

ASIAN PAC HOLDINGS BERHAD (129-T)

(INCORPORATED IN MALAYSIA)

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THIRD QUARTER ENDED 31 MARCH 2015**

(The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER (Restated)	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING YEAR (Restated)
	31/03/15 RM'000	31/03/14 RM'000	31/03/15 RM'000	31/03/14 RM'000
Revenue	60,117	81,841	230,312	284,191
Operating expenses	(68,885)	(71,078)	(220,851)	(244,485)
Other operating income	522,029	3,209	525,276	6,387
Profit from operations	<u>513,261</u>	<u>13,972</u>	<u>534,737</u>	<u>46,093</u>
Finance costs	(1,834)	(969)	(6,193)	(2,726)
Share of result of associate	-	-	-	-
Profit before taxation	<u>511,427</u>	<u>13,003</u>	<u>528,544</u>	<u>43,367</u>
Taxation	(141,987)	7,665	(151,265)	(2,538)
Profit after tax for the year	<u><u>369,440</u></u>	<u><u>20,668</u></u>	<u><u>377,279</u></u>	<u><u>40,829</u></u>
Attributable to:-				
Owners of the Parent	369,444	20,670	377,291	40,832
Non-controlling interests	(4)	(2)	(12)	(3)
	<u><u>369,440</u></u>	<u><u>20,668</u></u>	<u><u>377,279</u></u>	<u><u>40,829</u></u>
EPS - Basic (sen)	37.48	2.12	38.27	4.00
- Diluted (sen)	37.26	2.12 @	37.80	4.00 @

Note : @ There is no dilutive event for preceding year quarter and preceeding year corresponding period. Therefore, the diluted EPS is the same as basic EPS.

(The Condensed Consolidated Statement of Profit or Loss should be read in conjunction with the audited financial statements for the year ended 31 March 2014 and the notes to the Interim Financial Report).

ASIAN PAC HOLDINGS BERHAD (129-T)

(INCORPORATED IN MALAYSIA)

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME FOR THIRD QUARTER ENDED 31 MARCH 2015**

(The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER Restated	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING YEAR Restated
	31/03/15 RM'000	31/03/14 RM'000	31/03/15 RM'000	31/03/14 RM'000
Profit after tax for the year	369,440	20,668	377,279	40,829
Other comprehensive income/(expense) :				
Fair value gain/(loss) on available-for-sale financial assets	345	(116)	167	(907)
Total comprehensive income for the year	<u>369,785</u>	<u>20,552</u>	<u>377,446</u>	<u>39,922</u>
Total comprehensive income attributable to :				
Owners of the Parent	369,789	20,554	377,458	39,925
Non-controlling interests	(4)	(2)	(12)	(3)
	<u>369,785</u>	<u>20,552</u>	<u>377,446</u>	<u>39,922</u>

(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 31 March 2014 and the notes to the Interim Financial Report).

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2015

(The figures have not been audited)

	AS AT END OF CURRENT YEAR 31/03/15 RM'000	AS AT PRECEDING FINANCIAL YEAR END Restated 31/03/14 RM'000
ASSETS		
Non Current Assets		
Property, plant and equipment	35,838	32,545
Land held for property development	54,068	54,068
Investment properties	1,134,393	406,906
Intangible assets	13,539	17,275
Investment in associate	-	-
Available-for-sale investments	4,555	4,389
Deferred tax assets	2,143	2,136
	<u>1,244,536</u>	<u>517,319</u>
Current Assets		
Property development costs	104,266	214,338
Inventories of completed properties	17,331	6,690
Trade & other receivables	39,613	60,556
Accrued billings in respect of property development costs	35,142	42,383
Accrued income	69	29
Prepayment	351	1,359
Tax recoverable	1,662	1,375
Others investment	25,528	-
Cash and bank balances	71,937	89,878
	<u>295,899</u>	<u>416,608</u>
TOTAL ASSETS	<u>1,540,435</u>	<u>933,927</u>
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share capital	198,205	195,063
Reserves	7,206	2,407
Retained profits	583,989	211,651
Total shareholder's equity	<u>789,400</u>	<u>409,121</u>
Non-Controlling interest	256	268
Total Equity	<u>789,656</u>	<u>409,389</u>
Non Current Liabilities		
Deferred tax liabilities	191,445	53,098
Long Term Trade Creditors	13,116	11,976
Loans and borrowings	248,662	172,358
	<u>453,223</u>	<u>237,432</u>
Current Liabilities		
Loans and borrowings	127,693	114,906
Trade & other payables	165,666	120,010
Prepayment from tenants	699	655
Progress billings in respect of property development costs	-	37,207
Dividend Payable	2,973	-
Tax payable	525	14,328
	<u>297,556</u>	<u>287,106</u>
Total liabilities	<u>750,779</u>	<u>524,538</u>
TOTAL EQUITY AND LIABILITIES	<u>1,540,435</u>	<u>933,927</u>
Net assets per share attributable to equity holders of the parent (Sen)	79.7	42.0

