

BERJAYA LAND BERHAD
(COMPANY NO: 201765-A)

UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 OCTOBER 2007

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BERJAYA LAND BERHAD

(COMPANY NO: 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 OCTOBER 2007
CONDENSED CONSOLIDATED BALANCE SHEET**

	Note	<u>Group</u>	
		At 31/10/07	At 30/04/07 (Audited) (Restated)
		RM'000	RM'000
Non-Current Assets			
Property, Plant and Equipment		1,358,260	1,503,801
Investment Properties		504,256	877,346
Land Held For Development		220,543	240,323
Prepaid Lease Premiums		155,368	156,483
Associated Companies		1,221,395	1,152,568
Investments		119,444	45,218
Jointly Controlled Entity		25,240	22,945
Intangible Assets		20,872	22,586
		3,625,378	4,021,270
Current Assets			
Development Properties		313,476	292,860
Inventories		85,342	94,548
Amount Due From Penultimate Holding Company		65,583	85,304
Receivables		705,252	603,506
Tax Recoverable		64,275	61,459
Assets Held For Sale		372,900	-
Deposits, Cash And Bank Balances		515,885	310,478
		2,122,713	1,448,155
Total Assets		5,748,091	5,469,425
Equity			
Share Capital		1,087,267	896,013
Share Premium		57,529	57,529
Reserves :			
Exchange Reserves		(14,844)	(6,979)
Retained Earnings		1,369,938	1,100,998
		1,355,094	1,094,019
Equity attributable to equity holders of the parent		2,499,890	2,047,561
Minority Interests		83,573	83,663
Total Equity		2,583,463	2,131,224
Non-Current Liabilities			
5% Irredeemable Convertible Unsecured Loan Stocks ("ICULS") 1999/2009		26,089	213,880
8% Secured Exchangeable Bonds		900,000	900,000
Retirement Benefit Obligations		2,055	2,069
Long Term Borrowings	B9	967,497	973,406
Other Long Term Liabilities		260,777	260,618
Deferred Taxation		171,169	224,328
		2,327,587	2,574,301
Current Liabilities			
Payables		395,282	462,084
Short Term Borrowings	B9	208,471	295,502
Retirement Benefit Obligations		63	78
Taxation		18,445	6,236
Dividend payable		81,244	-
Liabilities of Assets Held for Sale		133,536	-
		837,041	763,900
Total Equity and Liabilities		5,748,091	5,469,425
<i>Net assets per share attributable to ordinary equity holders of the parent (sen)</i>		230	229

The annexed notes form an integral part of this interim financial report.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 OCTOBER 2007
CONDENSED CONSOLIDATED INCOME STATEMENT**

	Note	CURRENT QUARTER ENDED		FINANCIAL PERIOD ENDED	
		31/10/07 RM'000	31/10/06 RM'000	31/10/07 RM'000	31/10/06 RM'000
Revenue		175,554	121,960	325,687	246,332
Operating expenses, net		(157,050)	(115,133)	(291,506)	(227,914)
Profit from operations		18,504	6,827	34,181	18,418
Investment related income, net		387,097	7,236	413,413	10,379
Share of results from associated companies		43,274	33,795	89,161	76,249
Share of results from a jointly controlled entity		(449)	-	(449)	-
Finance costs		(128,459)	(46,613)	(173,842)	(85,387)
Profit before tax		319,967	1,245	362,464	19,659
Taxation	B5	5,101	7,108	1,024	3,731
Profit for the quarter/period		325,068	8,353	363,488	23,390
Attributable to:					
- Equity holders of the Parent		325,375	8,597	363,578	23,602
- Minority interests		(307)	(244)	(90)	(212)
		325,068	8,353	363,488	23,390
Earnings per share (sen)	B13				
Basic		33.24	0.98	38.24	2.63
Fully diluted		33.24	N/A	38.24	2.61

