	30,556
Profit / (loss) from operation	3,486	8,219	(8,690)	(7,890)	(2,076)	(1,794)	(7,280)	(1,465)
Finance costs	(1,885)	(562)	(305)	(16)	(5)	(208)	(2,195)	(786)
Finance income	17	24	-	5	3	39	20	68
	1,618	7,681	(8,995)	(7,901)	(2,078)	(1,963)	(9,455)	(2,183)
Included in the measure of segments results from operating activities are :								
- Depreciation and amortisation	(3,258)	(3,032)	(1,896)	(1,581)	(116)	(18)	(5,270)	(4,631)
Segment assets	225,046	224,549	2,023,383	2,007,972	82,625	82,806	2,331,054	2,315,327

There have been no changes in the basis of segmentation or in the basis of measurement of segment profit and loss from the last annual financial statements.

A12. *Property, plant and equipment*

There were no amendments to the valuation of property, plant and equipment brought forward.

A13. *Intangible asset*

There was no additional purchase of intangible asset for the financial period ended 31 March 2019.

A14. *Non-current assets and non-current liabilities classified as held for sale*

There were no non-current assets and non-current liabilities classified as held for sale.

A15. *Issuances, repayments of debt and equity securities*

There were no issuance or repayment of debt, share buy back, share cancellation, shares held as treasury shares and resale of treasury shares for the financial period ended 31 March 2019.

A16. *Events subsequent to the balance sheet date*

There were no material events subsequent to the end of the financial period under review that have not been reflected in the financial statements as at the date of this report.

A17. *Contingent liabilities and contingent assets*

As at 31 March 2019, there were no material contingent assets, which upon being enforced might have a material impact on the financial position or business of the Group. As at the date of this report, the Company has contingent liabilities as follows:-

	31 March 2019 RM'000
Corporate guarantees granted for banking facilities of a subsidiary (note B9)	136,739

A18. *Capital and commitments*

	31 March 2019 RM'000
Authorised but not contracted for	75,241
Contracted but not provided for	6,757
Total	81,998

A19. *Related party transactions*

There were no material related party transactions for the financial period under review.

A20. *Financial risk management*

The Group's financial risk management objectives, policies and risk profile are consistent with those disclosed in the consolidated financial statements for the financial year ended 31 December 2018.

**PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART
A OF APPENDIX 9B**

B1. Review of performance for Financial Period Ended 31 March 2019 compared with Financial Period Ended 31 March 2018

The results of the Group are tabulated below:

	INDIVIDUAL PERIOD		
	3 months ended		
	31 March		
	2019	2018	Changes
	RM'000	RM'000	(%)
Revenue	29,835	30,556	-2
Loss from operations	(7,280)	(1,465)	-397
Finance costs	(2,195)	(786)	-179
Finance income	20	68	-71
Loss before tax	(9,455)	(2,183)	-333

In the quarter ended 31 March 2019 ("1Q 2019"), the Group's loss before tax ("LBT") was RM 9.46 million as compared with last year's RM 2.1 million. The increase in losses was mainly due to the following factors:

- (i) reduction in total visitors to Chill Cove, Treasure Bay Bintan by 7%;
- (ii) conversion of The Canopi to A Tribute Portfolio Resort by Marriott, resulting in a reduction in average occupancy rate by 18% due to rooms being closed in stages for property improvement plan renovation;
- (iii) higher staff costs as compared to 1Q 2018;
- (iv) higher finance cost of RM 2.20 million as compared with RM0.79 million in 1Q 2018;
- (v) 14% increase in depreciation amounting to RM5.27 million in 1Q 2019 as compared with RM4.63 million in 1Q 2018;
- (vi) additional provision for minimum wages at The Andaman in Langkawi of RM 1.61 million; and
- (vii) equity settled share-based payment transactions of RM0.45 million in 1Q 2019.

B2. Comments on performance in the current quarter against preceding quarter

	2019 1st Quarter RM'000	2018 4th Quarter RM'000	Changes %
Revenue	29,835	28,106	6
Loss from operations	(7,280)	(16,561)	56
Finance costs	(2,195)	(2,422)	9
Finance income	20	19	5
Loss before tax	(9,455)	(18,964)	50

Compared to the preceding quarter ended 31 December 2018 ("4Q 2018"), The Andaman at Langkawi has achieved 24% increase in revenue whereas in Treasure Bay Bintan ("TBB"), The Canopi and attractions generated lower revenue by 41% and 20% respectively, mainly due to lower footfall and seasonal factor.

LBT decreased from RM18.96 million in 4Q 2018 to RM 9.46 million in 1Q 2019 mainly due to the following transactions:

- (i) inventories written off of RM4.46 million in 4Q 2018; and
- (ii) equity settled share-based payment transactions of RM3.78 million in 4Q 2018 as compared with RM0.45 million in 1Q 2019.

B3. Prospects

The Andaman continues to maintain its performance, despite the challenges encountered by the tourism industry in Malaysia. Barring unforeseen circumstances, The Andaman will continue to do well.

The Canopi, A Tribute Portfolio Resort after its operation was taken over by Marriott International has started to show improvement especially in its Average Room Rate ("ADR"). The Canopi intends to capitalize on Marriott customer data base and marketing reach. We see increased spending in TBB's attractions, and food and beverages as well.

