

KUMPULAN EUROPLUS BERHAD (534368-A)
Interim financial report for the quarter ended 31 December 2014
(The figures have not been audited)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	INDIVIDUAL QUARTER		CUMULATIVE PERIOD	
	CURRENT YEAR QUARTER 31/12/2014 RM'000	PRECEDING YEAR QUARTER 31/12/2013 RM'000	CURRENT FINANCIAL YEAR 31/12/2014 RM'000	PRECEDING FINANCIAL YEAR 31/12/2013 RM'000
Continuing Operations				
Revenue	1,759	-	7,042	-
Cost of sales	(1,640)	-	(6,087)	-
Gross profit	119	-	955	-
Other income (N1)	4,290	-	50,018	-
Other expenses (N2)	(105)	-	(3,990)	-
Operating expenses	(4,957)	-	(7,055)	-
Finance cost	(1,004)	-	(5,416)	-
Share of results of associates	16,667	-	29,970	-
Profit before tax	15,010	-	64,482	-
Taxation	(245)	-	(1,765)	-
Profit for the period	14,765	-	62,717	-
Share of other comprehensive profit	-	-	-	-
Total comprehensive profit	14,765	-	62,717	-
Profit for the period attributable to:				
Owners of the Company	14,722	-	62,401	-
Non-Controlling Interests	43	-	316	-
	14,765	-	62,717	-
Total comprehensive profit attributable to:				
Owners of the Company	14,722	-	62,401	-
Non-Controlling Interests	43	-	316	-
	14,765	-	62,717	-
Earnings per share attributable to Owners of the Company :				
- Basic (sen)	1.47	-	8.20	-
- Diluted (sen)	NA	-	NA	-

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CURRENT YEAR QUARTER 31/12/2014 RM'000	PRECEDING YEAR QUARTER 31/12/2013 RM'000	CURRENT FINANCIAL YEAR 31/12/2014 RM'000	PRECEDING FINANCIAL YEAR 31/12/2013 RM'000

Notes: (Refer to B1 "Review of Performance" for more information)

N1) Included in Other Income

- Interest Income	185	-	919	-
- Reversal of provision for impairment on investment in associate	-	-	41,683	-
- Dividend income	4,038	-	7,327	-

N2) Included in Other Expenses

- Loss on disposal of shares in associate	-	-	2,517	-
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*As stated in A2 below, the company changed its financial year end to 31 March, hence there is no comparative numbers for the preceding period ended 31 Dec 2013.

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 March 2014 and the accompanying explanatory notes attached to the interim financial report.

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	UNAUDITED	AUDITED
	AS AT	AS AT
	31/12/2014	31/03/2014
	RM'000	RM'000
ASSETS		
Non-Current Assets		
Property, plant and equipment	19,942	20,272
Infrastructure development expenditure	145,121	139,702
Investment in associates	43,941	105,424
Goodwill on consolidation	5,369	5,369
Total Non-Current Assets	214,373	270,767
Current Assets		
Inventories	2,188	1,562
Trade and other receivables	41,879	41,918
Amount due from contracts customers	188	181
Investment held for sale	109,034	-
Other investments	465,634	86,026
Deposits placed with licenced banks	2,000	4,155
Cash and bank balances	6,586	5,030
Total Current Assets	627,509	138,872
TOTAL ASSETS	841,882	409,639
EQUITY AND LIABILITIES		
Share capital	1,002,736	572,992
Reserves	(349,514)	(446,294)
Attributable to Owners of the Company	653,222	126,698
Non-controlling interests	41,908	41,592
Total Equity	695,130	168,290
Non-Current Liabilities		
Deferred taxation	244	244
Current Liabilities		
Trade and other payables	120,339	118,232
Loans and borrowings	25,366	122,253
Tax payables	803	620
Total Current Liabilities	146,508	241,105
TOTAL LIABILITIES	146,752	241,349
EQUITY AND LIABILITIES	841,882	409,639
Net assets per share attributable to Owners of the Company (RM)	0.6514	0.2211

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 31 March 2014 and the accompanying explanatory notes attached to the interim financial report.

