## **KUMPULAN EUROPLUS BERHAD (534368-A)** Interim financial report for the quarter ended 30 June 2016 (The figures have not been audited)

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

|  | INDIVIDUA  | L QUARTER  | CUMULATI   | VEPERIOD   |
|--|------------|------------|------------|------------|
|  | CURRENT    | PRECEDING  | CURRENT    | PRECEDING  |
|  | YEAR       | YEAR       | FINANCIAL  | FINANCIAL  |
|  | QUARTER    | QUARTER    | YEAR       | YEAR       |
|  | 30/06/2016 | 30/06/2015 | 30/06/2016 | 30/06/2015 |
|  | RM'000     | RM'000     | RM'000     | RM'000     |
| <b>Continuing Operations</b>           |            |            |            |            |
| Revenue                                | 236,336    | 163,948    | 236,336    | 163,948    |
| Cost of sales                          | (230,251)  | (161,801)  | (230,251)  | (161,801)  |
| Gross profit                           | 6,085      | 2,147      | 6,085      | 2,147      |
| Other income (N1)                      | 1,714      | 3,569      | 1,714      | 3,569      |
| Operating expenses (N2)                | (1,214)    | (1,786)    | (1,214)    | (1,786)    |
| Finance cost                           | (18)       | (1,089)    | (18)       | (1,089)    |
| Share of results of associates         | 3,782      | 9,277      | 3,782      | 9,277      |
| Profit before tax                      | 10,349     | 12,118     | 10,349     | 12,118     |
| Taxation                               | (1,453)    | (975)      | (1,453)    | (975)      |
| Total comprehensive profit             | 8,896      | 11,143     | 8,896      | 11,143     |
| Profit for the period attributable to: |            |            |            |            |
| Owners of the Company                  | 8,503      | 10,717     | 8,503      | 10,717     |
| Non-Controlling Interests              | 393        | 426        | 393        | 426        |
|  | 8,896      | 11,143     | 8,896      | 11,143     |
| Total comprehensive profit attributa   | able to:   |            |            |            |
| Owners of the Company                  | 8,503      | 10,717     | 8,503      | 10,717     |
| Non-Controlling Interests              | 393        | 426        | 393        | 426        |
|  | 8,896      | 11,143     | 8,896      | 11,143     |
| Earnings per share attributable        |            |            |            |            |
| to Owners of the Company:              |            |            |            |            |
| - Basic (sen)                          | 0.85       | 1.07       | 0.85       | 1.07       |
| - Diluted (sen)                        | 0.85       | 1.07       | 0.85       | 1.07       |

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

## **CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME** (continued)

|  | INDIVIDUA         | L QUARTER            | CUMULATIVE PERIOD |                      |  |
|--|-------------------|----------------------|-------------------|----------------------|--|
|  | CURRENT           | PRECEDING            | CURRENT           | PRECEDING            |  |
|  | YEAR              | YEAR                 | FINANCIAL         | FINANCIAL            |  |
|  | QUARTER           | QUARTER              | YEAR              | YEAR                 |  |
|  | 30/06/2016        | 30/06/2015           | 30/06/2016        | 30/06/2015           |  |
|  | RM'000            | RM'000               | RM'000            | RM'000               |  |
| Notes: (Refer to B1 "Review of Performance" for more information)                    |                   |                      |                   |                      |  |
| N1) Included in Other Income   |                   |                      |                   |                      |  |
| - Interest Income  | 41                |                      |                   |                      |  |
|  |                   | 62                   | 41                | 62                   |  |
| - Distribution Income  | 1,383             | 62<br>2,128          | 41<br>1,383       | 62<br>2,128          |  |
| <ul><li> Distribution Income</li><li> Fair value gain on other investments</li></ul> | 1,383             | _                    |                   | _                    |  |
|  | 1,383<br>-<br>290 | 2,128                |                   | 2,128                |  |
| - Fair value gain on other investments   | ,<br>-            | 2,128<br>1,368       | 1,383             | 2,128<br>1,368       |  |
| - Fair value gain on other investments   | 290<br>1,714      | 2,128<br>1,368<br>11 | 1,383<br>-<br>290 | 2,128<br>1,368<br>11 |  |

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 March 2016 and the accompanying explanatory notes attached to the interim financial report.