The annexed notes form an integral part of this interim financial report.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 OCTOBER 2007
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	----- Attributable to the equity holders of the Parent -----						
	Share capital RM '000	Share premium RM '000	Non - distributable reserves RM '000	Distributable Retained earnings RM'000	Total RM'000	Minority interests RM'000	Total Equity RM'000
At 1 May 2006	895,423	57,529	54,171	822,207	1,829,330	71,998	1,901,328
Effects of adoption of FRS 140	-	-	-	195,428	195,428	-	195,428
Effects of adoption of FRS 3	-	-	-	34,165	34,165	-	34,165
Share of associated company's effects of adoption of FRS 140	-	-	-	6,707	6,707	-	6,707
	895,423	57,529	54,171	1,058,507	2,065,630	71,998	2,137,628
Currency translation differences, representing total expenses recognised directly in equity	-	-	(8,877)	-	(8,877)	-	(8,877)
Net profit for the period	-	-	-	23,602	23,602	(212)	23,390
Total recognised income and expense for the period	895,423	57,529	45,294	1,082,109	2,080,355	71,786	2,152,141
Issuance of shares from conversion of 5% ICULS 1999/2009	62	-	-	-	62	-	62
Dividend	-	-	-	(32,237)	(32,237)	-	(32,237)
At 31 October 2006	895,485	57,529	45,294	1,049,872	2,048,180	71,786	2,119,966
At 1 May 2007	896,013	57,529	(6,979)	1,100,998	2,047,561	83,663	2,131,224
Loss on accretion of an associated company	-	-	-	(13,394)	(13,394)	-	(13,394)
Currency translation differences	-	-	(7,865)	-	(7,865)	-	(7,865)
Total expenses recognised directly in equity	-	-	(7,865)	(13,394)	(21,259)	-	(21,259)
Net profit for the period	-	-	-	363,578	363,578	(90)	363,488
Total recognised income and expense for the period	896,013	57,529	(14,844)	1,451,182	2,389,880	83,573	2,473,453
Issuance of shares from conversion of 5% ICULS 1999/2009	191,254	-	-	-	191,254	-	191,254
Final dividend *	-	-	-	(47,622)	(47,622)	-	(47,622)
First interim dividend **	-	-	-	(33,622)	(33,622)	-	(33,622)
At 31 October 2007	1,087,267	57,529	(14,844)	1,369,938	2,499,890	83,573	2,583,463

* In respect of financial year ended 30 April 2007

** In respect of financial year ending 30 April 2008

The annexed notes form an integral part of this interim financial report.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 OCTOBER 2007
CONDENSED CONSOLIDATED CASH FLOW STATEMENT**

	6 months ended	
	31/10/07	31/10/06
	RM'000	RM'000
OPERATING ACTIVITIES		
Receipts from customers/operating revenue	337,080	332,302
Payment to suppliers and other operating expenses	(270,927)	(248,984)
Tax paid	(2,617)	(2,546)
Other receipts/(payments) (including tax refunds)	11,958	(2,408)
Net cash generated from operating activities	<u>75,494</u>	<u>78,364</u>
INVESTING ACTIVITIES		
Sale of property, plant and equipment	243	4,997
Sale of other investments and properties	560,666	1,162
Sale of investment in subsidiary companies	147,085	-
Acquisition of property, plant and equipment and properties	(13,539)	(11,959)
Acquisition of equity interest in associated companies	(44,522)	(8,417)
Acquisition of equity interest in subsidiary companies	(5)	(17)
Cash effects of acquisition of subsidiary companies	-	2,001
Additional capital contribution in a jointly controlled entity	(2,745)	-
Acquisition of additional equity interest in associated companies	-	(1,939)
Subscription of rights issue in an associated company	(9,233)	(6,079)
Partial disposal of equity interest in an associated company	-	841
Acquisition of other investments, including ICULS bought back	(397,976)	(147,608)
Proceeds from capital distribution by an associated company	-	302,952
Interest received	4,527	5,679
Advances to related companies *	(1,843)	(28,315)
Repayment of advances to an associated company	(75,023)	(467,900)
Dividend received	79,364	119,964
Other payments (including share application monies for certain investments)	(21,386)	(53,404)
Net cash generated from/(used in) investing activities	<u>225,613</u>	<u>(288,042)</u>
FINANCING ACTIVITIES		
Issuance of 8% Exchangeable Bonds	-	900,000
8% Exchangeable Bonds issue expenses	-	(14,444)
Drawdown of bank and other borrowings	316,723	160,675
Repayment of borrowings and other borrowings	(325,315)	(691,870)
Dividend paid to shareholders of the Company	(5)	-
Interest paid	(65,028)	(53,941)
Other payments	(3,683)	(3,926)
Net cash (used in)/generated from financing activities	<u>(77,308)</u>	<u>296,494</u>
NET CASH INFLOW	223,799	86,816
EFFECTS OF EXCHANGE RATE CHANGES	(6,846)	652
OPENING CASH AND CASH EQUIVALENTS	266,751	119,387
CLOSING CASH AND CASH EQUIVALENTS	<u>483,704</u>	<u>206,855</u>

