BERJAYA ASSETS BERHAD (COMPANY NO: 3907-W)

28 November 2017

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2017

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(COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2017 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	<u>Gro</u>	<u>Group</u>		
	As at 30/09/17	As at 30/06/17 (Audited)		
	RM'000	RM'000		
NON-CURRENT ASSETS				
Property, plant and equipment	302,003	303,657		
Investment properties	2,508,288	2,508,166		
Land held for development	99,211	99,197		
Prepaid lease payments	5,264	5,291		
Joint ventures	15,425	14,882		
Investments	218,261	187,641		
Deferred tax assets	15,169	15,169		
Intangible assets	57,494	57,811		
	3,221,115	3,191,814		
CURRENT ASSETS				
Inventories	196,745	196,948		
Receivables	39,245	41,028		
Tax recoverable	463	249		
Deposits with licensed banks	62,466	58,436		
Cash and bank balances	25,725	30,776		
	324,644	327,437		
TOTAL ASSETS	3,545,759	3,519,251		
EQUITY				
Share capital	1,448,121	1,447,277		
Reserves:	, -,	, , , , ,		
Foreign currency translation reserve	10,232	10,068		
Available-for-sale ("AFS") reserve	21,913	15,949		
Retained earnings	764,505	769,361		
	796,650	795,378		
Equity attributable to owners of the parent	2,244,771	2,242,655		
Non-controlling interests	6,609	8,672		
Total equity	2,251,380	2,251,327		
NON-CURRENT LIABILITIES				
Long term bank borrowings	612,879	612,924		
Senior bonds	119,577	119,514		
Hire purchase liabilities	1,347	1,215		
Other long term liabilities	193,171	187,060		
Deferred tax liabilities	111,085	111,126		
	1,038,059	1,031,839		
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UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2017 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT'D)

	<u>Group</u>		
	As at 30/09/17	As at 30/06/17	
		(Audited)	
	RM'000	RM'000	
CURRENT LIABILITIES			
Payables	122,642	126,875	
Short term bank borrowings	89,285	64,035	
Senior bonds	39,933	39,911	
Hire purchase liabilities	571	496	
Tax payable	3,889	4,768	
• •	256,320	236,085	
Total liabilities	1,294,379	1,267,924	
TOTAL EQUITY AND LIABILITIES	3,545,759	3,519,251	
Net assets per share attributable to ordinary owners of the parent (sen)			
Before Share Split	189	189	
After Share Split (Note B6(d))	94	94	

BERJAYA ASSETS BERHAD (COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2017 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	CURRENT QUA ENDED 30/09/17 30		-
	Note	RM'000	RM'000
Revenue		79,933	91,828
Operating expenses		(62,816)	(70,159)
Profit from operations		17,117	21,669
Other income	A4	2,837	1,163
Other expenses	A4	(7,715)	(9,273)
Share of results from joint ventures		57	38
Finance costs		(16,072)	(14,219)
Loss before tax		(3,776)	(622)
Taxation	B5	(1,368)	(158,205)
Loss net of tax		(5,144)	(158,827)
Attributable to:		(4.07.5)	(4.70.70.4)
- Owners of the Parent		(4,856)	(158,784)
- Non-controlling interests		(288)	(43)
		(5,144)	(158,827)
Loss per share (sen):			
Basic - Before Share Spilt	B10	(0.41)	(14.27)
- After Share Split	B10	(0.20)	(7.13)
Diluted - Before Share Spilt	B10	(0.39)	N/A
- After Share Split	B10	(0.20)	N/A

N/A denotes Not Applicable

The Condensed Consolidated Statement Of Profit or Loss should be read in conjunction with the audited financial statements for the year ended 30 June 2017.

(COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2017 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		CURRENT QUARTER ENDED		
	30/09/17 RM'000	30/09/16 RM'000		
Loss net of tax	(5,144)	(158,827)		
Other comprehensive income Items that may be subsequently reclassified to profit or loss				
Net gain/(loss) on available-for-sale investments: - Gain/(Loss) on fair value changes Currency translation difference	5,964 279	(3,151) 436		
Total comprehensive income	1,099	(161,542)		
Attributable to: - Owners of the Parent - Non-controlling interests	1,272 (173)	(161,435) (107)		
	1,099	(161,542)		

The Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 30 June 2017.