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Non-Distributable				Accumulated Losses	Attributable to Owners of the Company	Non-Controlling Interests	Total Equity
	Share Capital	Share Premium	Foreign Exchange Reserve	Warrants Reserve				
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Current financial year								
Balance as at 1 April 2014	572,992	42,345	870	-	(489,509)	126,698	41,592	168,290
Rights issue with warrants	429,744	-	-	51,569	(17,190)	464,123	-	464,123
Total comprehensive income	-	-	-	-	62,401	62,401	316	62,717
Balance as at 31 Dec 2014	<u>1,002,736</u>	<u>42,345</u>	<u>870</u>	<u>51,569</u>	<u>(444,298)</u>	<u>653,222</u>	<u>41,908</u>	<u>695,130</u>

*As stated in A2 below, the company changed its financial year end to 31 March, hence there is no comparative numbers for the preceding period ended 31 Dec 2013.

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 March 2014 and the accompanying explanatory notes attached to the interim financial report.

KUMPULAN EUROPLUS BERHAD (534368-A)
Interim financial report for the quarter ended 31 December 2014
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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	9 months ended 31/12/2014 RM'000
OPERATING ACTIVITIES:	
Profit before taxation:	64,481
Adjustment for :	
Share of results of associates	(29,970)
Depreciation of property, plant and equipment	503
Reversal of impairment on an associate	(41,683)
Loss on disposal of investment in associate	2,517
Interest income	(919)
Interest expense	5,416
Operating cash flows before changes in working capital	<u>345</u>
Changes in Working Capital:	
Inventories	(626)
Receivables	(39)
Payables	2,111
Balances with customers for contract works	(7)
Associate balances	771
Infrastructure development expenditure	<u>(5,419)</u>
Net cash flows from operations	(2,864)
Income tax paid	<u>(2,279)</u>
Net cash flows from operating activities	<u>(5,143)</u>

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Interim financial report for the quarter ended 31 December 2014
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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(cont'd)

	9 months ended 31/12/2014 RM'000
INVESTING ACTIVITIES	
Disposal of investment in associates	21,586
Interest received	919
Additions to property, plant and equipment	<u>(173)</u>
Net cash flow from investing activities	<u>22,332</u>
FINANCING ACTIVITIES	
Interest paid	(5,416)
Short term investments	(379,608)
Proceeds from rights issue	464,123
Repayment of borrowings	<u>(97,025)</u>
Net cash flows used in financing activities	<u>(17,926)</u>
Net increase in cash and cash equivalents	(737)
Cash and cash equivalents at beginning of financial period	7,234
Cash and cash equivalents at end of financial period	<u><u>6,497</u></u>

Note :

Cash and cash equivalents at the end of the financial period comprise of :

Cash and bank balances	6,586
Fixed deposits with licence bank	2,000
Bank overdrafts	<u>(2,089)</u>
	<u><u>6,497</u></u>

*As stated in A2 below, the company changed its financial year end to 31 March, hence there is no comparative numbers for the preceding period ended 31 Dec 2013.

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 March 2014 and the accompanying explanatory notes attached to the interim financial report.

NOTES TO CONDENSED FINANCIAL STATEMENTS

PART A – Explanatory Notes Pursuant to FRS 134

A1. Basis of Preparation

The unaudited quarterly consolidated financial statements have been prepared in accordance with Financial Reporting Standards (“FRS”) 134 “Interim Financial Reporting” and paragraph 9.22 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements (“Bursa Securities Listing Requirements”) and should be read in conjunction with the Group’s audited financial statements for the financial year ended 31 March 2014 and the accompanying explanatory notes attached to the unaudited condensed consolidated financial statements.

These 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 March 2014.

A2. Accounting policies and methods of computation

As announced on 29 January 2014, the Company changed its financial year end to 31 March. Accordingly, the first set of financial statements reflecting the change was made up from 1 February 2013 to 31 March 2014 covering a period of 14 months. Due to this change in accounting year end, there are no comparative numbers for the preceding year quarter ended 31 Dec 2013.