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

|   | UNAUDITED AS AT 30/06/2016 RM'000 | AUDITED<br>AS AT<br>31/3/2016<br>RM'000 |
|---|-----------------------------------|---|
| ASSETS                                      |                                   |   |
| Non-Current Assets                          |                                   |   |
| Property, plant and equipment               | 10,478                            | 10,581                                  |
| Goodwill on consolidation                   | 5,369                             | 5,369                                   |
| Infrastructure development expenditure      | 927,183                           | 691,411                                 |
| Investment in associates                    | 77,001                            | 73,219                                  |
| Total Non-Current Assets                    | 1,020,031                         | 780,580                                 |
| <b>Current Assets</b>                       |                                   |   |
| Inventories                                 | 2,221                             | 2,151                                   |
| Trade and other receivables                 | 83,373                            | 79,212                                  |
| Other investments                           | 151,822                           | 109,017                                 |
| Deposits placed with licenced banks         | 1,086,006                         | 1,296,751                               |
| Cash and bank balances                      | 36,797                            | 4,709                                   |
|   | 1,360,219                         | 1,491,840                               |
| Associate classified as asset held for sale | 42,970                            | 85,470                                  |
| Total Current Assets                        | 1,403,189                         | 1,577,310                               |
| TOTAL ASSETS                                | 2,423,220                         | 2,357,890                               |
| EQUITY AND LIABILITIES                      |                                   |   |
| Share capital                               | 1,002,736                         | 1,002,736                               |
| Reserves                                    | (344,258)                         | (352,761)                               |
| Attributable to Owners of the Company       | 658,478                           | 649,975                                 |
| Non-controlling interests                   | 43,357                            | 42,964                                  |
| <b>Total Equity</b>                         | 701,835                           | 692,939                                 |
| Non-Current Liabilities                     |                                   |   |
| Loans and borrowings                        | 1,212,653                         | 1,109,131                               |
| Deferred income                             | 120,294                           | 120,294                                 |
| Deferred taxation                           | 2,264                             | 1,683                                   |
| Total Non-Current Liabilities               | 1,335,211                         | 1,231,108                               |
| Current Liabilities                         |                                   |   |
| Trade and other payables                    | 378,499                           | 427,096                                 |
| Loans and borrowings                        | 6,680                             | 6,625                                   |
| Tax payables                                | 995                               | 122                                     |
| Total Current Liabilities                   | 386,174                           | 433,843                                 |
| TOTAL LIABILITIES                           | 1,721,385                         | 1,664,951                               |
| EQUITY AND LIABILITIES                      | 2,423,220                         | 2,357,890                               |
| Net assets per share attributable           |                                   | <u> </u>                                |
| to Owners of the Company (RM)               | 0.6567                            | 0.6482                                  |
| to a whore or the company (rust)            | 0.0207                            | 0.0.02                                  |

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 31 March 2016 and the accompanying explanatory notes attached to the interim financial report.

