(The figures have not been audited)

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CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	r					
		L QUARTER		VE PERIOD		
	CURRENT	PRECEDING	CURRENT	PRECEDING		
	YEAR	YEAR	FINANCIAL	FINANCIAL		
	QUARTER	QUARTER	YEAR	YEAR		
	31/12/2016	31/12/2015	31/12/2016	31/12/2015 DM(000		
	RM'000	RM'000	RM'000	RM'000		
Continuing Operations						
Revenue	181,194	149,876	583,920	374,001		
Cost of sales	(177,596)	(148,275)	(571,227)	(369,909)		
Gross profit	3,598	1,601	12,693	4,092		
Other income (N1)	1,441	(2,328)	5,003	12,237		
Operating expenses	(895)	(1,378)	(3,725)	(5,128)		
Finance cost	(17)	(24)	(53)	(1,155)		
Share of results of associates	2,713	960	13,158	16,936		
Profit before tax	6,840	(1,169)	27,076	26,982		
Taxation	(784)	(277)	(2,961)	(1,310)		
Total comprehensive profit	6,056	(1,446)	24,115	25,672		
Profit for the period attributable to:						
Owners of the Company	5,664	(896)	23,029	25,015		
Non-Controlling Interests	392	(550)	1,086	657		
	6,056	(1,446)	24,115	25,672		
Total comprehensive profit attributa	able to.					
Owners of the Company	5,664	(896)	23,029	25,015		
Non-Controlling Interests	392	(550)	1,086	657		
Tion Controlling Interests	6,056	(1,446)	24,115	25,672		
Earnings per share attributable	3,020	(1,110)	21,113	23,072		
to Owners of the Company :						
- Basic (sen)	0.56	(0.09)	2.30	2.49		
- Diluted (sen)	0.56	(0.09)	2.30	2.49		

(The figures have not been audited)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(continued)

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INDIVIDUA	L QUARTER	CUMULAT	VEPERIOD
CURRENT	PRECEDING	CURRENT	PRECEDING
YEAR	YEAR	FINANCIAL	FINANCIAL
QUARTER	QUARTER	YEAR	YEAR
31/12/2016	31/12/2015	31/12/2016	31/12/2015
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	156	35	328	179
- Reversal of Interest Income	-	(3,708)	-	-
- Distribution Income	1,469	1,048	3,973	4,263
- Fair value gain on other investments	(192)	285	7	2,207
- Reversal of provision for impairment of	n			
investment in associate	-	-	-	5,561
- Others	8	12	695	27
	1,441	(2,328)	5,003	12,237

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.

(The figures have not been audited)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	UNAUDITED AS AT 31/12/2016 RM'000	AUDITED AS AT 31/3/2016 RM'000
ASSETS Non-Current Assets		
Property, plant and equipment	10,428	10,581
Goodwill on consolidation	5,369	5,369
Infrastructure development expenditure	1,310,541	691,411
Investment in associates	86,377	73,219
Total Non-Current Assets	1,412,715	780,580
Current Assets		
Inventories	1,761	2,151
Trade and other receivables	79,683	79,212
Other investments	155,047	109,017
Deposits placed with licenced banks Cash and bank balances	1,227,687	1,296,751
Cash and bank balances	<u>3,299</u> 1,467,477	4,709 1,491,840
Associate classified as asset held for sale	42,970	85,470
Total Current Assets	1,510,447	1,577,310
TOTAL ASSETS	2,923,162	2,357,890
EQUITY AND LIABILITIES		, , ,
Share capital	1,002,736	1,002,736
Reserves	(329,732)	(352,761)
Attributable to Owners of the Company	673,004	649,975
Non-controlling interests	42,546	42,964
Total Equity	715,550	692,939
Non-Current Liabilities		
Loans and borrowings	1,532,090	1,109,131
Deferred income	312,785	120,294
Deferred taxation	3,054	1,683
Total Non-Current Liabilities	1,847,929	1,231,108
Current Liabilities		
Trade and other payables	352,804	427,096
Loans and borrowings	5,386	6,625
Tax payables	1,493	122
Total Current Liabilities	359,683	433,843
TOTAL LIABILITIES	2,207,612	1,664,951
EQUITY AND LIABILITIES	2,923,162	2,357,890
Net assets per share attributable to Owners		
of the Company (RM)	0.6712	0.6482

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.

WCE HOLDINGS BERHAD (534368-A) (formerly known as KUMPULAN EUROPLUS BERHAD) Interim financial report for the quarter ended 31 Dec 2016 (The figures have not been audited)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

		Non-Dist	ributable		_			
			Foreign			Attributable	Non-	
	Share	Share	Exchange	Warrants	Accumulated	to Owners of	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
Dividend paid to non-controlling								
interest of a subsidiary	-	-	-	-	-	-	(1,504)	(1,504)
Expiry of warrants	-	-	-	(51,569)	51,569	-	-	-
Total comprehensive income	-	-	-	-	23,029	23,029	1,086	24,115
Balance as at 31 Dec 2016	1,002,736	42,345	(529)	-	(371,548)	673,004	42,546	715,550
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	-	-		-	25,015	25,015	657	25,672
Balance as at 31 Dec 2015	1,002,736	42,345	(529)	51,569	(448,025)	648,096	42,755	690,851

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.