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THIRD QUARTER ENDED 31 MARCH 2015**

	Attributable to Equity Holders of the Parent					Non Controlling Interest	Total Equity
	Non-distributable			Distributable			
	Share Capital	Share Premium	Other Reserves	Retained Profits Restated	Total		
RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
At 1 April 2014	195,063	2,206	201	181,895	379,365	268	379,633
Effects of change in accounting policy for Investment Property	-	-	-	29,756	29,756	-	29,756
As restated	195,063	2,206	201	211,651	409,121	268	409,389
Total comprehensive income for the year	-	-	167	377,291	377,458	(12)	377,446
Dividends paid for financial year ended 31 March 2014	-	-	-	(1,980)	(1,980)	-	(1,980)
Proposed Final Dividends for financial year ended 31 March 2015	-	-	-	(2,973)	(2,973)	-	(2,973)
Share options granted under ESOS	-	-	4,632	-	4,632	-	4,632
Issue of ordinary shares pursuant to ESOS	3,142	1,221	(1,221)	-	3,142	-	3,142
At 31 March 2015	198,205	3,427	3,779	583,989	789,400	256	789,656
At 1 April 2013	195,063	2,206	1,108	143,353	341,730	271	342,001
Effects of change in accounting policy for Investment Property	-	-	-	27,466	27,466	-	27,466
As restated	195,063	2,206	1,108	170,819	369,196	271	369,467
Total comprehensive income for the year	-	-	(907)	40,832	39,925	(3)	39,922
At 31 March 2014	195,063	2,206	201	211,651	409,121	268	409,389

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the financial statements for the year ended 31 March 2014 and the Notes to the Interim Financial Report)

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW
FOR THIRD QUARTER ENDED 31 MARCH 2015**

(The figures have not been audited)

	31/03/15	31/03/14
	RM'000	Restated RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	528,544	43,367
Adjustment for non-cash items :		
Non-cash items	(510,008)	2,755
Non-operating items	3,467	1,064
Operating profit before working capital changes	<u>22,003</u>	<u>47,186</u>
Changes in Working Capital :		
Decrease in receivables	29,160	(46,340)
Movement in property development cost	110,072	(496)
Movement in stocks	(10,641)	32
Increase in payable	9,917	59,331
Cash generated from operations	<u>160,511</u>	<u>59,713</u>
Interest and dividend received	777	324
Taxation paid	(27,015)	(3,087)
Net cash generated from operations	<u>134,273</u>	<u>56,950</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest and dividend received	1,851	1,338
Proceed from/(Purchase of) other investments/placements	(25,528)	3,422
Purchase property, plant & equipment (net of disposal)	(4,315)	(250)
Investment in investment property	(205,639)	(23,805)
Net cash used in investing activities	<u>(233,631)</u>	<u>(19,295)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from exercise of ESOS	3,142	-
Repayment hire purchase financing (net)	(424)	(257)
Drawdown of Short & Long Term Loan	318,151	42,639
Repayment of Short/Long Term Loan & Financing Cost	(231,293)	(63,528)
Interest paid	(6,179)	(2,726)
Dividend paid	(1,980)	-
Net cash from/(used in) financing activities	<u>81,417</u>	<u>(23,872)</u>
NET CHANGES IN CASH & BANK BALANCES	(17,941)	13,783
CASH & BANK BALANCES AT THE BEGINNING OF THE YEAR	<u>89,878</u>	<u>76,095</u>
CASH & BANK BALANCES AT THE END OF THE YEAR	<u><u>71,937</u></u>	<u><u>89,878</u></u>

(The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the financial statements for the year ended 31 March 2014 and Notes to the Interim Financial Report)

ASIAN PAC HOLDINGS BERHAD (129-T)

(INCORPORATED IN MALAYSIA)

PART A : EXPLANATORY NOTES PURSUANT TO FRS 134**A1 Basis of Preparation**

The interim financial statements are unaudited and have been prepared in accordance with the requirements of Financial Reporting Standards ("FRS") 134 : Interim Financial Reporting and Chapter 9, Part K of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 31 March 2014. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 March 2014.