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

|                            | Non-Distributable |         |          |          | _           |              |             |         |
|----------------------------|-------------------|---------|----------|----------|-------------|--------------|-------------|---------|
|                            |                   |         | Foreign  |          |             | Attributable | Non-        |         |
|                            | Share             | Share   | Exchange | Warrants | Accumulated |              | Controlling | Total   |
|                            | Capital           | Premium | Reserve  | Reserve  | Losses      | the Company  | Interests   | Equity  |
|                            | RM'000            | RM'000  | RM'000   | RM'000   | RM'000      | RM'000       | RM'000      | RM'000  |
| Current financial year     |                   |         |          |          |             |              |             |         |
| Balance as at 1 April 2016 | 1,002,736         | 42,345  | (529)    | 51,569   | (446,146)   | 649,975      | 42,964      | 692,939 |
| Total comprehensive income | -                 | -       | -        | -        | 8,503       | 8,503        | 393         | 8,896   |
| Balance as at 30 June 2016 | 1,002,736         | 42,345  | (529)    | 51,569   | (437,643)   | 658,478      | 43,357      | 701,835 |
|                            |                   |         |          |          |             |              |             |         |
| Preceeding financial year  |                   |         |          |          |             |              |             |         |
| Balance as at 1 April 2015 | 1,002,736         | 42,345  | (529)    | 51,569   | (473,040)   | 623,081      | 42,098      | 665,179 |
| Total comprehensive income | -                 | -       |          | -        | 10,717      | 10,717       | 426         | 11,143  |
| Balance as at 30 June 2015 | 1,002,736         | 42,345  | (529)    | 51,569   | (462,323)   | 633,798      | 42,524      | 676,322 |

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 March 2016 and the accompanying explanatory notes attached to the interim financial report.

# Interim financial report for the quarter ended 30 June 2016 (The figures have not been audited)

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

|   | 3 month<br>ended<br>30/06/2016<br>RM'000 | 3 month<br>ended<br>30/06/2015<br>RM'000 |
|---|--|--|
| OPERATING ACTIVITIES:                         |  |  |
| Profit before taxation:                       | 10,348                                   | 12,118                                   |
| Adjustment for:                               |  |  |
| Share of results of associates                | (3,782)                                  | (9,277)                                  |
| Depreciation of property, plant and equipment | 19                                       | 165                                      |
| Interest income                               | (41)                                     | (62)                                     |
| Interest expense                              | 18                                       | 1,089                                    |
| Operating cash flows before changes           |  |  |
| in working capital                            | 6,562                                    | 4,033                                    |
| Changes in Working Capital:                   |  |  |
| Inventories                                   | (7)                                      | (232)                                    |
| Receivables                                   | (2,215)                                  | (3,437)                                  |
| Payables                                      | (7,026)                                  | 80,433                                   |
| Associate balances                            | 3,727                                    | 4,306                                    |
| Net cash flows from operations                | 1,041                                    | 85,103                                   |
| Income tax paid                               | (111)                                    | (709)                                    |
| Net cash flows from operating activties       | 930                                      | 84,394                                   |

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (cont'd)

|  | 3 month<br>ended<br>30/06/2016<br>RM'000 | 3 month<br>ended<br>30/06/2015<br>RM'000 |
|--|--|--|
| INVESTING ACTITIVIES   |  |  |
| Addditions to property, plant and equipment                  | (64)                                     | (871)                                    |
| Infrastructure development expenditure                       | (282,818)                                | (162,463)                                |
| Proceeds from disposal of investment in associates           | 42,500                                   | -  |
| Interest received  | 41                                       | 62                                       |
| Net cash flow from investing activities                      | (240,341)                                | (163,272)                                |
| FINANCING ACTIVITES  |  |  |
| Interest paid  | (18)                                     | (1,089)                                  |
| Short term investments                                       | (42,805)                                 | 78,766                                   |
| Proceeds from drawdown of borrowings                         | 103,522                                  |  |
| Net cash flows used in financing activities                  | 60,699                                   | 77,677                                   |
| Net increase in cash and cash equivalents                    | (178,712)                                | (1,201)                                  |
| Cash and cash equivalents at beginning of financial period   | 1,299,112                                | 9,135                                    |
| Cash and cash equivalents at end of financial period         | 1,120,400                                | 7,934                                    |
| Note:  |  |  |
| Cash and cash equivalents at the end of the financial period | d comprise of :                          |  |
| Cash and bank balances                                       | 36,797                                   | 4,300                                    |
| Fixed deposits with licence bank                             | 1,086,006                                | 5,820                                    |
| Bank overdrafts  | (2,403)                                  | (2,186)                                  |
|  | 1,120,400                                | 7,934                                    |

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 March 2016 and the accompanying explanatory notes attached to the interim financial report.

