

BERJAYA LAND BERHAD
(COMPANY NO: 201765-A)

UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2012

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BERJAYA LAND BERHAD

(COMPANY NO: 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2012
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

		<u>Group</u>	
		At 31/07/12	At 30/04/12
			(Audited)
	Note	RM'000	RM'000
Non-Current Assets			
Property, Plant and Equipment		1,826,498	1,833,024
Investment Properties		619,485	615,123
Land Held For Development		627,685	608,221
Prepaid Land Lease Premiums		1,076	1,076
Associated Companies		322,940	322,563
Jointly Controlled Entities		95,326	97,953
Investments		196,165	198,108
Intangible Assets		5,470,445	5,457,319
Receivables		433,580	418,546
Deferred Tax Assets		15,644	13,858
		<u>9,608,844</u>	<u>9,565,791</u>
Current Assets			
Property Development Costs		604,296	528,128
Inventories		178,728	183,745
Receivables		702,713	691,886
Short Term Investments		29,044	29,368
Tax Recoverable		9,290	16,741
Deposits, Cash And Bank Balances		802,200	816,012
Assets Classified as Held for Sale		-	4,781
		<u>2,326,271</u>	<u>2,270,661</u>
Total Assets		<u><u>11,935,115</u></u>	<u><u>11,836,452</u></u>
Equity			
Share Capital	A4	2,500,168	2,500,168
Reserves :			
Exchange Reserves		(118,839)	(157,328)
Capital Reserve		10,804	10,804
Fair Value Reserve		1,983,501	1,983,501
Available-For-Sale ("AFS") Reserve		26,191	33,882
Consolidation Reserve		22,510	22,510
Retained Earnings		788,357	781,447
		<u>2,712,524</u>	<u>2,674,816</u>
Equity Funds		5,212,692	5,174,984
Less: Treasury Shares	A4	(45,466)	(45,466)
Net Equity Funds		5,167,226	5,129,518
Non-controlling interests		3,186,731	3,145,114
Total Equity		<u>8,353,957</u>	<u>8,274,632</u>

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**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2012
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

		<u>Group</u>	
		At 31/07/12	At 30/04/12 (Audited)
	Note	RM'000	RM'000
Non-Current Liabilities			
Medium Term Notes	B8	550,000	550,000
Retirement Benefit Obligations		5,363	5,199
Long Term Borrowings	B8	560,492	1,241,644
Other Long Term Liabilities		330,936	349,610
Deferred Taxation		163,434	164,208
		1,610,225	2,310,661
Current Liabilities			
Payables		664,222	593,044
Short Term Borrowings	B8	1,273,167	625,443
Retirement Benefit Obligations and Provisions		1,770	718
Tax Payable		31,774	31,954
		1,970,933	1,251,159
Total Liabilities		3,581,158	3,561,820
Total Equity and Liabilities		11,935,115	11,836,452
 <i>Net assets per RM0.50 share attributable to ordinary equity holders (with voting rights) of the parent (sen)</i>			
		<u>104</u>	<u>103</u>

The net assets per share is calculated based on the following:

Net equity funds divided by the number of outstanding shares in issue with voting rights.

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 30 April 2012.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2012
CONDENSED CONSOLIDATED INCOME STATEMENT**

		CURRENT QUARTER ENDED	
		31/7/2012	31/7/2011
		RM'000	RM'000
	Note		
Revenue		1,027,191	1,001,025
Operating expenses, net		(886,484)	(861,043)
Profit from operations		140,707	139,982
Investment related income, net	A3	23,981	14,232
Share of results from associated companies		1,806	(57)
Share of results from jointly controlled entities		(6,416)	(6,866)
Finance costs		(36,473)	(52,531)
Profit before tax	B5	123,605	94,760
Taxation	B6	(50,091)	(38,678)
Profit net of tax		73,514	56,082
Attributable to:			
- Equity holders of the Parent		6,910	1,883
- Non-controlling interests		66,604	54,199
		73,514	56,082
Earnings per share (sen)	B11		
Basic		0.14	0.04
Fully diluted		0.14	0.04

The Condensed Consolidated Income Statement should be read in conjunction with the audited financial statements for the year ended 30 April 2012.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2012
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	CURRENT QUARTER ENDED	
	31/07/12	31/07/11
	RM'000	RM'000
Profit net of tax	73,514	56,082
<u>Other comprehensive income</u>		
Net changes in fair value of available-for-sale investments:		
- changes in fair value during the quarter	(1,731)	(16,305)
- transfer to profit or loss upon disposal	(11,585)	-
Share of associated companies' changes in fair value of available-for-sale investments	(1,689)	5
Currency translation differences	63,633	(4,615)
Total comprehensive income for the quarter	<u>122,142</u>	<u>35,167</u>
Attributable to:		
- Equity holders of the Parent	37,708	(23,712)
- Non-controlling interests	84,434	58,879
	<u>122,142</u>	<u>35,167</u>

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 30 April 2012.

