Interim Financial Report for the quarter ended 31 December 2012

The figures are unaudited

# CONDENSED CONSOLIDATED INCOME STATEMENT FOR YEAR ENDED 31 DECEMBER 2012

|   | 3 Months Ended<br>31 December |                | 12 Months Ended<br>31 December |                |
|---|-------------------------------|----------------|--------------------------------|----------------|
|   | 2012<br>RM'000                | 2011<br>RM'000 | 2012<br>RM'000                 | 2011<br>RM'000 |
| Revenue                                 | 114,948                       | 139,068        | 450,048                        | 473,844        |
| Operating profit                        | 17,328                        | 28,228         | 76,216                         | 109,410        |
| Interest expense                        | (772)                         | (739)          | (2,938)                        | (3,121)        |
| Interest income                         | 672                           | 1,431          | 2,986                          | 3,839          |
| Share of (loss)/profit of associates    | (17)                          | 222            | (17)                           | 222            |
| Profit before tax                       | 17,211                        | 29,142         | 76,247                         | 110,350        |
| Taxation                                | (3,776)                       | (12,931)       | (19,793)                       | (38,593)       |
| Profit for the period                   | 13,435                        | 16,211         | 56,454                         | 71,757         |
| Total profit attributable to:           |                               |                |                                |                |
| Owners of the Parent                    | 13,435                        | 16,211         | 56,454                         | 71,757         |
| Earnings per share ("EPS") attributable |                               |                |                                |                |
| to Owners of the Parent (sen):          |                               |                |                                |                |
| Basic EPS                               | 3.98                          | 4.80           | 16.71                          | 21.24          |
| Diluted EPS                             | N/A                           | N/A            | N/A                            | N/A            |

The Condensed Consolidated Income Statement should be read in conjunction with the Annual Financial Report for the Year Ended 31 December 2011.

Interim Financial Report for the quarter ended 31 December 2012

The figures are unaudited

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR YEAR ENDED 31 DECEMBER 2012

|  | 3 Months Ended<br>31 December |                | 12 Months Ended<br>31 December |                |
|--|-------------------------------|----------------|--------------------------------|----------------|
|  | 2012<br>RM'000                | 2011<br>RM'000 | 2012<br>RM'000                 | 2011<br>RM'000 |
| Profit for the period<br>Other comprehensive income              | 13,435<br>(125)               | 16,211<br>-    | 56,454<br>(79)                 | 71,757<br>79   |
| Total comprehensive income for the period                        | 13,310                        | 16,211         | 56,375                         | 71,836         |
| Total comprehensive income attributable to: Owners of the Parent | 13,310                        | 16,211         | 56,375                         | 71,836         |

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the Year Ended 31 December 2011.

Interim Financial Report for the quarter ended 31 December 2012

The figures are unaudited

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2012

|  | As at 31/12/2012     | As at 31/12/2011     |
|--|----------------------|----------------------|
| Non august accets                                    | RM'000               | RM'000               |
| Non-current assets Property, plant and equipment     | 315,293              | 274,246              |
| Land held for property development                   | 522,917              | 232,964              |
| Investment properties                                | 12,321               | 13,753               |
| Intangible asset                                     | 15,674               | 15,674               |
| Investment in associates                             | 9,565                | 10,111               |
| Other investments                                    | 342                  | 342                  |
| Deferred tax assets                                  | 11,763               | 10,872               |
|  | 887,875              | 557,962              |
| Current assets                                       |                      |                      |
| Property development costs                           | 29,828               | 24,510               |
| Trade receivables                                    | 101,752              | 76,666               |
| Other receivables                                    | 15,438               | 131,780              |
| Other current assets Tax recoverable                 | 12,542               | 11,589               |
| Cash and bank balances                               | 5,249<br>122,128     | 3,906<br>206,198     |
| Cash and bank balances                               |                      |                      |
| Assets held for sale                                 | 286,937<br>17,458    | 454,649              |
| Assets field for sale                                | 17,456               | 17,800               |
| Total assets   | 304,395<br>1,192,270 | 472,449<br>1,030,411 |
| Current liabilities                                  |                      |                      |
| Borrowings   | 14,460               | 14,700               |
| Trade payables                                       | 79,137               | 70,853               |
| Other payables                                       | 76,290               | 63,892               |
| Tax payable  | 4,115                | 7,134                |
| Other current liabilities                            | 59,960               | 62,051               |
|  | 233,962              | 218,630              |
| Net current assets                                   | 70,433               | 253,819              |
| Non-current liabilities                              |                      |                      |
| Borrowings   | 238,235              | 121,298              |
| Deferred tax liabilities                             | 20,136               | 18,495               |
|  | 258,371              | 139,793              |
| Total liabilities                                    | 492,333              | 358,423              |
| Equity attributable to equity holders of the Company | <i>,</i>             |                      |
| Share capital  | 168,906              | 168,906              |
| Reserves   | 531,031              | 503,082              |
| Total equity   | 699,937              | 671,988              |
| Total equity and liabilities                         | 1,192,270            | 1,030,411            |
| Net assets (NA) per share (RM)                       | 2.07                 | 1.99                 |