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

#### 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 2016 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 2016.

#### A2. Accounting policies and methods of computation

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 2016.

## (a) Adoption of amendments/improvements to FRSs

The Group has adopted the following amendments/improvements to FRSs that are mandatory:

| <u>Amendments</u> | /Improvements to FRSs                        |
|-------------------|--|
| FRS 5             | Non-current Asset Held for Sale and          |
|                   | Discontinued Operations                      |
| FRS 7             | Financial Instruments: Disclosures           |
| FRS 10            | Consolidated Financial Statements            |
| FRS 11            | Joint Arrangements                           |
| FRS 12            | Disclosure of Interests in Other Entities    |
| FRS 14            | Regulatory Deferral Accounts                 |
| FRS 101           | Presentation of Financial Statements         |
| FRS 116           | Property, Plant and Equipment                |
| FRS 119           | Employee Benefits                            |
| FRS 127           | Separate Financial Statements                |
| FRS 128           | Investments in Associates and Joint Ventures |
| FRS 138           | Intangible Assets                            |

The adoption of the above amendments/improvements to FRSs do not have a significant effect on the financial statements of the Group and did not result in significant changes to the Group's existing accounting policies.

#### Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

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

## (b) New FRS, Amendments/Improvements to FRSs that are issued, but not yet effective and have not been early adopted

The Group intends 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 begining on or after

New FRSs

FRS 9 Financial Instruments 1 January 2018

Amendments/Improvements to FRSs

FRS 107 Statement of Cash Flows 1 January 2017 FRS 112 Income Taxes 1 January 2017

The Group recognises an intangible asset arising from a service concession as defined in IC Interpretation 12 in respect of the ongoing construction of the highway project. Income and expenses associated with the said construction are recognised based on the percentage of completion method. The estimated margin is based on relative comparison with general industry trend.

## A3. Seasonality or Cyclicality 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

There were no 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.

## 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.

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

## 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 Talam Group ("Talam") which secured the borrowings of this subsidiary. Talam has taken legal action against the bank for foreclosing and auctioning the pledged land. The difference between the auction price and the market value of the land amounts to RM33.7 million. The case was dismissed by the High Court and subsequently Talam filed an appeal to the Court of Appeal ("the Court"). On 22 August 2016, the Court dismissed Talam's appeal. Notwithstanding Talam's next course of action, the Group is contingently liable for the amount of RM33.7 million.