WCE HOLDINGS BERHAD (534368-A) (formerly known as KUMPULAN EUROPLUS BERHAD) Interim financial report for the quarter ended 31 Dec 2016 (The figures have not been audited)

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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

OPERATING ACTIVITIES:	9 month ended 31/12/2016 RM'000	9 month ended 31/12/2015 RM'000
Profit before taxation:	27,076	26,982
Adjustment for :		
Share of results of associates	(13,158)	(16,936)
Depreciation of property, plant and equipment	78	77
Reversal of impairment on an associate	-	(5,561)
Interest income	(328)	(179)
Interest expense	53	1,155
Operating cash flows before changes		
in working capital	13,721	5,538
Changes in Working Capital:		
Inventories	580	(17)
Receivables	6	(33,313)
Payables	(79,248)	210,114
Associate balances	4,607	814
Net cash flows (used in)/from operations	(60,334)	183,136
Income tax paid	(346)	(1,188)
Net cash flows (used in)/from operating activties	(60,680)	181,948

(The figures have not been audited)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (cont'd)

	9 month ended 31/12/2016 RM'000	9 month ended 31/12/2015 RM'000
INVESTING ACTITIVIES		
Addditions to property, plant and equipment	(359)	(1,018)
Infrastructure development expenditure	(618,887)	(369,853)
Dividend paid to non-controllong interest	(1,504)	-
Proceeds from disposal of investment in associates	42,500	-
Interest received	328	179
Net cash flow used in investing activities	(577,922)	(370,692)
FINANCING ACTIVITES		
Interest paid	(53)	(1,155)
Short term investments	(46,030)	289,815
Proceeds from drawdown of borrowings	615,450	1,272,184
Transaction costs of debt issuance paid		(63,893)
Net cash flows from financing activities	569,367	1,496,951
Net increase in cash and cash equivalents	(69,235)	1,308,207
Cash and cash equivalents at beginning of financial period	1,299,112	9,135
Cash and cash equivalents at end of financial period	1,229,877	1,317,342

Note :

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

Cash and bank balances	3,299	9,575
Fixed deposits with licence bank	1,227,687	1,310,060
Bank overdrafts	(1,109)	(2,293)
	1,229,877	1,317,342

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.

(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 guarterly 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.

Adoption of amendments/improvements to FRSs (a)

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

Amendments/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.

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 :-

		begining on or after
<u>New FRSs</u> FRS 9	Financial Instruments	1 January 2018
Amendmen	ts/Improvements to FRSs	
FRS 107	Statement of Cash Flows	1 January 2017
FRS 112	Income Taxes	I 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.

The Group receives a Government Support Loan (GSL) Facility from the Government of Malaysia at an interest rate of 4% per annum to finance the construction of the West Coast Expressway Project. The Group recognises a deferred income being the difference of the net proceeds from the GSL and the fair value of the loan computed based on the prevailing market interest rate for an equivalent loan.

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.

(The figures have not been audited)

NOTES TO CONDENSED FINANCIAL STATEMENTS

A8. **Segmental Results**

Segmental results are included in Note B1.

A9. **Material Subsequent Events**

On 19 January 2017, the Group completed the disposal of its entire 82.84% equity interest in Asian Resinated Felt Sdn Bhd for a total consideration of RM5,372,059.

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.

Contingent Liabilities A11.

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 the appeal and Talam has filed a Notice of Motion for leave to appeal to the Federal Court. Notwithstanding Talam's next course of action, the Group is contingently liable for the amount of RM33.7 million.

(The figures have not been audited)

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				<u>Cumulative quarters</u>			
	31/12/2016	31/12/2015	Cha	nges	31/12/2016	31/12/2015	Char	nges
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
<u>Segmental</u> <u>Revenue</u>								
Manufacturing and trading of industrial products	3,157	1,442	1,715	119%	6,803	4,261	2,542	60%
Toll concession - infrastructure development expenditure	178,037	148,434	29,603	20%	577,117	369,740	207,377	56%
	181,194	149,876	31,318	21%	583,920	374,001	209,919	56%
Profit/(loss) before tax								
Manufacturing and trading of industrial products	931	3	928	30933%	832	(51)	883	-1731%
Toll concession - infrastructure development expenditure	2,479	1,241	1,238	100%	11,317	3,382	7,935	235%
Construction	-	-	-	N/A	-	(3)	3	-100%
Investment holding, management services and others *	3,430	(2,413)	5,843	-242%	14,927	23,654	(8,727)	-37%
	6,840	(1,169)	8,009	-685%	27,076	26,982	94	0%

* includes share of results of associates, including results of Radiant Pillar Sdn Bhd, a company involved in property development.