CONDENSED CONSOLIDATED CASH FLOW STATEMENT (CONT'D)

	6 months ended	
	31/10/07	31/10/06
	RM'000	RM'000
The closing cash and cash equivalents comprise the following:		
Deposits, cash and bank balances	515,885	243,089
Bank overdraft (included under short term borrowings)	(32,181)	(36,234)
	<u>483,704</u>	<u>206,855</u>

* This represents dividend income and sale proceeds of securities in respect of the Group's quoted investments that have been pledged to financial institutions for credit facilities granted to holding and related companies before the inception of the Revamped Listing Requirements of Bursa Malaysia Securities Berhad. Such dividend income and sale proceeds were paid directly to the financial institutions concerned and accordingly, have been reflected as advances to related companies.

The annexed notes form an integral part of this interim financial report.

NOTES

- A1 The interim financial report is not audited and has been prepared in compliance with Financial Reporting Standards (FRS) 134 - Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements of the Company for the year ended 30 April 2007.

The same accounting policies and methods of computation used in the preparation of the financial statements for the year ended 30 April 2007 have been applied in the preparation of the interim financial report under review except for the adoption of new/revised FRS 117: Leases and FRS 124: Related Party Disclosures which were effective for the financial periods beginning on or after 1 October 2006. These FRSs have no significant impact on the financial statements of the Group upon their initial application other than the reclassification of prepaid lease premium which was previously included in Property, Plant and Equipment.

- A2 The audit report of the Company's most recent annual audited financial statements did not contain any qualification.
- A3 Our principal business operations are not significantly affected by any seasonal or cyclical factors except for:
- (i) the property development division which is affected by the prevailing cyclical economic conditions; and
 - (ii) the local island beach resorts situated at the East Coast of Peninsular Malaysia which are affected by the North-East monsoon season during the third quarter of the financial year.
- A4 (a) There were no unusual or material items affecting the Group in the current quarter and financial period ended 31 October 2007 other than as disclosed below:

	Quarter ended <u>31/10/07</u> RM'000	Financial period ended <u>31/10/07</u> RM'000
Writeback of impairment in value of quoted investments	58	3,925
Writeback of impairment in value of investment in an associated company	59	17,480
Gain on disposal of quoted investments	12,850	12,850
Gain on placement of 5% ICULS 1999/2009	339,234	339,234
Gain on disposal of investments in subsidiary companies	26,654	26,654
	<u>378,855</u>	<u>400,143</u>
Deemed finance costs arising from exercise of put option on 5% ICULS 1999/2009 by financial institutions (included in finance costs)	(69,394)	(69,394)
	<u>309,461</u>	<u>330,749</u>

NOTES (Continued)

(b) There were no material changes in estimates of amounts reported in the current quarter and financial period ended 31 October 2007 other than those changes that resulted from the adoption of new FRSs as mentioned in Note A1 above.

A5 There were no issuances and repayment of debts and equity securities, share buy-backs, share cancellation, shares held as treasury shares and resale of treasury shares for the current financial period ended 31 October 2007 except for the issuance of 191,253,800 new ordinary shares of RM1.00 each when RM191,253,800 nominal value of 5% ICULS 1999/2009 were converted into shares at the rate of RM1.00 nominal value of 5% ICULS 1999/2009 for one fully paid ordinary share.

A6 The Company did not pay any dividend in the current quarter ended 31 October 2007.