The accounting policies and methods of computation adopted in this interim financial statements are consistent with those adopted in the preparation of the audited financial statements for the year ended 31 March 2014, except for the adoption of the following Financial Reporting Standards (FRS), amendment to FRS and Issues Committee ("IC") Interpretations, which are applicable for the Group's financial year beginning 1 April 2014:-

FRS 9	:	Financial Instruments
FRS 13	:	Fair Value Measurement
Amendments to FRS 7	:	Financial Instruments - Disclosure (Mandatory Effective Date of FRS 9 and Transition Disclosures)
Amendments to FRS 9	:	Financial Instruments (Mandatory Effective Date of FRS 9 and Transition Disclosures)
Amendments to FRS 10, 12 & 127	:	Investment Entities
Amendments to FRS 11	:	Accounting for Acquisitions of Interests in Joint Operations
Amendments to FRS 101	:	Disclosure Initiative
Amendments to FRS 116 & 138	:	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to FRS 119	:	Defined Benefit Plans: Employee Contributions
Amendments to FRS 127	:	Equity Method in Separate Financial Statements
Amendments to FRS 132	:	Offsetting Financial Assets and Financial Liabilities
Amendments to FRS 136	:	Recoverable Amount Disclosures for Non-Financial Assets
Amendments to FRS contained in the document entitled "Annual Improvement to FRSs 2010-2012 Cycle"		
Amendments to FRS contained in the document entitled "Annual Improvement to FRSs 2011-2013 Cycle"		
Amendments to FRS contained in the document entitled "Annual Improvement to FRSs 2012-2014 Cycle"		

Adoption of the above standards and interpretations did not have any significant effect on the financial performance and position of the Group.

The Group has changed its accounting policy for Investment Properties for financial year ended 31 March 2015 by adopting a "Fair Value Model" as provided in FRS 140 - Investment Properties as compared to the "Cost Model" adopted in previous financial years. The Group has applied this change in accounting policy retrospectively and certain comparatives have been restated. The following are effects to the consolidated financial position as at 31 March 2015 arising from the change in accounting policy:

	INCREASE/ (DECREASE) RM'000
Statement of financial position @ 31 March 2015	
Investment properties	551,758
Deferred tax liabilities	(145,738)
Retained earnings	<u>(406,020)</u>

A1 Basis of Preparation (Cont'd)

The following comparatives have been restated :

	As previously stated RM'000	Adjustments RM'000	As restated RM'000
31 March 2014			
Investment Properties	375,764	31,142	406,906
Deferred tax liabilities	(51,712)	(1,386)	(53,098)
Retained earnings	(181,895)	(29,756)	(211,651)
31 March 2013			
Investment Properties	352,448	28,794	381,242
Deferred tax liabilities	(51,712)	(1,328)	(53,040)
Retained earnings	(143,353)	(27,466)	(170,819)

Malaysian Financial Reporting Standards (MFRS Framework)

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

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

MASB has further announced on 2 September 2014 that the Transitioning Entities shall be required to apply the MFRS framework for annual periods beginning on or after 1 January 2017.

The Group falls within the scope definition of Transitioning Entities and have opted to defer adoption of the new MFRS Framework. Accordingly, the Group will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 March 2018. In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained profits.

The Group is in the process of assessing the financial effects of the differences between the accounting standards under FRS and under MFRS Framework. Accordingly, the consolidated financial performance and financial position as disclosed in these financial statements for the year ended 31 March 2015 and 31 March 2014 could be different if prepared under the MFRS Framework.

A2 Audit Qualification

The audit report of the preceding annual financial statements was not qualified.

A3 Seasonal or Cyclical Factors

The Group's activities are not affected by any seasonal or cyclical factors.

A4 Nature and Amount of Unusual Items

There were no items of an exceptional or unusual nature that have affected the assets, liabilities, equity, net income or cashflows of the Group during the current financial year.