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Report for the Year Ended 31 December 2011.

Interim Financial Report for the quarter ended 31 December 2012

The figures are unaudited

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 31 DECEMBER 2012

|  | Share<br>Capital<br>RM'000 | Non Dist<br>Share<br>Premium<br>RM'000 | ributable<br>Translation<br>Reserve<br>RM'000 | Distributable<br>Retained<br>Earnings<br>RM'000 | Total<br>Equity<br>RM'000 |
|--|----------------------------|--|---|---|---------------------------|
| As at 1 January 2011                             | 120,647                    | 89,890                                 | 1,401   | 423,202   | 635,140                   |
| Total comprehensive income                       | -                          | -                                      | 79  | 71,757  | 71,836                    |
| Transactions with owners                         |                            |  |   |   |                           |
| Dividends  | -                          | -                                      | -   | (34,988)  | (34,988)                  |
| Issue of ordinary shares pursuant to Bonus Issue | 48,259                     | (48,259)                               | -   | -   | _                         |
| Total transactions with owners                   | 48,259                     | (48,259)                               | -   | (34,988)  | (34,988)                  |
| As at 31 December 2011                           | 168,906                    | 41,631                                 | 1,480   | 459,971   | 671,988                   |
| As at 1 January 2012                             | 168,906                    | 41,631                                 | 1,480   | 459,971   | 671,988                   |
| Total comprehensive income                       | -                          | -                                      | (79)  | 56,454  | 56,375                    |
| Realised upon deregistration of a subsidiary     | -                          | -                                      | (1,401)                                       | -   | (1,401)                   |
| <b>Transactions with owners</b> Dividends        | -                          | -                                      | -   | (27,025)  | (27,025)                  |
| As at 31 December 2012                           | 168,906                    | 41,631                                 | -   | 489,400   | 699,937                   |

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the Year Ended 31 December 2011.

Interim Financial Report for the quarter ended 31 December 2012

The figures are unaudited

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR YEAR ENDED 31 DECEMBER 2012