A7 Segmental information for the financial period ended 31 October 2007:-

Revenue

	<u>External</u> <u>RM'000</u>	<u>Inter-segment</u> <u>RM'000</u>	<u>Total</u> <u>RM'000</u>
Property development and investment	144,905	990	145,895
Hotel, resort and recreation	<u>180,782</u>	<u>132</u>	<u>180,914</u>
Sub-total	325,687	1,122	326,809
Less: Inter-segment revenue	-	(1,122)	(1,122)
Total revenue	<u><u>325,687</u></u>	<u><u>-</u></u>	<u><u>325,687</u></u>

Results

	<u>RM'000</u>
Property development and investment	47,142
Hotel, resort and recreation	<u>3,838</u>
	50,980
Unallocated corporate expenses	<u>(16,799)</u>
Profit from operations	34,181
Share of results from associated companies	89,161
Share of results from a jointly controlled entity	(449)
Finance costs	(173,842)
Investment related income, net	
- Interest income	9,769
- Others	403,644
	<u>413,413</u>
Profit before tax	362,464
Income tax expense	1,024
Profit for the year	<u><u>363,488</u></u>

NOTES (Continued)

- A8 The valuation of land and buildings have been brought forward without amendment from the previous annual report.
- A9 There were no material events subsequent to the end of this current quarter that have not been reflected in the financial statements for this financial period.
- A10 There were no material changes in the composition of the Group for the financial period ended 31 October 2007 including business combination, acquisition or disposal of subsidiaries and long term investments, restructuring and discontinuing operations except for:
- a) the acquisition of 100% in Berjaya Airport Services Sdn Bhd and 100% in Berjaya Air Cargo Sdn Bhd, by Berjaya Air Sdn Bhd for a total consideration of RM4.00;
 - b) the accretion of the Group's equity interest in Berjaya Sports Toto Berhad ("BToto") from 47.32% as at 30 April 2007 to 48.76% as at 31 October 2007 mainly as a result of the purchase of approximately 14.5 million BToto treasury shares by BToto and the acquisition of 9.0 million BToto shares by B.L. Capital Sdn Bhd, a wholly-owned subsidiary of the Company;
 - c) the acquisition of 100% in Berjaya Jet Charter Sdn Bhd for a total consideration of RM2.00;
 - d) the acquisition of 100% equity interest in Mahameru Consultancy d.o.o. Visoko incorporated with limited responsibility in Bosnia and Herzegovina for a total cash consideration of 2,000 konvertibilna marka (about RM4,873) by Berjaya Leisure (Cayman) Limited ("BLCL"); and
 - e) the disposal of the entire 100% equity interest in Berjaya Hotels and Resorts (Mauritius) Limited by the Company and the entire 100% equity interest in Berjaya Mahe Beach (Cayman) Limited by Berjaya Vacation Club Berhad on 15 August 2007.
- A11 The changes in contingent liabilities since the last audited balance sheet as at 30 April 2007 are as follows:
- | | |
|--|---------------|
| | RM'000 |
| Unsecured guarantee given by the Company to financial institution for credit facilities granted to a related company | |
| Balance as at 31 October 2007/30 April 2007 | <u>15,993</u> |
- A12 There were no material changes in capital commitments since the last audited balance sheet as at 30 April 2007.

- B1 The Group recorded a revenue of RM175.6 million and a pre-tax profit of RM319.9 million in the current quarter ended 31 October 2007 as compared to a revenue of RM121.9 million and a pre-tax profit of RM1.2 million of the previous year corresponding quarter. The increase in revenue was mainly due to higher property sales registered by the property development division that has offsetted the drop in revenue from the hotels and resorts division mainly arising from the completion of the disposals of Berjaya Hotels & Resorts (Mauritius) Limited and Berjaya Mahe Beach (Cayman) Limited in August 2007.

The substantial increase in pre-tax profit was mainly attributed to:

- (a) an exceptional gain of RM339.2 million from the placement of 170 million 5% ICULS 1999/2009;
- (b) an exceptional gain of RM12.9 million from the disposal of 100 million 0% Berjaya Corporation Berhad ICULS 2005/2015;
- (c) gain on disposal of Berjaya Hotels & Resorts (Mauritius) Limited and Berjaya Mahe (Cayman) Limited amounting to RM26.7 million;
- (d) higher profit contribution from property development division as a result of higher property sales; and
- (e) higher share of results of associated companies being equity accounted by the Group (mainly from BToto) as a result of an increase in the Group's equity interest in BToto as explained in Note A10 (b).

In the current quarter ended 31 October 2007, several financial institutions exercised their put option on the remaining 5% ICULS 1999/2009 under the put option which resulted in the Group incurring an additional deemed finance costs amounting to RM69.4 million.