The new 100 tents resort named as Anmon is now ready. Anmon has started its operation in May 2019 and will be contributing to the Group in 2nd quarter of 2019.

In line with the Board's decision to embark on the resort hotel & wellness facility first, we are now finalizing the design and costing of the Chiva-Som development. Barring any unforeseen circumstances, the development is expected to begin by 4th quarter this year.

PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART A OF APPENDIX 9B

B4. Profit forecast

Not applicable as no profit forecast was announced or disclosed.

B5. Loss before tax

	Current Year Quarter 31 March 2019 RM'000	Current Year To-date 31 March 2019 RM'000
Loss before tax is arrived at after charging/(crediting):-		
Gross dividend income from short term investments	(709)	(709)
Depreciation and amortization	5,270	5,270
Loss on foreign exchange	329	329
Reversal of impairment loss on trade receivables	(15)	(15)
Impairment of property, plant and equipment	-	-
Inventories written down	-	-
Gain on disposal of quoted/unquoted investments or properties	-	-
Fair value gain on derivative instruments	-	-

B6. Income tax expense

	Current period 3 months ended 31 March 2019 2018 RM'000 RM'000		Cumulative period 3 months ended 31 March 2019 2018 RM'000 RM'000	
Current taxation				
Income tax charge				
- Malaysia	376	458	376	458
- Overseas	-	-	-	-
Deferred Taxation	1,128	657	1,128	657
	<u>1,504</u>	<u>1,115</u>	<u>1,504</u>	<u>1,115</u>

The effective tax rate of the Group was higher than the statutory tax rate for the current quarter and financial year-to-date due to the tax losses incurred by certain subsidiaries could not be set off against the taxable profit of a wholly owned subsidiary.

PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART A OF APPENDIX 9B

B7. Status of corporate proposals announced

There are no corporate proposals announced at the date of this quarterly report.

B8. Changes in material litigation

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

B9. Loans and borrowings

The Group's borrowings, all of which are secured, are as follows:

	As at 31 March 2019 RM'000	As at 31 March 2018 RM'000
Short term borrowings - Secured		
Term loans	7,625	9,553
Hire purchase liabilities	160	184
	<u>7,785</u>	<u>9,737</u>
Long term borrowings - Secured		
Term loans	121,279	83,438
Hire purchase liabilities	63	219
	<u>121,342</u>	<u>83,657</u>
Total borrowings	<u>129,127</u>	<u>93,394</u>

The above include borrowings denominated in foreign currencies as follows:

	As at 31 March 2019 RM'000	As at 31 March 2018 RM'000
USD	<u>7,615</u>	<u>10,813</u>

The term loans of RM136.74 million for subsidiaries were secured by a corporate guarantee from Landmarks Berhad.

PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART A OF APPENDIX 9B

B10. Derivative financial instruments

There are no derivative financial instruments as at the date of this quarterly report.

B11. Fair value changes of financial liabilities

The Group does not have any financial liabilities that are measured at fair value through profit and loss as at the date of this quarterly report.

B12. Dividends

The Board of Directors does not recommend the payment of any dividend for the financial period ended 31 March 2019.

B13. Basic (loss)/earnings per ordinary share

a) Basic (loss)/earnings per ordinary share was calculated by dividing the (loss)/profit attributable to ordinary shareholders of the Company by the weighted average number of issued and paid-up ordinary shares during the financial period.

	Individual period 3 months ended 31 March		Cumulative period 3 months ended 31 March	
	2019	2018	2019	2018
Basic earnings/(loss) per share				
Loss attributable to equity owners of the Company (RM'000)	(10,959)	(3,298)	(10,959)	(3,298)
Weighted average number of ordinary shares ('000)	528,891	528,891	528,891	528,891
Basic loss per share attributable to equity owners of the Company (sen)	(2.07)	(0.62)	(2.07)	(0.62)

B13. Basic (loss)/earnings per ordinary share (continued)

b) Diluted (loss)/earnings per share was calculated by dividing the (loss)/profit attributable to ordinary shareholders of the Company by the weighted average number of shares in issue during the financial period, adjusted to assume the conversion of all dilutive potential ordinary shares from share options granted to directors and employees under the Employees' Share Option Scheme ("ESOS").

The Group has no dilution in its loss per ordinary share in the preceding financial period as there are no dilutive potential ordinary shares following the expiry of the ESOS on 1 January 2018 and all outstanding options granted have accordingly lapsed on the said date.

	Individual period 3 months ended 31 March		Cumulative period 3 months ended 31 March	
	2019	2018	2019	2018
Diluted earnings/(loss) per share				
Loss attributable to equity owners of the Company (RM'000)	(10,959)	N/A	(10,959)	N/A
Weighted average number of ordinary shares ('000)	528,891	N/A	528,891	N/A
Adjustment for dilutive effect of ESOS	-	N/A	-	N/A
Adjusted weighted average number of ordinary shares ('000)	528,891	N/A	528,891	N/A
Diluted loss per share attributable to equity owners of the Company (sen)	(2.07)	N/A	(2.07)	N/A

By Order of The Board

IRENE LOW YUET CHUN
Company Secretary

Kuala Lumpur
29th May 2019
www.landmarks.com.my