BERJAYA LAND BERHAD

(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 JULY 2012
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	-----> Attributable to the equity holders of the Parent <----->										
	-----> Non - distributable <----->					Distributable					
	Share capital RM '000	Exchange reserves RM '000	Capital reserve RM '000	Fair value reserve RM '000	AFS reserve RM '000	Consolidation reserve RM '000	Retained earnings RM'000	Treasury shares RM'000	Total net equity funds RM'000	Non- controlling interests RM'000	Total equity RM'000
At 1 May 2012	2,500,168	(157,328)	10,804	1,983,501	33,882	22,510	781,447	(45,466)	5,129,518	3,145,114	8,274,632
Total comprehensive income	-	38,489	-	-	(7,691)	-	6,910	-	37,708	84,434	122,142
Transactions with owners:											
Non-controlling interests arising from:											
- dilution of equity interest in a subsidiary company	-	-	-	-	-	-	-	-	-	(3,437)	(3,437)
- additional subscription of shares in subsidiary companies	-	-	-	-	-	-	-	-	-	90	90
Non-controlling interests share of dividend	-	-	-	-	-	-	-	-	-	(39,470)	(39,470)
	-	-	-	-	-	-	-	-	-	(42,817)	(42,817)
At 31 July 2012	2,500,168	(118,839)	10,804	1,983,501	26,191	22,510	788,357	(45,466)	5,167,226	3,186,731	8,353,957

BERJAYA LAND BERHAD

(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 JULY 2012
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONT'D)**

	-----> Attributable to the equity holders of the Parent <----->										
	-----> Non - distributable <----->					Distributable					Non-controlling interests RM'000
	Share capital RM '000	Exchange reserves RM '000	Capital reserve RM '000	Fair value reserve RM '000	AFS reserve RM '000	Consolidation reserve RM '000	Retained earnings RM'000	Treasury shares RM'000	Total net equity funds RM'000		
At 1 May 2011	2,500,168	(154,101)	10,804	1,983,501	85,529	-	751,667	(45,466)	5,132,102	2,866,984	7,999,086
Total comprehensive income	-	-	-	(16,783)	(8,812)	-	1,883	-	(23,712)	58,879	35,167
Transactions with owners:											
Reversal due to a disposal of a subsidiary company	-	(2,225)	-	-	-	-	-	-	(2,225)	-	(2,225)
Non-controlling interests arising from:											
- dilution of equity interest in a subsidiary company	-	(2,421)	-	-	-	-	-	-	(2,421)	12,609	10,188
- additional subscription of shares in subsidiary companies	-	-	-	-	-	-	-	-	-	54,096	54,096
Non-controlling interests share of dividend	-	-	-	-	-	-	-	-	-	(23,070)	(23,070)
	-	(4,646)	-	-	-	-	-	-	(4,646)	43,635	38,989
At 31 July 2011	2,500,168	(158,747)	10,804	1,966,718	76,717	-	753,550	(45,466)	5,103,744	2,969,498	8,073,242

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 30 April 2012.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2012
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

	3 months ended	
	31/07/12	31/07/11
	RM'000	RM'000
OPERATING ACTIVITIES		
Receipts from customers/operating revenue	1,160,412	1,076,345
Payment to prize winners, suppliers, duties, taxes and other operating expenses	(1,037,469)	(871,669)
Tax paid	(47,939)	(37,461)
Other receipts (including tax refunds)	9,287	5,757
Net cash generated from operating activities	84,291	172,972
INVESTING ACTIVITIES		
Sale of property, plant and equipment and non current assets	752	1,462
Sale of short term investments	963	1,479
Sale of investments in a subsidiary company	-	13,470
Sale of other investments	24,752	-
Acquisition of property, plant and equipment, non current assets and properties	(18,365)	(36,802)
Acquisition of other investments and short term investments	(5,244)	(1,536)
Acquisition of treasury shares by a subsidiary company	(1,972)	-
Interest received	9,513	8,134
(Advances to)/Repayment from related companies	(518)	249
Advances to jointly controlled entities	(4,391)	(7,745)
Other (payments)/receipts	(38,077)	1,167
Net cash used in investing activities	(32,587)	(20,122)
FINANCING ACTIVITIES		
Issuance of share capital to non controlling interest by a subsidiary company	90	54,637
Drawdown of bank and other borrowings	105,486	875,859
Repayment of borrowings and other borrowings	(156,324)	(212,719)
Dividend paid to shareholders of the Company	(30)	(11)
Dividend paid to non-controlling interests of a subsidiary company	(1,982)	(68,544)
Interest paid	(35,381)	(28,649)
Other payments	(5,448)	(6,073)
Net cash (used in)/generated from financing activities	(93,589)	614,500
NET CASH (OUTFLOW)/INFLOW	(41,885)	767,350
EFFECTS OF EXCHANGE RATE CHANGES	9,584	1,860
OPENING CASH AND CASH EQUIVALENTS	795,680	865,593
CLOSING CASH AND CASH EQUIVALENTS	763,379	1,634,803
The closing cash and cash equivalents comprise the following:		
Deposits, cash and bank balances	802,200	1,657,727
Bank overdraft (included under short term borrowings)	(38,821)	(22,924)
	763,379	1,634,803

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the financial year ended 30 April 2012.