BERJAYA ASSETS BERHAD (COMPANY NO: 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2017 CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

		<> Non - distributable> Foreign Currency		Distributable		Non-		
	Share Capital RM'000	Share Premium * RM'000	AFS Reserve RM'000	Translation Reserve RM'000	Retained Earnings RM'000	Equity Funds RM'000	controlling Interests RM'000	Total Equity RM'000
At 1 July 2017	1,447,277	-	15,949	10,068	769,361	2,242,655	8,672	2,251,327
Total comprehensive income	-	-	5,964	164	(4,856)	1,272	(173)	1,099
Transactions with owners: Issuance of ordinary shares pursuant to warrants exercised Dividends paid to non-controlling interests	844	-	-	-	-	844	(1,890)	844 (1,890)
At 30 September 2017	1,448,121	_	21,913	10,232	764,505	2,244,771	6,609	2,251,380
At 1 July 2016	1,113,042	258,985	30,481	7,558	780,798	2,190,864	9,175	2,200,039
Total comprehensive income	-	-	(3,151)	500	(158,784)	(161,435)	(107)	(161,542)
At 30 September 2016	1,113,042	258,985	27,330	8,058	622,014	2,029,429	9,068	2,038,497

^{*} In accordance with the transitional provisions of the Companies Act 2016 (which come into effect on 31 January 2017), the amount standing to the credit of the Company's share premium account has become part of the Company's share capital. These changes do not have an impact on the number of shares in issue or the relative entitlement of the shareholders.

(COMPANY NO : 3907-W)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2017 CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	CURRENT QUARTER ENDED	
	30/09/17 RM'000	30/09/16 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from operations	86,082	99,355
Payments for operating expenses	(65,054)	(88,161)
Other payments (including taxes)	(2,791)	(4,814)
Net cash generated from operating activities	18,237	6,380
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of other non currents assets	4,500	_
Acquisition of plant and machinery	(1,525)	(422)
Acquisition of other non current assets	(214)	(27)
Acquisition of investments	(32,879)	(800)
Interest received	492	296
Dividend received	102	79
Other payments arising on investing activities	-	(5,400)
Net cash used in investing activities	(29,524)	(6,274)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of share capital	844	_
Drawdown of bank and other borrowings	30,803	_
Repayment of borrowings and loans	(8,603)	(23,170)
Dividend paid to	(0,000)	(=0,170)
non-controlling interests of a subsidiary company	(1,890)	_
Interest paid	(10,793)	(10,666)
Payment of hire purchase liabilities	(166)	(96)
(Placement with)/Withdrawal	(100)	(30)
from banks as security pledged for borrowings	(8,849)	10,112
Net cash generated from/(used in) financing activities	1,346	(23,820)
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NET CHANGE IN CASH AND CASH EQUIVALENTS	(9,941)	(23,714)
EFFECTS OF EXCHANGE RATE CHANGES	24	(13)
OPENING CASH AND CASH EQUIVALENTS	41,608	42,130
CLOSING CASH AND CASH EQUIVALENTS	31,691	18,403
The closing cash and cash equivalents comprise the following:		
Deposits with licensed banks	62,466	27,805
Cash and bank balances	25,725	20,433
	88,191	48,238
Less:	,	-,
Bank overdrafts	(47)	(9,818)
Cash and cash equivalents restricted in usage	(56,453)	(20,017)
-	31,691	18,403

(COMPANY NO: 3907-W)

NOTES:

A1 The interim financial report is not audited and has been prepared in compliance with Malaysian Financial Reporting Standards (MFRS) 134 - Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and comply with the requirements of Companies Act 2016 ("CA 2016") that became effective 31 January 2017 in Malaysia.

The interim financial report should be read in conjunction with the audited financial statements of the Company for the year ended 30 June 2017, which were prepared under Malaysian Financial Reporting Standards. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions which are significant for understanding the changes in the financial position and performance of the Company since the year ended 30 June 2017.