As for the 6-month period ended 31 October 2007, the Group achieved a revenue of RM325.7 million and a pre-tax profit of RM362.5 million as compared to a revenue of RM246.3 million and a pre-tax profit of RM19.7 million reported in the previous year corresponding period. The increase in both revenue and pre-tax profit were due to factors mentioned in the above paragraphs. In addition, the Group also reported a write-back of impairment in value of investment in an associated company in the financial period under review.

- B2 As compared to the preceding quarter ended 31 July 2007, the Group reported an increase of 17% in revenue from RM150.1 million to RM175.6 million whilst pre-tax profit increased by 653% to RM319.9 million from RM42.5 million. The increase in both revenue and pre-tax profit were mainly due to the factors mentioned in Note B1 above.
- B3 Barring any unforeseen circumstances, the Directors expect the Group's results for the forthcoming financial quarters to be commendable as a result of the substantial gains that will be recorded from certain disposals of the Group's investment properties as disclosed in Note B8(g) below.

NOTES (Continued)

B4 There is no profit forecast for the quarter under review.

B5 The taxation charge for the current quarter and financial period ended 31 October 2007 is detailed as follows:

	Quarter ended <u>31/10/07</u> RM'000	Financial period ended <u>31/10/07</u> RM'000
Malaysian income tax	7,910	14,514
Tax recoverable arising from dividend income received	(8,924)	(13,073)
Foreign tax	60	139
(Over)/Underprovision in prior years	(1,112)	519
Deferred taxation	(3,035)	(3,123)
	<u>(5,101)</u>	<u>(1,024)</u>

The disproportionate tax charge of the Group for the current quarter and financial period ended 31 October 2007 was mainly due to certain income in the current financial period that was not subject to tax.

B6 For the financial period ended 31 October 2007, there is no gain on disposal of unquoted investments.

B7 (a) (i) The total purchase consideration of quoted securities are as follows:

	Quarter ended <u>31/10/07</u> RM'000	Financial period ended <u>31/10/07</u> RM'000
Quoted securities in Malaysia	<u>104,324</u>	<u>108,817</u>

(ii) The disposal of quoted securities in the current quarter and financial period ended 31 October 2007 are as follows:

	Quarter ended <u>31/10/07</u> RM'000	Financial period ended <u>31/10/07</u> RM'000
Total sales consideration	<u>51,500</u>	<u>51,500</u>
Gain on disposal of quoted securities	<u>12,850</u>	<u>12,850</u>

NOTES (Continued)

(b) Investments in quoted securities as at 31 October 2007 are as follows:

		RM'000	RM'000
Quoted securities, at cost	- In Malaysia	91,187	
	- Outside Malaysia	17,001	108,188
Quoted securities, at book value	- In Malaysia	90,756	
	- Outside Malaysia	9,403	100,159
Quoted securities, at market value	- In Malaysia	129,242	
	- Outside Malaysia	10,265	139,507

B8 (a) On 19 July 2004, the Company announced that Selat Makmur Sdn Bhd ("SMSB"), a subsidiary company of Berjaya Land Development Sdn Bhd which in turn is a wholly owned subsidiary of the Company, had on even date entered into a conditional sale and purchase agreement with Selangor Turf Club ("STC") for the acquisition of 3 parcels of leasehold land measuring a total area of approximately 244.7926 acres located in Sungai Besi together with all existing buildings and structures erected thereon from STC for a total consideration of RM640.0 million to be settled by way of cash of RM35.0 million payable to STC and the balance of RM605.0 million to be set-off against the consideration payable to STC to SMSB for the purchase of 2 parcels of freehold land measuring a total area of approximately 750 acres located in Sungai Tinggi.

On 13 October 2004, the Company announced that the approval from the FIC has been obtained for the above proposal.

On 4 November 2004, the Company announced that shareholders' approvals for the above proposal have been obtained. The above proposal is subject to the relevant authority's approval.

(b) On 9 November 2006, the Company announced that it had entered into a memorandum of understanding ("MOU") with Tin Nghia Co Ltd, Vietnam to establish a formal relationship to undertake the co-development of the district of Nhon Trach (within the Dong Nai Province, Vietnam), inclusive of its transportation infrastructure network ("Project").

Upon the execution of the MOU, the Company is given six (6) months to undertake a feasibility study with a view to preparing a detailed report with recommendations on the Project.

The MOU is not subject to the approval of the shareholders of the Company or any relevant authorities. On 17 May 2007, the Company announced that the duration of the MOU has been extended for a further six (6) months.