|   | 12 Months Ended      |                      |
|---|----------------------|----------------------|
|   | 31/12/2012<br>RM'000 | 31/12/2011<br>RM'000 |
| CASH FLOWS FROM OPERATING ACTIVITIES  |                      |                      |
| Profit before tax Adjustment for:   | 76,247               | 110,350              |
| Non-cash items  | 12,982               | 13,792               |
| Non-operating items   | (1,038)              | (6,496)              |
| Operating profit before working capital changes   | 88,191               | 117,646              |
| Decrease/(increase) in receivables  | 61,307               | (64,835)             |
| (Increase)/decrease in development properties   | (5,318)              | 13,225               |
| Increase/(decrease) in payables   | 18,718               | (23,871)             |
| Cash generated from operations  | 162,898              | 42,165               |
| Taxes paid  | (23,405)             | (25,718)             |
| Interest paid   | (2,938)              | (3,121)              |
| Net cash generated from operating activities  | 136,555              | 13,326               |
| CASH FLOWS FROM INVESTING ACTIVITIES  |                      |                      |
| Increase in land held for development   | (289,953)            | (81,227)             |
| Dividend received from associated company   | 402                  | -                    |
| Acquisition of associates   | -                    | (9,668               |
| Purchase of property, plant and equipment   | (25,189)             | (70,939)             |
| Purchase of investment properties Proceeds from disposal of investment in an associate                        | -                    | (12,907)<br>2,828    |
| Proceeds from disposal of investment in an associate  Proceeds from disposal of property, plant and equipment | -<br>758             | 3,079                |
| Proceeds from disposal of investment properties   | -                    | 13,093               |
| Proceeds from disposal of land held for development   | -                    | 3,000                |
| Proceeds from disposal of assets held for sale  | 698                  | -                    |
| Interest received   | 2,987                | 3,839                |
| Net cash used in investing activities   | (310,297)            | (148,902)            |
| CASH FLOWS FROM FINANCING ACTIVITIES  |                      |                      |
| Dividends paid  | (27,025)             | (71,182)             |
| Drawdown of term loan   | 131,397              | 88,000               |
| Repayment of borrowings   | (14,700)             | (7,681)              |
| Net cash generated from financing activities  | 89,672               | 9,137                |
| NET DECREASE IN CASH AND CASH EQUIVALENTS   | (84,070)             | (126,439)            |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD  | 206,198              | 332,637              |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD  | 122,128              | 206,198              |
|   |                      |                      |
|   | 31/12/2012<br>BMI000 | 31/12/2011           |
| Cash and cash equivalents comprise:   | RM'000               | RM'000               |
| Cash and bank balances  | 28,722               | 67,459               |
| Fixed deposits  | 93,406               | 138,739              |
|   | 122,128              | 206,198              |
|   |                      |                      |

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Financial Report for the Year Ended 31 December 2011.

# PARAMOUNT CORPORATION BERHAD Interim Financial Report for the quarter ended 31 December 2012

#### The figures are unaudited

#### PART A - EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD ("FRS") 134

#### A1. Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134 Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of the Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2011. The explanatory notes attached to the interim financial statements 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 year ended 31 December 2011.

#### A2. Changes in accounting policies

#### Malaysian Financial Reporting Standards (MFRS Framework)

On 19 November 2011, the Malaysian Accounting Standards Board (MASB) issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards (MFRS Framework).

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture (MFRS 141) and IC Interpretation 15 Agreements for Construction of Real Estate (IC 15), including its parent, significant investor and venturer (herein called 'Transitioning Entities').

Transitioning Entities will be allowed to defer adoption of the new MFRS Framework for an additional one year. On 30 June 2012, MASB announced that the Transitioning Entities are allowed to extend their deferment on the adoption of MFRS Framework for another year. As such, the MFRS Framework will be mandatory for all companies for annual period beginning on or after 1 January 2014. Consequently, adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2014.

The Group falls within the scope definition of Transitioning Entities and accordingly, will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 December 2014. In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained profits.

The Group has commenced transitioning its accounting policies and financial reporting from the current Financial Reporting Standards to the MFRS Framework by establishing a project team to plan and manage the adoption of the MFRS Framework.

The Group has not completed its quantification of the financial effects of the differences between Financial Reporting Standards and accounting standards under the MFRS Framework due to the ongoing assessment by the project team. Accordingly, the consolidated financial performance and financial position as disclosed in these financial statements for the period ended 31 December 2012 could be different if prepared under the MFRS Framework.

The Group will achieve its scheduled milestones and expects to be in a position to fully comply with the requirements of the MFRS Framework for the financial year ending 31 December 2014.

#### A3. Audit report qualification

The audit report for the financial year ended 31 December 2011 was not subject to any qualification.

### A4. Seasonal or cyclical factors

The operations of the Group were not materially affected by any factor of a seasonal or cyclical nature.

### A5. Exceptional or unusual items

There were no items of an exceptional or unusual nature that have affected the assets, liabilities, equity, net income or cash flows of the Group during the current quarter and financial year to date.

#### A6. Changes in estimates of amounts reported previously

There were no significant changes in estimates in prior periods that have materially affected the current quarter and financial year to date results.

### A7. Debt and equity securities

There were no other issuance, cancellation, repurchases, resale and repayments of debt and equity securities for the current quarter and financial year to date.