The significant accounting policies and methods adopted for the unaudited condensed financial statements are consistent with those adopted for the audited financial statements for the financial year ended 31 March 2014

- (a) **New and revised FRS, Amendments/Improvements to FRSs, New IC Interpretations, Amendments to IC Int and new MASB approved MFRSs that are issued, but not yet effective and have not been early adopted**

The Group and Company intend to adopt the following standards, where applicable, when they become effective. The adoption of the following standards is not expected to have a material effect on the financial statements :-

		Effective for financial periods beginning on or after
<u>New FRSs</u>		
FRS 9	Financial Instruments	To be announced by the MASB
<u>Amendments/Improvements to FRSs</u>		
FRS 1	First-time Adoption of Malaysian Financial Reporting Standards	1 July 2014
FRS 2	Share-based Payment	1 July 2014
FRS 3	Business Combinations	1 July 2014
FRS 7	Financial Instruments: Disclosures	Applies when MFRS 9 is applied
FRS 8	Operating Segments	1 July 2014
FRS 9	Financial Instruments	To be announced by the MASB

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Interim financial report for the quarter ended 31 December 2014
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NOTES TO CONDENSED FINANCIAL STATEMENTS

A2. Accounting policies and methods of computation (cont'd)

		Effective for financial periods beginning on or after
<u>Amendments/Improvements to FRSs</u>		
FRS 10	Consolidated Financial Statements	1 January 2014
FRS 12	Disclosure of Interests in Other Entities	1 January 2014
FRS 13	Fair Value Measurement	1 July 2014
FRS 116	Property, Plant and Equipment	1 July 2014
FRS 119	Employee Benefits	1 July 2014
FRS 124	Related Party Disclosures	1 July 2014
FRS 127	Separate Financial Statements	1 January 2014
FRS 132	Financial Instruments: Presentation	1 January 2014
FRS 136	Impairment of Assets	1 January 2014
FRS 138	Intangible Assets	1 July 2014
FRS 139	Financial Instruments: Recognition and Measurement	1 January 2014
FRS 139	Financial Instruments: Recognition and Measurement	Applies when MFRS 9 is applied
FRS 140	Investment Property	1 July 2014
<u>New IC Int</u>		
IC Int 21	Levies	1 January 2014

A3. Seasonality or Cyclicity of Operations

The business operations of the Group are not affected by any material seasonal or cyclical factors.

A4. Unusual Items

There were no unusual items that have material effects on the assets, liabilities, equity, net income, or cash flows in the current financial quarter.

A5. Material Changes in Estimates

There was no change to estimates that has a material effect in the current year quarter and current financial year.

A6. Debt and Equity Securities

In September 2014, the Company issued 429,743,823 new ordinary share of RM1.00 each at an issue price of RM1.08 per share pursuant to a right issue of shares, together with 214,871,911 free detachable warrants. There were no other issuances, cancellations, repurchases, resale and repayments of debt or equity securities in the current quarter.

A7. Dividend

No dividend has been paid in the current financial year.

NOTES TO CONDENSED FINANCIAL STATEMENTS

A8. Segmental Results

Segmental results are included in Note B1.

A9. Material Subsequent Events

There were no material subsequent event for the current quarter under review.

A10. Changes in the Composition of the Group

There were no material changes in the composition of the Group in the current year quarter and financial year.

A11. Contingent Liabilities

A subsidiary was indebted to a bank which had on 7 September 2010 auctioned and disposed of a piece of land belonging to TTB which was used as the security for the borrowing. TTB is taking legal action against the bank for the difference between the auction price and the market price. In the event TTB is unable to succeed in its claim, there may be a contingent liability not exceeding RM33.00 million.