## <u>PART B : EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD</u>

#### **B1.** Review of Performance

#### (a) Segmental Information

| Note  |                          | Current quarter |            |         | <u>Cumulative quarters</u> |            |            |         |       |
|---|--------------------------|-----------------|------------|---------|----------------------------|------------|------------|---------|-------|
| Manufacturing and trading of industrial products  |                          | 30/06/2016      | 30/06/2015 | Chan    | ges                        | 30/06/2016 | 30/06/2015 | Changes | ges   |
| Manufacturing and trading of industrial products  |                          | RM 000          | RM'000     | RM'000  | %                          | RM'000     | RM'000     | RM'000  | %     |
| Toll concession - infrastructure development expenditure   234,641   162,433   72,208   N/A   234,641   162,433   72,208   N/A  | _                        |                 |            |         |                            |            |            |         |       |
| Construction   234,641   162,433   72,208   N/A   234,641   162,433   72,208   N/A  |                          | 1,695           | 1,515      | 180     | 12%                        | 1,695      | 1,515      | 180     | 12%   |
| Investment holding, management services and others   236,336   163,948   72,388   44%   236,336   163,948   72,388   12% |                          | 234,641         | 162,433    | 72,208  | N/A                        | 234,641    | 162,433    | 72,208  | N/A   |
| management services and others    236,336   163,948   72,388   44%   236,336   163,948   72,388   44%     Profit/(loss) before tax   Manufacturing and trading of industrial products   Toll concession - infrastructure development expenditure   2,318   2,312   6   N/A   2,318   2,312   6   N/A     Construction   - (3)   3   -100%   - (3)   3   -100%     Investment holding, management services and others *  | Construction             | -               | -          | -       | N/A                        | -          | -          | -       | N/A   |
| Profit/(loss) before tax         Manufacturing and trading of industrial products       (67)       313       (380)       -121%       (67)       313       (380)       -121%         Toll concession - infrastructure development expenditure       2,318       2,312       6       N/A       2,318       2,312       6       N/A         Construction       -       (3)       3       -100%       -       (3)       3       -100%         Investment holding, management services and others *       8,098       9,496       (1,398)       -15%       8,098       9,496       (1,398)       -15%  | management services      | -               | -          | -       | N/A                        | -          | -          | -       | N/A   |
| Manufacturing and trading of industrial products       (67)       313       (380)       -121%       (67)       313       (380)       -121%         Toll concession - infrastructure development expenditure       2,318       2,312       6       N/A       2,318       2,312       6       N/A         Construction       -       (3)       3       -100%       -       (3)       3       -100%         Investment holding, management services and others *       8,098       9,496       (1,398)       -15%       8,098       9,496       (1,398)       -15%   |                          | 236,336         | 163,948    | 72,388  | 44%                        | 236,336    | 163,948    | 72,388  | 44%   |
| of industrial products  Toll concession - infrastructure development expenditure  2,318 2,312 6 N/A 2,318 2,312 6 N/A  Construction - (3) 3 -100% - (3) 3 -100%  Investment holding, management services and others *   | Profit/(loss) before tax |                 |            |         |                            |            |            |         |       |
| Construction   2,318   2,312   6   N/A   2,318   2,312   6   N/A  |                          | (67)            | 313        | (380)   | -121%                      | (67)       | 313        | (380)   | -121% |
| Investment holding, 8,098 9,496 (1,398) -15% 8,098 9,496 (1,398) -15% management services and others *  |                          | 2,318           | 2,312      | 6       | N/A                        | 2,318      | 2,312      | 6       | N/A   |
| management services and others *  | Construction             | -               | (3)        | 3       | -100%                      | -          | (3)        | 3       | -100% |
| <u>10,349</u> <u>12,118</u> (1,769) -15% <u>10,349</u> <u>12,118</u> (1,769) -15%   | management services      | 8,098           | 9,496      | (1,398) | -15%                       | 8,098      | 9,496      | (1,398) | -15%  |
|   |                          | 10,349          | 12,118     | (1,769) | -15%                       | 10,349     | 12,118     | (1,769) | -15%  |

<sup>\*</sup> includes share of results of associates, including results of Radiant Pillar Sdn Bhd, a company involved in property development.

#### Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### **B1.** Review of Performance

#### (b) Overall Results Commentary:

#### For the quarter:

The Group recorded revenue of RM236.3 million in the current quarter compared to RM163.9 million in the preceding year quarter. The increase is largely due to higher construction revenue recognised in the current quarter pursuant to IC Interpretation 12 (IC12) Service Concession Arrangements pertaining to the highway project.

The Group recorded a pretax profit of RM10.3 million in the current quarter compared to a pretax profit of RM12.1 million in the preceding year quarter. The lower profit is due mainly to the lower share of results of associates, lower distribution income from unit trusts investments and lower fair value gain on other investments in the current quarter.

## **B2.** Comparison with Preceding Quarter's Results

The Group recorded revenue of RM236.3 million in the current quarter compared to RM210.8 million in the preceding quarter, attributed to the to the higher construction revenue recognised pursuant to IC Interpretation 12 Service Concession Arrangements.