#### A8. Dividends paid

|  | 12 months ended      |                      |  |
|--|----------------------|----------------------|--|
|  | 31/12/2012<br>RM'000 | 31/12/2011<br>RM'000 |  |
| Special interim dividend<br>2010 - 40.00 sen less 25% income tax                   | 0                    | 36,194               |  |
| Final dividends 2011 - 5.00 sen single tier (2010 - 20.00 sen less 25% income tax) | 16,891               | 18,097               |  |
| Interim dividend<br>2012 - 3.00 sen single tier<br>(2011 - 5.00 sen single tier)   | 10,134               | 16,891               |  |
|  | 27,025               | 71,182               |  |

#### A9. Profit before tax

The following items have been included in arriving at profit before tax:

|   | 3 months ended<br>31 December |         | 12 months ended<br>31 December |         |
|---|-------------------------------|---------|--------------------------------|---------|
|   |                               |         |                                |         |
|   | 2012                          | 2011    | 2012                           | 2011    |
|   | RM'000                        | RM'000  | RM'000                         | RM'000  |
| Depreciation of:                          |                               |         |                                |         |
| - Property, plant and equipment           | 3,568                         | 3,722   | 14,176                         | 12,795  |
| - Investment properties                   | 141                           | 71      | 315                            | 365     |
| Impairment of:                            |                               |         |                                |         |
| - Investment properties                   | 0                             | 76      | 0                              | 76      |
| - Other investments                       | 0                             | 143     | 0                              | 143     |
| Additions of allowance for                |                               |         |                                |         |
| impairment of trade and other receivables | (228)                         | 314     | 16                             | 391     |
| Bad debts written off                     | 83                            | (48)    | 83                             | 191     |
| Gain on disposal of:                      |                               |         |                                |         |
| - Property, plant and equipment           | (180)                         | (302)   | (479)                          | (1,934) |
| - Investment properties                   | 0                             | (117)   | 0                              | (227)   |
| - Investment in associate                 | 0                             | (2,828) | 0                              | (2,828) |
| - Assets held for sale                    | (356)                         | 0       | (356)                          | 0       |
| Reversal of allowance for                 |                               |         |                                |         |
| impairment of trade and other             |                               |         |                                |         |
| receivables                               | (88)                          | 44      | (141)                          | (166)   |
| Gain on deregistration of a subsidiary    | 0                             | 0       | (1,401)                        | 0       |
| Net foreign exchange gain                 | (315)                         | (402)   | (1,511)                        | (540)   |

Save for the items disclosed in the Income Statement and the note above, other items pursuant to Appendix 9B Note16 of the Listing Requirements of Bursa Malaysia Securities Berhad are not applicable.

## A10. Segment reporting for the current financial year to date

|                              | Reve      | enue      | Profit be | fore tax |
|------------------------------|-----------|-----------|-----------|----------|
| Analysis by Business Segment | 2012      | 2011      | 2012      | 2011     |
|                              | RM'000    | RM'000    | RM'000    | RM'000   |
| Property development         | 207,128   | 247,141   | 54,576    | 83,144   |
| Construction                 | 221,071   | 230,242   | 519       | 4,668    |
| Education                    | 110,482   | 99,766    | 28,323    | 24,144   |
| Investment & others          | 215,159   | 35,092    | 182,172   | 5,661    |
|                              | 753,840   | 612,241   | 265,590   | 117,617  |
| Inter-segment elimination    | (303,792) | (138,397) | (189,343) | (7,267)  |
|                              | 450,048   | 473,844   | 76,247    | 110,350  |

#### A11. Carrying amount of revalued assets

The valuations of property, plant and equipment and investment properties have been brought forward without amendments from the financial statements for the financial year ended 31 December 2011.

### A12. Subsequent events

There were no material events subsequent to the end of the current quarter that have not been reflected in the interim financial report, other than as disclosed in Note B6.

#### A13. Changes in composition of the Group

- (a) On 6 July 2012, Paramount Corporation Limited, a wholly owned subsidiary company of the Company, incorporated in Hong Kong, has been deregistered.
- (b) On 23 August 2012, the Company acquired a shelf company, Fabulous Knowledge Sdn Bhd (FKSB). FKSB has an authorised share capital of RM100,000 divided into 100,000 ordinary shares of RM1 each and an issued and paid up share capital of RM2.