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NOTES TO CONDENSED FINANCIAL STATEMENTS

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

B1. Review of Performance

(a) Segmental Information

	Current quarter				Cumulative quarters			
	31/12/2014	31/12/2013	Changes		31/12/2014	31/12/2013	Changes	
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
<u>Segmental Revenue</u>								
Manufacturing and trading of industrial products	1,759	-	1,759	N/A	6,593	-	6,593	N/A
Construction	-	-	-	N/A	449	-	449	N/A
Investment holding, management services and leasing	-	-	-	N/A	-	-	-	N/A
	<u>1,759</u>	<u>-</u>	1,759	N/A	<u>7,042</u>	<u>-</u>	7,042	N/A
<u>Profit/(Loss) before tax</u>								
Manufacturing and trading of industrial products	(86)	-	(86)	N/A	279	-	279	N/A
Construction	(2)	-	(2)	N/A	(18)	-	(18)	N/A
Investment holding, management services and leasing	15,098	-	15,098	N/A	64,221	-	64,221	N/A
	<u>15,010</u>	<u>-</u>	15,010	N/A	<u>64,482</u>	<u>-</u>	64,482	N/A

* As stated in A2 above, the company changed its financial year end to 31 March, hence comparative quarterly segmental information is not available. Accordingly, the Company is also unable to provide commentary on its segmental results.

NOTES TO CONDENSED FINANCIAL STATEMENTS

(b) Overall Results Commentary:

For the quarter:

The Group recorded revenue of RM1.76 million, derived mainly from the Company's manufacturing and trading of industrial products division

The Group recorded pre-tax profit of RM15.01 million due mainly to the share of results of associates amounting to RM16.67 million.

For year-to-date:

The Group recorded revenue of RM7.04 million mainly derived from the Company's manufacturing and trading of industrial products division.

The Group recorded pre-tax profit of RM64.48 million due mainly to the reversal of provision for impairment on the Company's investment in an associate of RM41.68 million, a loss of RM2.52 million loss on the disposal of shares in an associate and share of results of associates amounting to RM29.97 million.

B2. Comparison with Preceding Quarter's Results

As stated in A2 above, the Company changed its financial year end to 31 March. Accordingly, the first set of financial statements reflecting the change was made up from 1 February 2013 to 31 March 2014 covering a period of 14 months. Due to this change in accounting year end, there are no comparative numbers for the preceding year and quarter ended 31 Dec 2013.

B3. Prospects

(a) West Coast Expressway Sdn Bhd ("WCESB") had on 2 January 2013 signed a Concession Agreement ("CA") with the Government in relation to the WCE Project. WCESB has received confirmation from the Government that it has fulfilled all conditions precedent in respect of the CA and the effective date is 20 December 2013. On 19 May 2014, the Company received approval from the Government to appoint a consortium comprising of IJM Construction Sdn Bhd and Kumpulan Europlus Berhad (known as the "IJMC-KEB Joint Venture") as the Turnkey/Engineering and Procurement Contractor ("EPC Contractor") for the construction of the WCE Project for a fixed sum contract not exceeding RM5,044 million.

On 25 May 2014, the Deputy Prime Minister of Malaysia officiated the ground breaking ceremony for the project in Teluk Intan, Perak. WCESB also received a letter from Lembaga Lebuhraya Malaysia confirming the Construction Commencement Date as 25 August 2014. On 11 December 2014, WCESB entered into a Supplemental Agreement ("SA") with the Government for the purpose of amending and varying the provisions of the CA dated 2 January 2013 to be in line with the approval letter from the Government dated 19 May 2014. Simultaneously, WCESB had on 11 December 2014 issued a Letter of Award appointing the IJMC-KEB Joint Venture as the Turnkey/EPC Contractor for the WCESB highway project.

The WCE Project involves the development of a 233 kilometres tolled highway from Banting, Selangor to Taiping, Perak (including 40 kilometres of highway to be constructed later). The WCE Project is a build-operate-transfer project with a concession period of up to a maximum of 60 years. Construction will take five years to complete. The total project cost is approximately RM5,900 million and revenue from toll collections is expected to commence in 2018.