NOTES (Continued)

- (c) On 27 March 2007, the Company announced that it had on 25 March 2007 entered into a memorandum of understanding ("KyHoaMOU") with Ky Hoa Tourist Trading Company Ltd, Vietnam ("KyHoaTTCo") to collaborate on the proposed development of a parcel of land of approximately 66,721 square meters in Ho Chi Minh City into a mixed commercial development as financial centre, with offices, shopping malls, a 5-star hotel and service suites ("KyHoaProject"), with an estimated gross development value of about USD700 million (equivalent to about RM2.39 billion). The Company was granted a period of three (3) months from the execution date of the KyHoaMOU to complete the feasibility study on the KyHoaProject and to enter into a memorandum of agreement or investment agreement.

On 27 June 2007, the Company announced that the deadline for the signing of the memorandum of agreement or investment agreement has been extended by a further three months.

On 5 November, the Company announced that it has entered into the In-Principle Agreement with KyHoaTTCo to set out the basic rights and obligations of the parties concerned in connection with the KyHoaProject.

- (d) On 30 March 2007, the Company announced that it had on 27 March 2007 entered into a memorandum of agreement ("BienHoaMOA") with NH Corporation, Vietnam ("NHC") and Cong Ty D2D, Vietnam ("D2D") to develop and operate an office-commercial-residential complex on a parcel of land of approximately 2.13 hectares at Thong Nhat Ward, Bien Hoa City Dong Nai Province, Vietnam. It is proposed that a limited liability company to be known as BLB-D2D Company Limited be established in Vietnam with the Company having a 74% stake, NHC 2% and D2D 24%. The estimated project cost is approximately USD60.0 million (or about RM205.3 million).

On 25 May 2007, the Company announced that the deadline for the signing of the joint venture agreement has been extended by a further ninety days. Subsequently, on 13 September 2007, the Company announced that the signing of the joint venture contract ("JVC") has further been extended by another sixty days as the terms and conditions of the JVC and charter capital are still being finalised.

- (e) On 3 August 2007, the Company announced that it has entered into a memorandum of agreement ("NWMAA MOA") with Northwest Metropolitan Area Authority of Ho Chi Minh City, Vietnam ("NWMAA") to collaborate on a proposed development of parcel of land measuring approximately 880 hectares in Tan Thoi Nhi Commune, Hoc Mun District, Ho Chi Minh City, Vietnam into mixed use development for a university township with an estimated total gross development value of USD3.5 billion (approximately RM12.0 billion).
- (f) On 10 August 2007, the Company announced that BLCL entered into a joint venture contract with Le Thi Chi Proprietorship ("LTCP"), Vietnam and Long Beach Stock Company, Vietnam ("LBSC") for the establishment of a joint venture company ("JVC") to jointly own, operate and manage a resort hotel in Phu Quoc District, Kien Giang Province, Vietnam. BLCL shall hold 70% interest in the JVC, LTCP 25% and LBSC 5%. The total investment capital of the JVC shall be about US\$14.14 million (approximately RM49 million), of which about USD11.04 (approximately RM38 million) shall comprise of the charter capital and the balance about USD3.1 million (approximately RM11 million) shall comprise the loan capital. BLCL's portion of the charter capital shall be about US\$7.73 million (approximately RM27 million). The remittance of fund for the joint venture project is subject to approval from Bank Negara Malaysia. The joint venture is also subject to approvals of the relevant authorities in Vietnam.

NOTES (Continued)

- (g) On 15 August 2007, the Company announced that two of its subsidiary companies had entered into two separate agreements as detailed below:
- (i) Conditional sale and purchase agreement between Noble Circle (M) Sdn Bhd ("Noble Circle") and Makna Mujur Sdn Bhd ("Makna Mujur") for the proposed disposal of investment properties owned by Noble Circle in KL Plaza to Makna Mujur for a total cash consideration of RM425.5 million; and
 - (ii) Conditional sale and purchase agreement between Sinar Merdu Sdn Bhd ("Sinar Merdu") and Revenue Point Sdn Bhd ("Revenue Point") for the proposed disposal of the investment properties owned by Sinar Merdu to Revenue Point for a total cash consideration of RM45.05 million ("Sinar Merdu Agreement")

hereinafter referred to as the "Proposed Disposals".