## A14. Changes in contingent assets and contingent liabilities

There were no contingent assets or contingent liabilities of the Group since the last annual reporting date.

### A15. Capital commitment

The amount of commitments not provided for in the interim financial statements as at 31 December 2012 is as follows:

|                                   | RM'000  |
|-----------------------------------|---------|
| Approved and contracted for:-     |         |
| Property, plant & equipment       | 20,491  |
| Approved but not contracted for:- |         |
| Property, plant & equipment       | 261,394 |
|                                   | 281,885 |

### A16. Capital expenditure

The major additions and disposals to the property, plant and equipment during the current quarter and financial year to date were as follows:

|   | Quarter<br>RM'000 | Year-to-date<br>RM'000 |
|---|-------------------|------------------------|
| Property, plant and equipment Additions | 12,261            | 25,189                 |

| . Related party transactions   | Financial<br>Year-to-date<br>RM'000 |
|--|-------------------------------------|
| Purchase of computers and peripherals from ECS ICT Bhd and its subsidiaries, a group of companies in which Dato' Teo Chiang Quan, a director of the Company, has substantial interests | 157                                 |
| Rental charges paid to Damansara Uptown One Sdn Bhd, a company in which a brother of Dato' Teo Chiang Quan has substantial interest  | 576                                 |
| Sale of properties to Dato' Teo Chiang Quan  | 1,460                               |
| Sale of property to a child of Mr Ong Keng Siew, a director of the Company   | 374                                 |
| Sale of properties to Dato' Liew Yin Chew, Mr Foong Poh Seng, Mr Ooi Hun Peng, Datin Teh Geok Lian and Ms Tay Lee Kong, directors of subsidiaries                                      | 1,888                               |
| Sale of property to the spouse of Mr Wang Chong Hwa, a director of subsidiary  | 384                                 |
|  | 4,839                               |

A17.

The directors are of the opinion that all the above transactions have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

# PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

#### **B1.** Review of performance

#### Q4 FY12 vs Q4 FY11

The Group's revenue for Q4 FY12 decreased by 17% to RM114.9 million from RM139.1 million in Q4 FY11. Profit before tax (**PBT**) for Q4 FY12 decreased by 41% to RM17.2 million from RM29.1 million recorded in Q4 FY11.

Revenue for the property development division for Q4 FY12 decreased by 22% to RM50.6 million from RM65.2 million in Q4 FY11 mainly due to lower progressive billings stemming from the near completion of the Kemuning Utama development and the completion of Surian Industrial Park development in 2011. PBT for the division for Q4 FY12 decreased by 53% to RM10.1 million from RM21.3 million in Q4 FY11 due to the lower revenue and margins, the latter stemming from a high composition in sales of low medium cost apartments.

Revenue for the construction division for Q4 FY12 decreased by 17% to RM57.2 million from RM69.0 million in Q4 FY11 due to slower than scheduled progress of work on several external projects. The division's PBT decreased by 68% to RM0.6 million in Q4 FY12 from RM1.9 million in Q4 FY11 due to lower gross profit margins from external projects that bore the brunt of escalating construction costs.

Revenue for the education division for Q4 FY12 increased by 13% to RM31.2 million from RM27.6 million in Q4 FY11 attributed to higher revenue from the international secondary school, which recorded its first full year of operations. PBT for the division for Q4 FY12 decreased marginally by 5% to RM8.0 million from RM8.4 million in Q4 FY11 as a result of lower margins posted by the tertiary education division.

#### YTD FY12 vs YTD FY11

The Group's revenue for FY12 decreased marginally by 5% to RM450.0 million from RM473.8 million in FY11. PBT for FY12 decreased by 31% to RM76.2 million from RM110.4 million in FY11.

Revenue for the property development division for FY12 decreased by 16% to RM207.1 million from RM247.1 million in FY11 mainly due to lower progressive billings stemming from the near completion of the Kemuning Utama development and the completion of Surian Industrial Park development in 2011. PBT for the division for FY12 decreased by 34% to RM54.6 million from RM83.1 million in FY11 due to the lower revenue and margins, the latter stemming from a high composition in sales of low medium cost apartments.