A5 Changes in estimates

There are no significant changes in estimates in the current financial year.

A6 Debt and Equity Securities

Other than disclosed below, there were no other issuances, cancellations, repurchases, resale and repayment of debt and equity securities for the followings:

The Group's employee exercised the following ESOS at an exercise price of RM0.20 each into new ordinary shares of the Company.

	CURRENT YEAR QUARTER 31/03/15	CURRENT YEAR TODATE 31/03/15
No. of ESOS exercise ('000)	230	15,711
Proceeds received (RM '000)	46	3,142

A7 Dividend

On 13 November 2014, the Company paid a special single tier dividend of RM0.002 per ordinary share, amounting RM1,980,341 in respect of the financial year ended 31 March 2014.

A8 Subsequent Events

There were no material events subsequent to the fourth quarter ended 31 March 2015 up to the date of this report, which is likely to substantially affect the results of the operations of the Group.

A9 Effects of Changes in the Composition of the Group

There were no changes in the composition of the Group during the financial year since the last financial report.

A10 Contingent Liabilities

Contingent liabilities of the Group as at the date of this report, are in respect of guarantees given to government bodies and service providers amounting to RM20,566,985.00.

A11 Capital Commitment

There were no capital commitment as at the date of this announcement.

A12 Related Party Transactions

There were no significant related party transactions as at the date of this announcement.

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

B1 Review of Performance of the Operating Segments

	CUMULATIVE QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/03/15	31/03/14	31/03/15	31/03/14
	RM'000	RM'000	RM'000	RM'000
<u>Revenue</u>				
Investment holding and others	118	19	382	84
Property development	58,729	80,703	225,302	279,976
Property investment	309	293	1,200	1,160
Mall Operations	184	-	184	-
Carpark operations	777	826	3,244	2,971
Total revenue	<u>60,117</u>	<u>81,841</u>	<u>230,312</u>	<u>284,191</u>
<u>Results</u>				
Investment holding and others	11,745	(1,879)	3,991	(3,154)
Property development	(3,511)	11,908	19,605	42,346
Property investment	506,942	2,663	507,165	2,913
Mall Operations	(4,080)	-	(3,743)	-
Carpark operations	331	311	1,526	1,262
Less : Share of results of Associated Company	-	-	-	-
Profit before tax	<u>511,427</u>	<u>13,003</u>	<u>528,544</u>	<u>43,367</u>

Current Quarter vs Previous Year Corresponding Quarter

For the current quarter under review, the Group recorded a lower revenue of RM60.1 million as compared to preceding year corresponding quarter of RM81.8 million. The lower revenue in current quarter was mainly due to the lower revenue recognised by the property development division for projects at KK Times Square 2, Dataran Larkin 1 and Fortune Perdana as compared to the preceding year corresponding quarter.

The Group recorded a higher profit before tax of RM511.4 million in the current quarter as compared to profit before tax of RM13.0 million in the preceding year corresponding quarter. The higher profit before tax in the current quarter is mainly due to higher increase in fair value gain on investment properties of RM520.6 million as compared to fair value gain of RM2.35 million in the preceding quarter due to change in accounting policy as mentioned in item A1 above.

B2 Comment on Financial Results (Current quarter compared with the preceding quarter)

	Current Quarter	Preceding Quarter	Variance
	31/3/15	31/12/14	
	RM'000	RM'000	RM'000
Profit before tax	511,427	6,428	504,999

The Group recorded a pre-tax profit of RM511.4 million in the current quarter ended 31 March 2015, a positive variance of RM505 million from the pre-tax profit of RM6.4 million in the preceding quarter ended 31 December 2014. The increase in pre-tax profit was mainly due to fair value gain on investment properties in particular, the fair value gain for the Group's Imago Mall @ KK Times Square, Kota Kinabalu, Sabah which was completed and officially launched on 28 March 2015. The fair value gain associated with the Imago Mall amounted to RM458.8 million.

B3 Prospects

The Imago Mall at Kota Kinabalu, Sabah was officially launched on 28 March 2015. The Mall Operations will be an additional contributor to the Group's results besides the existing Property Development Division and Car Park Operations in the next financial year. With the recurring income from the Mall Operations and Car Park Operations as well as from the Property Development Division, we are confident that the results for the next financial year is expected to be favourable.