B1. Review of Performance

(a) Overall Results Commentary:

For the quarter:

The Group recorded revenue of RM181.2 million in the current quarter compared to RM149.9 million in the preceding year quarter. The increase is mainly 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 RM6.8 million in the current quarter, largely attributed to construction profit recognised in the current quarter pursuant to IC Interpretation 12 (IC12) Service Concession Arrangements pertaining to the highway project. In the preceding year quarter, interest income earned from the placement of borrowed funds in excess of utilization which was previously recognised in the income statement, was reversed from the income statement and set off against infrastructure development expenditure in the statement of financial position. This reversal resulted in a pretax loss of RM1.2 million in the preceding year quarter. The Group's share of results of associates has increased from RM0.96 million to RM2.7 million in the current quarter.

(The figures have not been audited)

NOTES TO CONDENSED FINANCIAL STATEMENTS

B2. Comparison with Preceding Quarter's Results

The Group recorded revenue of RM181.2 million in the current quarter compared to RM166.4 million in the preceding quarter, mainly attributed to the higher construction revenue recognised pursuant to IC Interpretation 12 Service Concession Arrangements.

The Group recorded a pretax profit of RM6.8 million in the current quarter compared to a pretax profit of RM9.9 million in the preceding quarter. The lower profit is due mainly to lower share of results of associates of RM2.7 million in the current quarter compared to RM6.7 million in the preceding quarter mainly due to lower profit recorded by Bandar Rimbayu in the current 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 toll collections from certain sections are expected to commence late 2018. The Construction Commencement Date was set on 25 August 2014 and will take five years to complete. Currently, the construction is ongoing.

The Company is also participating in the construction of the WCE as the IJMC-WCEHB Joint Venture has been appointed as the Turnkey/Engineering and Procurement Contractor for the WCE highway project.

(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 remainder of this financial year, Bandar Rimbayu is expected to record reasonable performance on the back of the unbilled sales and satisfactory response to its recent sales launches.

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

B4. Profit Forecast and Guarantee

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

(The figures have not been audited)

NOTES TO CONDENSED FINANCIAL STATEMENTS

B5. Taxation

	Individua	l Quarter	Cumulative Period			
	Current	Preceding	Current	Preceding		
	Year	Year	Year	Year		
	Quarter	Quarter	To-date	To-date		
	31/12/2016	31/12/2015	31/12/2016	31/12/2015		
	RM'000	RM'000	RM'000	RM'000		
Income Tax						
Current year	427	(76)	1,590	-		
Prior year	-	-	-	432		
	427	(76)	1,590	432		
Deferred Tax						
Current year	357	353	1,371	878		
Total	784	277	2,961	1,310		

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.

(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 utilisation	Utilisation as at 31 Dec 2016	Balance as at 31 Dec 2016	Intended timeframe for utilisation from 31 Dec 2016
	RM'000	RM'000	RM'000	RM'000
- Injection as equity, convertible and/				
or subordinated advances into WCESB	32,200	_ ^	32,200	Within 12 months
- Working capital and contingencies	8,000	-	8,000 *	
- Defray expenses relating to Disposal	2,300	(380)	1,920 *	
	42,500	(380)	42,120	

(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 utilisation	Utilisation as at 31 Dec 2016	Balance as at 31 Dec 2016	Intended timeframe for utilisation from 31 Dec 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)	-	Completed
- Defray Rights Issue expenses	7,000	(4,779)	2,221 *	<
-	464,123	(360,402)	103,721	

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^ 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.

* This excess amount will be utilised as working capital.

B7. Group Borrowings and Debt Securities

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

	R M ² 000
- secured	1,537,476
- unsecured	-
Total borrowings	1,537,476

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.

(The figures have not been addited)

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

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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
	31/12/2016	31/12/2015	31/12/2016	31/12/2015
Profit attributable to owners of the				
company (RM'000)	5,664	(896)	23,029	25,015
Weighted average number of ordinary	ý			
shares ('000)	1,002,736	1,002,736	1,002,736	1,002,736
Basic earnings per share (sen)	0.56	(0.09)	2.30	2.49

B12. Realised and Unrealised Losses

	As at 31 Dec 2016	
	RM'000	
Total accumulated losses of the Company and sub-	sidiaries	
- Realised	(684,475)	
- Unrealised	(894)	
	(685,369)	
Total share of retained earnings of associates		
- Realised	66,012	
- Unrealised	19,967	
	85,979	
- Consolidation adjustments	227,842	
	(371,548)	

WCE HOLDINGS BERHAD (534368-A) (formerly known as KUMPULAN EUROPLUS BERHAD) Interim financial report for the quarter ended 31 Dec 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 20 Feb 2017.

By order of the Board

Raw Koon Beng **Company Secretary**

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