NOTES TO CONDENSED FINANCIAL STATEMENTS

B3. Prospects (cont'd)

(b) Bandar Rimbayu Sdn Bhd, a wholly-owned subsidiary of Radiant Pillar Sdn Bhd, is the developer of a township known as Bandar Rimbayu, a 1,879-acre Green Building Index certified premier township located about three kilometres south of Kota Kemuning in Shah Alam, Selangor. The township is well connected to the existing KESAS and LKSA highways and easily accessible to matured neighbourhoods like Shah Alam, Klang, Subang Jaya, USJ and Puchong.

Since its maiden launch in March 2013, Bandar Rimbayu has won many prestigious awards including The Edge-PAM Green Excellence Award 2014, PAM Awards 2014 for Excellence in Architecture and Malaysian Institute of Interior Designers Gold Award for Bandar Rimbayu sales gallery.

As at end December 2014, Bandar Rimbayu has successfully launched four phases with the following take-up rates : 97% of Phase 1, 83% of Phase 2, 40% of Phase 3 and 30% of Phase 4.

(c) The Company will be participating in the construction of the WCE as the IJMC-KEB Joint Venture has been appointed as the Turnkey/Engineering and Procurement Contractor for the WCESB highway project.

Barring any unforeseen circumstances, the Group expects the results for the current financial year ending 31 March 2015 to be satisfactory.

B4. Profit Forecast and Guarantee

No profit forecast or guarantee was issued in respect of the current financial year.

B5. Taxation

	Current Year Quarter 31/12/2014 RM'000	Current Year To-date 31/12/2014 RM'000
Income Tax		
current year	-	94
prior year	245	1,671
	<hr/>	<hr/>
	245	1,765
Deferred Tax	-	-
	<hr/>	<hr/>
Total	<hr/> 245 <hr/>	<hr/> 1,765 <hr/>

Income tax provision for the current year is mainly in respect of its manufacturing subsidiary.

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NOTES TO CONDENSED FINANCIAL STATEMENTS

B6. Status of Corporate Proposals

On 17 October 2014, the Company entered into a conditional share sale agreement (“SSA”) with Tan Sri Dato’ (Dr) Ir Chan Ah Chye @ Chan Chong Yoon for the disposal of 900,000,000 shares in the associate Talam Transform Berhad, at a cash consideration of approximately RM99.0 million. This SSA is subject to the approvals of the shareholders of the Company and the relevant authorities.

B7. Group Borrowings and Debt Securities

The Group’s borrowings which are denominated in Ringgit Malaysia as at 31 Dec 2014 are as follows:

	RM’000
Short term borrowings	
- secured	25,365
- unsecured	1
Total borrowings	<u>25,366</u>

B8. Off Balance Sheet Risk Financial Instruments

The Group did not contract for any financial instruments with off balance sheet risk as at the date of this announcement.

B9. Material Litigation

The Group has not engaged in any material litigation since the last annual year end date.

B10. Dividend

No dividend has been declared for the current and preceding financial year.

B11. Earnings Per Share

Basic

The basic earnings per share is calculated as follows :

	CURRENT YEAR QUARTER 31/12/2014	CURRENT FINANCIAL YEAR 31/12/2014
Profit attributable to owners of the company (RM’000)	<u>14,722</u>	<u>62,401</u>
Weighted average number of ordinary shares (’000)	<u>1,002,736</u>	<u>761,201</u>
Basic earnings per share (sen)	<u>1.47</u>	<u>8.20</u>

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NOTES TO CONDENSED FINANCIAL STATEMENTS

B11. Earnings Per Share (cont'd)

Diluted

The diluted earnings per share assuming full conversion of the warrants is not presented as it is anti-dilutive due to the average market price of ordinary shares during the period being below the exercise price of the warrants.

B12. Realised and Unrealised Losses

	As at 31 Dec 2014 RM'000
Accumulated losses of the Group and its subsidiaries	
- Realised	(445,527)
- Unrealised	<u>1,229</u>
	<u>(444,298)</u>

B13. Audit Report

The auditors' report of the financial statements for the year ended 31 March 2014 was not subject to any qualification.

B14. Authorisation for Issue

The interim financial reports were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 25 February 2015.

By order of the Board

Raw Koon Beng
Company Secretary