Revenue for the construction division for FY12 decreased marginally by 4% to RM221.1 million from RM230.2 million in FY11. The division's PBT decreased by 89% to RM0.5 million in FY12 from RM4.7 million in FY11 due to lower gross profit margins from external projects that bore the brunt of escalating construction costs.

Revenue for the education division for FY12 increased by 11% to RM110.5 million from RM99.8 million in FY11 attributed to higher revenue from the international secondary school, which recorded its first full year of operation. PBT for the division for FY12 increased by 17% to RM28.3 million from RM24.1 million in FY11 attributed to the higher revenue and better margins posted by the international secondary school.

# B2. Material changes in Profit Before Tax for the quarter reported on as compared with the immediate preceding quarter

Q4 FY12's PBT decreased by 14% compared with RM20.1 million recorded in Q3 FY12 due to lower revenue and margins recorded by the property development division.

#### **B3. Prospects**

2013 holds much promise for the Group due to a strong pipeline of property launches. After a 2-year hiatus in launches of new developments, the Group launched Bukit Banyan in the second quarter of 2012 to an encouraging response. Together with the scheduled launches of three more new developments this year, namely, Sejati Residences in Cyberjaya, Utropolis in Glenmarie, Shah Alam and the business park located along Persiaran Kuala Selangor near Hicom, Shah Alam, the property development arm of the Group is expected to reap the fruits of its labour with steady progressive billings over the next two to three years.

Sejati Residences, a 50-acre high-end residential development, opened to a soft launch this year that was well received while the unveiling of Utropolis, an 11.7-acre integrated development comprising a mixed of affordably-priced residential properties, and commercial properties at the beginning of this year attracted overwhelming response. The 13-acre business park, part of a 30-acre land, located along Persiaran Kuala Selangor, comprising semi-detached industrial factories cum show-rooms, will be launched in the second half of this year.

The Group's wide array of offerings and its strong reputation for delivering quality products will mitigate the risks associated with the perennial challenges that tend to weigh down the property market, particularly on issues relating to affordability.

The lower locked-in sales brought forward as a result of the lull in progressive billings stemming from the delays in launches in the previous years will, however, continue to have a negative impact on the performance of the property development division, which is expected to be lower than that of the previous year. Additionally, there is higher operating expenses budgeted to prepare the new developments for launching, particularly advertising and promotional expenses and hiring of staff with different skill sets to support the diversification into integrated developments. The performance of the construction division, on the other hand, is expected to be better than that of the previous year as most of its external contracts reach mature or near completion stages of construction and new awards of contracts from in-house projects.

With education as one of the NKEAs under the Economic Transformation programme, the private education industry will continue to attract much attention and support from the government and investors. This will, however, attract more players to enter the market leading to a more competitive environment.

Despite these challenges, Sri KDU, the private and international schools, with its strong value proposition and brand name will continue to perform well and drive the performance of the education division given its strong enrolment numbers.

The tertiary education is working to establish a stronger branding presence and putting greater emphasis on marketing activities locally and internationally. We are also stepping up on our recruitment exercises to bring in more highly qualified academic staff to continue with our focus on maintaining and enhancing the quality of our programmes while seeking to widen our offerings in line with industry trends and market demands.

These initiatives will inevitably lead to downward pressure on margins compared with previous years but on the upside will help drive enrolment numbers, and in the case of KDUUC to populate the new campus in Utropolis when it is ready in 2015.

The performance of the education division is expected to be lower than that of the previous year with the lower contribution from tertiary education mitigated by the continued strong performance of the private and international schools sector.

#### **B3.** Prospects (cont'd)

Notwithstanding, the highlight in 2013 will be the year-long celebrations, complete with a hive of activities, to commemorate the 30th anniversary of the KDU Education Group, a pioneer in private education, and to showcase the division's success in coming a full circle having made the smooth transition to that of an integrated education provider.

The overall performance of the Group is expected to be lower than that of the previous year but would improve thereafter. With the establishment of the two private debt securities, perpetual bonds and Sukuk programmes, worth RM550 million that provides the Group with access to capital as and when required for the next two years, the Group is strongly positioned to fund its development programmes and well poised to seize opportunities that may arise in the market. Additionally, the excellent response to the above funding from bankers and investors is a validation of the Group's performance and excellent financial records.