The accounting policies and methods of computations used in the preparation of the financial statements are consistent with those adopted in the audited financial statements for the year ended 30 June 2017.

The Group has not early adopted new or revised standards and amendments to standards that have been issued but not yet effective for the accounting period beginning 1 July 2017.

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

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

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NOTES (CONTINUED)

- A4 a) There were no other unusual items as a result of their nature, size or incidence that had affected the financial statements for the financial quarter ended 30 September 2017 except for the following:
 - (i) Included under other income and other expenses in the consolidated statement of profit or loss are:

profit or loss are:	
	Current
	Quarter
	ended
	30/09/17
	RM'000
Amortisation of intangible assets	(276)
Impairment in value of AFS quoted investments	(7,436)
Gain on disposal of investment properties	840
	(6,872)

- b) There were no material changes in estimates of amounts reported in the current financial period ended 30 September 2017.
- A5 There were no issuance and repayment of debts and equity securities, share buy-back, share cancellation, shares held as treasury shares and resale of treasury shares for the financial quarter ended 30 September 2017 except for the issuance of 844,000 new ordinary shares pursuant to the exercise of 844,000 Warrants 2008/2018 at an exercise price of RM1.00 per new ordinary share. As at 30 September 2017, the Warrants outstanding of the Company is 339,888,548.

As at 30 September 2017, the paid up share capital of the Company was RM1,448,121,000.

The movement in the paid up share capital during the financial quarter were as follows:

	Number of	
	ordinary	
	shares	
Paid up share capital	'000	RM'000
As at 1 July 2017	1,188,292	1,447,277
Issued pursuant to warrants exercised	844	844
As at 30 September 2017	1,189,136	1,448,121

NOTES (CONTINUED)

Subsequent to 30 September 2017, a further total of 90.0 million new ordinary shares were issued pursuant to the exercise of 90.0 million Warrants 2008/2018 at an exercise price of RM1.00 per new ordinary share.

- A6 The Company did not pay any dividend in the financial quarter ended 30 September 2017.
- A7 Segmental information for the financial quarter ended 30 September 2017:

		Inter -	
	External	segment	Total
<u>REVENUE</u>	RM '000	RM '000	RM '000
Property development and investment	38,053	-	38,053
Gaming and related activities	29,952	578	30,530
Hotel, recreation and others	11,928	-	11,928
Elimination: Intersegment revenue	-	(578)	(578)
Total revenue	79,933	-	79,933
RESULTS			RM '000
Property development and investment			19,621
Gaming and related activities			1,499
Hotel, recreation and others			(3,334)
			17,786
Unallocated corporate expenses			(669)
Profit from operations			17,117
Other income			
			1 672
- property development and investment			1,673 222
gaming and related activitieshotel and recreation			
- unallocated			78
- unanocated			864
			2,837
Other expenses			19,954
- gaming and related activities			(7,712)
- hotel and recreation			
- noter and recreation			(7,715)
			12,239
Share of results after tax from joint ventures			57
Finance costs			(16,072)
Loss before tax			(3,776)
Taxation			(1,368)
Loss for the quarter			(5,144)
2000 for the quarter			(3,144)

NOTES (CONTINUED)

- A8 The valuation of land and buildings have been brought forward without amendment from the previous annual report.
- A9 There were no material events subsequent to the end of this current quarter that have not been reflected in the financial statements for this current financial quarter.
- A10 There were no material changes in the composition of the Group for the financial quarter ended 30 September 2017 including business combination, acquisition or disposal of subsidiaries and long term investments, restructuring and discontinuing operations except for:
 - a) the incorporation of Berjaya Consulting Services Sdn Bhd ("BCSSB") which is a wholly-owned subsidiary of the Company. BCSSB is currently dormant and the intended principal activity is consulting services; and
 - b) the incorporation of Berjaya Assets Alliance Sdn Bhd ("BAASB") which is a whollyowned subsidiary of the Company. BAASB is currently dormant and the intended principal activity is investment holding.
- All There were no material changes in contingent liabilities or contingent assets since the last audited statement of financial position as at 30 June 2017.
- A12 The are no changes in capital commitments since the last audited statement of financial position as at 30 June 2017 are as follows:

At 30/09/17 RM'000	At 30/06/17 RM'000
27,431	27,431
102,600	102,600
130,031	130,031
	30/09/17 RM'000 27,431 102,600

(COMPANY NO: 3907-W)

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

B1 For the Quarter

The Group registered revenue of RM79.9 million and pre-tax loss of RM3.8 million in the current quarter ended 30 September 2017 as compared to revenue of RM91.8 million and pre-tax loss of RM0.6 million reported in the previous year corresponding quarter. The lower Group revenue was mainly due to the gaming business segment operated by Natural Avenue Sdn Bhd ("NASB") which continued to be impacted by rampant illegal gaming activities in spite of having higher number of draws in the current quarter under review. The property development and property investment business segment reported slightly lower revenue due to lower rental income. These were partly mitigated by higher revenue reported from the encouraging growth in the food beverage business with the opening of the second outlet of Greyhound Cafe and also the contribution of vehicle assembly business.

The Group registered higher pre-tax loss in the current quarter under review mainly due to lower profit reported from NASB arising from the current quarter's lower revenue. The property development and property investment business segment also reported lower profit contribution due to higher finance costs incurred in the current quarter under review compared to preceding year corresponding quarter.

B2 First Quarter vs Preceding Year's Fourth Quarter

For the current quarter under review, the Group registered a revenue of RM79.9 million which was lower compared to the revenue of RM85.8 million in the preceding quarter ended 30 June 2017. The current quarter's pre-tax loss of RM3.8 million was lower than the pre-tax loss of RM22.1 million reported for the preceding quarter.

The lower group revenue for the quarter under review was mainly attributed to the lower revenue reported by the property development and investment business segment mainly due to lower rental income from lower occupancy rate. However, this was partly mitigated by higher revenue reported from hotel and recreation business segment arising from higher income from theme park arising from higher ticket sales, higher food and beverage sales from the 2 outlets of Greyhound Cafe and the full 3-month revenue of vehicle assembly businesses as compared to one-month reported in the preceding quarter. The revenue of the gaming business remained comparable to the preceding quarter in spite of having higher number of draws.

B2 <u>First Quarter vs Preceding Year's Fourth Quarter (Contd)</u>

The Group reported lower profit from operations in the current quarter under review was mainly due to lower profit contribution from:

- (i) the property development and property investment business segment arising from lower rental occupancy rate;
- (ii) the hotel and recreation business segment also reported lower profit contribution due to higher maintenance cost; and
- (iii) the gaming business from lower revenue and higher prize payout.

In spite of the lower profit from operations, the Group's pre-tax loss was lower in the current quarter under review mainly due to lower finance cost. In addition, the Group had accounted for a non-cash impairment of goodwill in relation to the gaming business of RM39 million in the preceding quarter.

B3 Future Prospects

Given the current economic conditions and financial outlook, the Directors expect the property investment and hotel and related businesses operated by BTSSB Group and the gaming business operated by NASB to maintain its occupancy rates and market share respectively going forward. The Directors envisage that the operating performance of the Group for the remaining quarters in financial year ending 30 June 2018 will be challenging.

- B4 There is no profit forecast or profit guarantee for the financial quarter and year ended 30 September 2017.
- B5 The income tax expenses for the financial quarter ended 30 September 2017 are detailed as follows:

	Current Quarter ended 30/09/17
Malaysian taxation:	RM'000
Current period provision	1,196
Deferred tax	(41)
Real property gains tax	139
Withholding tax	74
	1,368

B5 The income tax expenses for the financial quarter ended 30 September 2017 are detailed as follows: (Continued)

The disproportionate tax charge of the Group for the financial quarter ended 30 September 2017 was mainly due to certain expenses being disallowed for tax purposes, as well as non-availability of the Group tax relief in respect of losses incurred by certain subsidiary companies.

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

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

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

(COMPANY NO : 3907-W)

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

- B6 The corporate exercise announced by the Group but not completed as at the date of this announcement are listed below (cont'd):
 - (d) On 6 September 2017, the Company announced that it had proposed to undertake a share split involving the subdivision of every 1 existing ordinary share in the Company ("BAssets Shares") held on an entitlement date to be determined and announced later ("Entitlement Date"), into 2 ordinary shares of the Company ("Subdivided Shares") ("Share Split").