The Group recorded a pretax profit of RM10.3 million in the current quarter compared to a pretax profit of RM2.7 million in the preceding quarter. The profit is higher in the current quarter attributed mainly to RM6.9 million provision for impairment on receivables made in the preceding quarter.

#### **B3.** Prospects

- (a) The West Coast Expressway (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. The total project cost is approximately RM5,900 million and revenue from sectional toll collections is expected to commence in 2018. The Construction Commencement Date was set on 25 August 2014 and will take five years to complete. Currently, the construction is ongoing.
- (b) The property market is expected to remain challenging as weak consumer sentiment persists due to the uncertain economic outlook, continued stringent mortgage conditions and the incoming supply of newly completed properties.
  - For the coming financial year, Bandar Rimbayu is expected to deliver satisfactory performance on the back of the unbilled sales and positive response to its recent sales launches.
- (c) The Company is also 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 WCE highway project.

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

#### Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### **B4.** Profit Forecast and Guarantee

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

#### **B5.** Taxation

|              | Individua  | l Quarter  | Cumulativ  | ve Period  |
|--------------|--|--|--|--|
|              | Current<br>Year<br>Quarter<br>30/06/2016<br>RM'000 | Preceding<br>Year<br>Quarter<br>30/06/2015<br>RM'000 | Current<br>Year<br>To-date<br>30/06/2016<br>RM'000 | Preceding<br>Year<br>To-date<br>30/06/2015<br>RM'000 |
| Income Tax   |  |  |  |  |
| Current year | 872  | 76   | 872  | 76   |
| Prior year   | -  | 513  | -  | 513  |
| Deferred Tax | 872  | 589  | 872  | 589  |
| Current year | 581  | 386  | 581  | 386  |
| Total        | 1,453  | 975  | 1,453  | 975  |

## **B6.** Status of Corporate Proposals

(a) 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 ("TSCAC") for the disposal of 900,000,000 shares ("Sale Share") in the associate Talam Transform Berhad ("TTB"), 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.

Further to the above, as provided in the SSA, in view of the valuation exercise which resulted in an adjusted net asset per share of TTB being 20% lower than its audited asset per share as at 31 January 2014 of RM0.14, TSCAC renegotiated certain terms of the SSA including, but not limited to, the purchase price, payment mechanism and completion date.

On 28 August 2015, the Company entered into a supplemental agreement to the SSA with TSCAC to amend and vary certain provisions in SSA which entails, amongst others, the proposed disposal of the Sale Share in two separate tranches as follows:

- (a) 500,000,000 TTB Shares at the price of RM0.085 per TTB Share, to be completed within 30 days after the Unconditional Date or such other extension of time or later date the parties may agree in writing; and
- (b) 400,000,000 TTB Shares at the price RM0.095 per TTB Share, to be completed within 18 months after the Unconditional Date or such other extension of time or later date the parties may agree in writing.

Unconditional Date is defined as the date expiring 14 months from the date of the SSA and includes such other extension of time as may be agreed between the parties in writing.

The disposal of the abovementioned shares in accordance with the conditions spelt out in the supplemental agreement to the SSA entered into on 28 August 2015 was approved at an Extraordinary General Meeting ("EGM") held on 26 January 2016 and the sale of the first tranche of 500,000,000 TTB shares was completed on 18 April 2016.

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

## **B6.** Status of Corporate Proposals (cont'd)

The status of the utilisation of the proceeds from the sale of the first tranche of 500,000,000 TTB shares amounting to RM42,500,000 is as follows:-

|   | Proposed<br>utilisation<br>RM'000 | Utilisation<br>as at 30<br>June 2016<br>RM'000 | Balance as<br>at 30 June<br>2016<br>RM'000 | Intended<br>timeframe for<br>utilisation from<br>30 June 2016<br>RM'000 |
|---|-----------------------------------|--|--|---|
| - Injection as equity, convertible and/ |                                   |  |  |   |
| or subordinated advances into WCESB     | 32,200                            | -  | 32,200                                     | Within 24 months  |
| - Working capital and contingencies     | 8,000                             | -  | 8,000                                      |   |
| - Defray expenses relating to Disposal  | 2,300                             | 380  | 2,680                                      |   |
| _                                       | 42,500                            | 380  | 42,880                                     |   |