B4 Profit Forecast / Guarantee

There were no profit forecast or profit guarantee issued by the Group.

B5 Taxation

Taxation comprises:-

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TODATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/03/15 RM'000	31/03/14 RM'000 Restated	31/03/15 RM'000	31/03/14 RM'000 Restated
Company Level				
- current taxation	-	-	-	-
- prior year	-	-	-	-
Subsidiary Companies				
- current taxation	(141,987)	(3,663)	(151,098)	(13,917)
- prior year	-	11,328	(167)	11,379
	<u>(141,987)</u>	<u>7,665</u>	<u>(151,265)</u>	<u>(2,538)</u>

The tax charge in the current quarter and current year-to-date arises from the operating and investment income of subsidiary companies.

The difference between the income tax expense at the statutory income tax rate and the income tax expense at the effective income tax rate of the Group is due to certain income not subject to tax, certain expenses not deductible for tax purposes, utilisation of previously unrecognised tax losses and deferred tax assets not recognised during the current quarter and current year-to-date.

B6 Status of Corporate Proposals

There were no outstanding Corporate Proposal as at the date of this announcement.

B7 Group Borrowings as at 31 March 2015 are as follows:

	RM'000
a) Current Secured:-	
Term loans and Revolving Credits	127,219
Obligation under finance lease	474
	<u>127,693</u>
b) Non-current Secured:-	
Term loans	247,504
Obligation under finance lease	1,158
	<u>248,662</u>
Total Borrowings	<u><u>376,355</u></u>

B8 Material Litigation

The Directors are not aware of any material litigation that would adversely affect the operations and financial affairs of the Group as at the date of this announcement.

B9 Proposed Dividend

The Directors recommend a final dividend of 0.3 sen per share for the year ended 31 March 2015.

B10 Earnings Per Share

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TODATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/03/15 RM'000	31/03/14 RM'000	31/03/15 RM'000	31/03/14 RM'000
a) Basic earnings per share				
Net profit attributable to owners of the parent	369,444	20,670	377,291	40,832
Weighted average no. of ordinary share in issue	985,792	975,315	985,792	975,315
Basic earnings per share (sen)	<u><u>37.48</u></u>	<u><u>2.12</u></u>	<u><u>38.27</u></u>	<u><u>4.19</u></u>
b) Diluted earning per share				
Net profit attributable to ordinary equity holders of the parent	369,444	20,670	377,291	40,832
Weighted average no. of ordinary share in issue	985,792	975,315	985,792	975,315
Assumed exercise of ESOS	5,692	@	12,325	@
	<u>991,484</u>	<u>975,315</u>	<u>998,117</u>	<u>975,315</u>
Diluted earning per share (sen)	<u><u>37.26</u></u>	<u><u>2.12</u></u>	<u><u>37.80</u></u>	<u><u>4.19</u></u>

@ There is no dilutive event for preceding year quarter and preceeding year corresponding period. Therefore, the diluted EPS is the same as basic EPS.

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(INCORPORATED IN MALAYSIA)

B11 Profit Before Tax

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

	CURRENT YEAR QUARTER	CURRENT YEAR TODATE
	31/03/15 RM'000	31/03/15 RM'000
Charging:		
Depreciation	392	2,428
Allowance for doubtful debts	(126)	236
Finance cost	1,834	6,193
Impairment of goodwill	1,731	3,736
And crediting:		
Interest income	690	2,720
Dividend income	-	6
Other income	521,171	522,646
Unwinding of discount - Retention creditor	<u>285</u>	<u>285</u>

The gain or loss on derivatives is not applicable to the Group as the Group's policy states that no trading in derivative financial instruments shall be undertaken.

B12 Realised and Unrealised Retained Profit/(Loss) Disclosure

	As at 31/3/15	As at 31/03/14
	RM'000	Restated RM'000
Total retained profits		
- Unrealised retained profits	387,113	20,931
- Realised retained profits	<u>129,324</u>	<u>118,126</u>
	516,437	139,057
Add : Consolidation adjustments	67,552	72,594
Total Group retained profits	<u><u>583,989</u></u>	<u><u>211,651</u></u>

Dated : 28 May 2015
Kuala Lumpur, Malaysia

By order of the Board
Chan Yoon Mun
Secretary