The Proposed Disposals are subject to the approvals from the following parties:

- (i) Foreign Investment Committee;
- (ii) Jabatankuasa Kerja Tanah Negeri Wilayah Persekutuan; and
- (iii) Bank Negara Malaysia.

Both Noble Circle Agreement and Sinar Merdu Agreement are conditional upon each other.

- (h) On 22 October 2007, the Company announced that its wholly owned subsidiary, BLCL entered into a conditional memorandum of agreement ("MOA") with Jeju Free International City Development Center ("JDC") for the proposed development of a resort-type residential and commercial complex on a parcel of freehold land measuring approximately 74.37 hectares located at Yerae-dong, Seogwipo-si, Jeju Self-governing Province, Republic of Korea on a joint venture basis ("Proposed Joint Venture") through a joint venture company ("JVC"). The proposed initial issued and paid-up capital of JVC shall be not less than USD30.0 million (about RM100.5 million) to be subscribed by BLCL and JDC in the proportion of 81% and 19% respectively. Upon the completion of the Proposed Joint Venture, JVC will become a 81% subsidiary of BLCL. BLCL may invite parties to be identified to invest up to 30% equity stake in JVC. In such a case, BLCL's equity stake in JVC shall be reduced to 51%.

The Proposed Joint Venture is not subject to any approvals from the shareholders of the Company but is subject to all such approvals and licences being obtained from the relevant Korean authorities.

- (i) On 7 November 2007, the Company announced that BLCL proposed to acquire 100% equity stake in T.P.C. Development Limited, Hong Kong which has 75% interest in Intercontinental Hanoi Westlake Hotel, Hanoi City, Vietnam together with repayment of inter-company debt for a total cash consideration of USD75.0 million (or about RM253.5 million) ("Proposed Acquisition").

Save for the approval from Bank Negara Malaysia for the remittance of funds, the Proposed Acquisition is not subject to the approvals of any relevant authorities in Malaysia and the shareholders of the Company.

NOTES (Continued)

- (j) On 10 December 2007, the Company announced that it entered into a conditional agreement with Faber Hotels Holdings Sdn Bhd for the proposed acquisition of 100% stake in Faber Labuan Sdn Bhd, and its sole asset is the 70% interest in Vimas Joint Venture Company Limited which owns Sheraton Hanoi Hotel and Towers in Hanoi City, Vietnam for a total cash consideration of USD68.22 million (or about RM228.5 million).

The above proposal is subject to the approval of the Foreign Investment Committee and other relevant authorities, if required. It is not subject to the approvals of the shareholders of the Company.

- (k) On 12 December 2007, the Company announced that its holding company, Berjaya Corporation Berhad has on behalf of the Company, entered into an agreement of cooperation ("Agreement") with Hanoi Electronics Corporation, Vietnam ("Hanel") to record their agreement in principle for the Company and Hanel to collaborate on the proposed development of a parcel of land measuring approximately 405 hectares (or about 1,000 acres) in Sai Dong A, Long Bien District, Hanoi City, Vietnam into a mixed residential, commercial and industrial township development ("Project"). Subject to the approvals from the relevant authorities in Vietnam, the Company and Hanel proposes to undertake the development of the Project via a joint venture and will establish a limited liability company in Vietnam to be known as "Berjaya-Hanel Company Limited" ("JVC"). A conditional joint venture agreement will be entered into within 6 months from the date of the execution of the Agreement. The estimated total investment charter capital for the JVC shall be between USD2.0 billion (or about RM6.7 billion) to USD3.0 billion (or about RM10.1 billion) and the estimated charter capital of the JVC shall be between USD300 million (or about RM1.0 billion) to USD450 million (or about RM1.5 billion). The Company's portion of the charter capital is estimated to be between USD210 million (or about RM703.5 million) to USD315 million (or about RM1.1 billion) representing 70% stake in the JVC.

Save for the approvals of the relevant authority(ies) in Vietnam for the formation of the JVC and the development of the Project on the abovementioned property, no approvals are required from the shareholders of the Company and the relevant Malaysian authorities for the entering into of the Agreement.