The Share Split will give rise to adjustments to the exercise price and number of Warrants 2008/2018 ("Additional BAssets Warrants") which are not exercised prior to the Entitlement Date pursuant to the provisions of the Company's Deed Poll dated 12 February 2008. Any necessary adjustments arising from the Proposed Share Spilt in relation to the outstanding Warrants 2008/2018 will only be finalised on the Entitlement Date.

On 23 November 2017, the Company announced that:

- (i) 1,279,135,359 BAssets Shares were subdivided into 2,558,270,718 Subdivided Shares; and
- (ii) 249,888,548 Additional BAssets Warrants will be issued.

The Subdivided Shares and Additional BAssets Warrants were listed and quoted on the Main Market of Bursa Securities on 24 November 2017.

B7 The Group borrowings as at 30 September 2017 are as follows:

Secured:	RM'000
Short term bank borrowings	
- Denominated in Ringgit Malaysia	42,483
- Denominated in GBP (£8,250,000) *	46,802
	89,285
Long term bank borrowings	
- Denominated in Ringgit Malaysia	472,473
- Denominated in GBP (£24,750,000) *	140,406
	612,879
Senior bonds	159,510
Total borrowings	861,674

^{*} Converted at the exchange rate prevailing as at 30 September 2017.

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

Reference is made to Note 41 of the audited financial statements of the Group for the year ended 30 June 2017.

The next mention date of the tax appeal case before the SCIT has been fixed on 9 January 2018.

The next High Court hearing has been fixed on 15 January 2018 for a mention to update the High Court on any new developments to the tax appeal case.

The next Court of Appeal hearing date for a mention has been fixed on 12 December 2017.

The above litigations are still on-going.

- B9 The Board does not recommend any dividend in the current quarter (previous year's quarter ended 30 September 2016 : Nil).
- B10 The basic loss per share is calculated by dividing loss attributable to owners of the Parent by the weighted average number of ordinary shares in issue:

	30/09/17 RM'000	Current Qu 30/09/16 RM'000	arter Ended 30/09/17 Sen	30/09/16 Sen
Loss for the quarter	(4,856)	(158,784)		
Weighted average number of ordinary shares ('000)	1,188,888	1,113,042		
Basic loss per share (before Shar	re Split)		(0.41)	(14.27)
Adjusted basic loss per share (af	ter Share Spli	t)	(0.20)	(7.13)

(COMPANY NO : 3907-W)

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

The diluted loss per share is calculated by dividing loss attributable to owners of the Parent by the weighted average number of ordinary shares in issue including convertible instruments:

	Current Quarter Ended			
	30/09/17	30/09/16	30/09/17	30/09/16
	RM'000	RM'000	Sen	Sen
Loss for the quarter	(4,856)	N/A		
Weighted average number of ordinary shares ('000)	1,239,920	N/A		
Diluted loss per share (before Sh	nare Split)		(0.39)	N/A
Adjusted diluted loss per share (after Share Sp	lit)	(0.20)	N/A

No diluted loss per share was presented for the previous year's financial quarter ended 30 September 2016 as the computation based on the outstanding warrants had an antidilutive effect.

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

	Current
	Quarter
	ended
	30/09/17
	RM'000
Interest income	(536)
Dividend income	(102)
Other income excluding dividend and interest income	(1,400)
Depreciation of property, plant and equipment	3,489
Amortisation of intangible assets	276
Impairment in value of AFS quoted investments	7,436
Unrealised foreign exchange (gain)/loss	(796)
Gain or loss on derivatives	N/A

N/A denotes Not Applicable

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

	As at 30/09/17 RM'000	As at 30/06/17 RM'000
	KIVI UUU	KIVI UUU
Total retained earnings of the Company and its subsidiaries:		
- realised	297,180	302,206
- unrealised	837,498	839,540
	1,134,678	1,141,746
Less: Consolidation adjustments	(370,173)	(372,385)
Total group retained earnings as per financial statements	764,505	769,361

cc: Securities Commission