(b) The status of the utilisation of the RM464.12 million raised from the Rights Issue with Warrants completed on 03 September 2014 is as follows:-

|   | Proposed<br>utilisation | Utilisation<br>as at 30<br>June 2016 | Balance as<br>at 30 June<br>2016 | Intended<br>timeframe for<br>utilisation from<br>30 June 2016 |
|---|-------------------------|--------------------------------------|----------------------------------|---|
|   | RM'000                  | RM'000                               | RM'000                           | RM'000  |
| - Injection as equity, convertible and/ |                         |                                      |                                  |   |
| or subordinated advances into WCESB     | 357,000                 | (255,500) ^                          | 101,500                          | Within 12 months  |
| - Repayment of bank borrowings          | 92,035                  | (92,035)                             | -                                | Completed   |
| - Working capital and contingencies     | 8,088                   | (8,088)                              | -                                |   |
| - Defray Rights Issue expenses          | 7,000                   | (4,779)                              | 2,221 *                          | •   |
| -                                       | 464,123                 | (360,402)                            | 103,721                          |   |

<sup>^</sup> As the capital injection into WCE is not due, the Company has utilised approximately RM27.1 million from the amount allocated for such purpose to repay the bank borrowings of the Company to avoid incurring unnecessary interest cost in the interim.

## **B7.** Group Borrowings and Debt Securities

The Group's borrowings which are denominated in Ringgit Malaysia as at 31 June 2016 are as follows:

|                  | RM'000    |
|------------------|-----------|
| - secured        | 1,219,333 |
| - unsecured      | -         |
| Total borrowings | 1,219,333 |

The Group received a loan from the Malaysian government at an interest rate lower than the prevailing market rate. Using the prevailing market rate, the loan amount is adjusted to its fair value and the difference treated as deferred income.

<sup>\*</sup> This excess amount will be utilised as working capital.

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### **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:

|                                      | INDIVIDUAL QUARTER |            | CUMULATIVE PERIOD |            |
|--------------------------------------|--------------------|------------|-------------------|------------|
|                                      | Current            | Preceding  | Current           | Preceding  |
|                                      | Year               | Year       | Financial         | Financial  |
|                                      | Quarter            | Quarter    | Year              | Year       |
|                                      | 30/06/2016         | 30/06/2015 | 30/06/2016        | 30/06/2015 |
| Profit attributable to owners of the |                    |            |                   |            |
| company (RM'000)                     | 8,503              | 10,717     | 8,503             | 10,717     |
| Weighted average number of ordinary  | ,                  |            |                   |            |
| shares ('000)                        | 1,002,736          | 1,002,736  | 1,002,736         | 1,002,736  |
| Basic earnings per share (sen)       | 0.85               | 1.07       | 0.85              | 1.07       |

#### **Diluted**

The diluted earnings per share, assuming full conversion of the warrants, is equal to the basic earnings per share as the outstanding warrants are 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               |
|---------------------------------------|---------------------|
|                                       | <b>30 June 2016</b> |
|                                       | RM'000              |
| Total accumulated losses of the Group |                     |
| - Realised                            | (665,296)           |
| - Unrealised                          | (189)               |
|                                       | (665,485)           |
| - Consolidation adjustments           | 227,842             |
|                                       | (437,643)           |

## Interim financial report for the quarter ended 30 June 2016

(The figures have not been audited)

## NOTES TO CONDENSED FINANCIAL STATEMENTS

## **B13.** Audit Report

The auditors' report of the financial statements for the year ended 31 March 2016 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 23 Aug 2016.

By order of the Board

Raw Koon Beng Company Secretary