B9 Group borrowings and debt securities as at 31 October 2007:

Short term borrowings		RM'000
Secured -		
Denominated in Ringgit Malaysia		153,675
Denominated in USD (USD15,199,000)	*	51,949
Denominated in GBP (£75,000)	*	518
Denominated in SGD (SGD1,010,000)	*	2,329
		208,471
Long term borrowings		
Secured -		
Denominated in Ringgit Malaysia		894,908
Denominated in USD (USD15,544,000)	*	53,248
Denominated in GBP (£2,125,000)	*	14,683
Denominated in SGD (SGD2,020,000)	*	4,658
		967,497
Total bank borrowings		1,175,968
8% Exchangeable bonds (secured)		900,000

* Converted at the respective exchange rates prevailing as at 31 October 2007

NOTES (Continued)

- B10 Saved as disclosed in Note A11, there were no financial instruments with off balance sheet risk as at the date of this announcement.
- B11 There was no pending material litigation as at the date of this announcement.
- B12 The Board has recommended a second interim dividend of 5% per share less 26% income tax (31 October 2006 : Nil) in respect of the financial year ending 30 April 2008 and payable on 28 January 2008. The entitlement date has been fixed on 14 January 2008. The total dividend declared for the financial period ended 31 October 2007 is 10% less 26% income tax (6 months ended 31 October 2006 : Nil).
- A Depositor shall qualify for the entitlement only in respect of:
- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 14 January 2008 in respect of ordinary transfers.
 - Shares bought on the Bursa Malaysia Securities Berhad ("BMSB") on a cum entitlement basis according to the rules of BMSB.

- B13 The basic and fully diluted earnings per share are calculated as follows:

	Group (3-month period)			
	Income (RM'000)		Earnings per share (sen)	
	31/10/07	31/10/06	31/10/07	31/10/06
Net profit for the quarter	325,375	8,597		
Increase in net profit as a result of ICULS 1999/2009 interest expense added back	326	689		
Adjusted net profit for the quarter	<u>325,701</u>	<u>9,286</u>		
Weighted average number of shares in issue	953,820	895,423		
Number of shares from mandatory ICULS 1999/2009 conversion (not held under Put Option)	<u>26,089</u>	<u>55,127</u>		
Weighted average number of shares outstanding ('000)	<u>979,909</u>	<u>950,550</u>		
Basic earnings per share (sen)			<u>33.24</u>	<u>0.98</u>
Net profit for the quarter	325,375	N/A		
Increase in net profit as a result of ICULS 1999/2009 interest expense added back	326	N/A		
Adjusted net profit for the quarter	<u>325,701</u>	<u>N/A</u>		
Weighted average number of shares in issue	953,820	N/A		
Number of shares from mandatory ICULS 1999/2009 conversion (inclusive of those held under Put Option)	<u>26,089</u>	<u>N/A</u>		
Weighted average number of shares outstanding ('000)	<u>979,909</u>	<u>N/A</u>		
Fully diluted earnings per share (sen)			<u>33.24</u>	<u>N/A</u>

NOTES (Continued)

B13 The basic and fully diluted earnings per share are calculated as follows (Cont'd):

	Group (6-month period)			
	Income (RM'000)		Earnings per share (sen)	
	31/10/07	31/10/06	31/10/07	31/10/06
Net profit for the period	363,578	23,602		
Increase in net profit as a result of ICULS 1999/2009 interest expense added back	652	1,378		
Adjusted net profit for the period	<u>364,230</u>	<u>24,980</u>		
Weighted average number of shares in issue	926,403	895,423		
Number of shares from mandatory ICULS 1999/2009 conversion (not held under Put Option)	<u>26,089</u>	<u>55,127</u>		
Weighted average number of shares outstanding ('000)	<u>952,492</u>	<u>950,550</u>		
Basic earnings per share (sen)			<u>38.24</u>	<u>2.63</u>
Net profit for the period	363,578	23,602		
Increase in net profit as a result of ICULS 1999/2009 interest expense added back	652	5,643		
Adjusted net profit for the period	<u>364,230</u>	<u>29,245</u>		
Weighted average number of shares in issue	926,403	895,423		
Number of shares from mandatory ICULS 1999/2009 conversion (inclusive of those held under Put Option)	<u>26,089</u>	<u>225,710</u>		
Weighted average number of shares outstanding ('000)	<u>952,492</u>	<u>1,121,133</u>		
Fully diluted earnings per share (sen)			<u>38.24</u>	<u>2.61</u>

No fully diluted earnings per share is presented for the quarter ended 31 October 2006 as it is anti dilutive.