#### B4. Profit forecast or profit guarantee

There were no profit forecast or profit guarantee for the current quarter and financial year to date.

#### **B5.** Taxation

The taxation charge included the following:

|                             | Current<br>Quarter<br>RM'000 | Financial<br>Year-to-date<br>RM'000 |
|-----------------------------|------------------------------|-------------------------------------|
| Current year provision      | 935                          | 21,624                              |
| Over provided in prior year | 36                           | (2,388)                             |
| Deferred tax                | 2,805                        | 557                                 |
|                             | 3,776                        | 19,793                              |

The effective tax rate for the financial year was higher than the statutory income tax rate in Malaysia due to the losses of certain subsidiaries that were not available for full set off against taxable profits of other subsidiaries and certain expenses which were not deductible for tax purposes.

#### **B6.** Corporate proposal

- (i) On 17 January 2013, the Company proposed to establish a long term incentive plan ("LTIP") of up to 10% of the issued and paid-up share capital of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP for eligible employees and executive directors of the Group.
- (ii) On 22 January 2013, the Company received approval from the Securities Commission Malaysia to establish a Private Debt Securities (PDS) programme to issue perpetual bonds of up to RM200 million. On 6 February 2013, the Company executed the transactional documents for the establishment of the PDS programme.
- (iii) On 4 February 2013, KDU University College Sdn Bhd (KDUUC), a wholly-owned subsidiary of the Company, received approval from the Securities Commission Malaysia to establish the issuance of up to RM350 million in nominal value Islamic Medium-Term Notes (Sukuk Ijarah) pursuant to an Islamic Medium Term Notes Programme (Sukuk Programme). On 6 February 2013, KDUUC executed the transactional documents for the establishment of the Sukuk Programme.

#### B7. Borrowings and debts securities

The Group's borrowings and debts securities as at 31 December 2012 were as follows:

|  | RM'000  |
|--|---------|
| Short-term borrowings (Secured) Current portion of long term loans | 14,460  |
| Long-term borrowings (Secured) Term loans                          | 238,235 |

#### B8. Realised and unrealised profits

The breakdown of retained profits as at 31 December 2012 and 31 December 2011 on a group basis, into realised and unrealised profits, is as follows:

|  | 31/12/2012<br>RM'000 | 31/12/2011<br>RM'000 |
|--|----------------------|----------------------|
| Total retained profits of the Company and its subsidiaries |                      |                      |
| - Realised   | 625,330              | 602,788              |
| - Unrealised   | (8,095)              | (7,360)              |
|  | 617,235              | 595,428              |
| Total share of retained profits from associate             |                      |                      |
| - Realised   | 11                   | 431                  |
| Less: Consolidation adjustments                            | (127,846)            | (135,888)            |
| Total Group retained profits                               | 489,400              | 459,971              |

### B9. Changes in material litigation

As at 25 February 2013, there were no changes in material litigation, including the status of pending litigation since the last annual reporting date of 31 December 2011.

### B10. Dividends payable

- (i) A proposed single tier final dividend of 5.00 sen, for the financial year ended 31 December 2012 has been recommended by the directors;
- (ii) Amount per share single tier 5.00 sen;
- (iii) Previous corresponding period a single tier final dividend of 5 sen per share;
- (iv) Date payable 27 June 2013; and
- (v) Date for entitlement to dividend:-
  - (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 13 June 2012 in respect of ordinary transfers.
  - (b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

The total dividend for the current financial year to date is 8.00 sen per share, single tier. (2011: 10.00 sen per share, single tier)

## **B11.** Earnings per share

## (a) Basic EPS

Basic EPS is calculated by dividing the profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

|                                | Current | Financial    |
|--------------------------------|---------|--------------|
|                                | Quarter | Year-to-date |
| Profit for the period (RM'000) | 13,435  | 56,454       |
| Weighted average number        |         |              |
| of ordinary shares ('000)      | 337,812 | 337,812      |
| Basic EPS (sen)                | 3.98    | 16.71        |

## (b) Diluted EPS

Not applicable to the Group.