NOTES

- A1 The quarterly financial report is not audited and has been prepared in compliance with FRS 134, Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The condensed consolidated interim financial report should be read in conjunction with the audited financial statements of the Company for the year ended 30 April 2012. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions which are significant for understanding the changes in the financial position and performance of the Company since the year ended 30 April 2012.

The Group has not early adopted new or revised standards and amendments to standards that have been issued but not yet effective for the accounting period beginning 1 May 2011.

The initial application of the FRSs, Amendments to FRSs and IC Interpretations, which will be applied prospectively or which requires extended disclosures, is not expected to have any significant financial impacts to the financial statements of the Group upon their first adoption.

Malaysian Financial Reporting Standards 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'). Transitioning Entities will be allowed to defer adoption of the new MFRS Framework for an additional two years. Consequently, adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2014.

The Group falls within the definition of Transitioning Entities and has accordingly, opted to defer the adoption of the MFRS Framework to the financial year beginning 1 May 2014.

- A2 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;
 - (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; and
 - (iii) the toto betting operations may be positively impacted by the festive seasons.

NOTES

- A3 (a) There were no unusual or material items affecting the Group in the financial quarter ended 31 July 2012 other than as disclosed below:

Income Statement

Included under investment related income/(expenses), net:

	Quarter ended <u>31/07/12</u> RM'000
Fair value changes of fair value through profit or loss ("FVTPL") quoted equity investments	2,393
Impairment in value of available-for-sale ("AFS") quoted equity investments	(6,764)
Net gain on quoted AFS investments transferred from equity upon disposal	9,786
Gain on disposal of unquoted investments	8,834
	14,249

- (b) There were no major changes in estimates reported in the prior financial year that had a material effect in the financial quarter ended 31 July 2012.

- A4 There were no issuances and repayment of debts and equity securities, share cancellation and resale of treasury shares for the financial quarter ended 31 July 2012.

The number of treasury shares held in hand as at 31 July 2012 were as follows :

	Average price per share (RM)	Number of shares	Amount RM'000
Total treasury shares at 1 May 2012/31 July 2012	1.89	24,037,104	45,466

As at 31 July 2012, the number of ordinary shares in issue and fully paid with voting rights was 4,976,300,000 ordinary shares of RM0.50 each (31 July 2011 : 4,976,300,000 ordinary shares of RM0.50 each).

NOTES

A5 The Company did not pay any dividend during the current quarter ended 31 July 2012.

A6 Segmental information for the financial quarter ended 31 July 2012:

Revenue

	External RM'000	Inter-segment RM'000	Total RM'000
Toto betting operations and leasing of lottery equipment	896,098	-	896,098
Property development and investment	30,517	1,960	32,477
Hotels and resorts	69,945	527	70,472
Clubs and others	30,631	3,543	34,174
Sub-total	<u>1,027,191</u>	<u>6,030</u>	<u>1,033,221</u>
Less: Inter-segment revenue	-	(6,030)	(6,030)
Total revenue	<u><u>1,027,191</u></u>	<u><u>-</u></u>	<u><u>1,027,191</u></u>

Results

	RM'000
Toto betting operations and leasing of lottery equipment	152,981
Property development and investment	(8,744)
Hotels and resorts	7,639
Clubs and others	<u>(10,683)</u>
	141,193
Unallocated corporate expenses	<u>(486)</u>
Profit from operations	140,707
Investment related income, net:	
- Interest income	9,732
- Fair value changes of FVTPL quoted equity investments	2,393
- Net gain on quoted AFS investment transferred from equity upon disposal	9,786
- Gain on disposal of unquoted investments	8,834
- Impairment in value of AFS quoted equity investments	<u>(6,764)</u>
	23,981
	<u>164,688</u>
Share of results from associated companies	1,806
Share of results from jointly controlled entities	(6,416)
Finance costs	<u>(36,473)</u>
Profit before tax	123,605
Taxation	<u>(50,091)</u>
Profit for the quarter	<u><u>73,514</u></u>

NOTES

- A7 There were no material events subsequent to the end of this current quarter that have not been reflected in the financial statements for this current financial quarter under review.
- A8 There were no material changes in the composition of the Group for the financial quarter ended 31 July 2012 including business combination, acquisition or disposal of subsidiaries and long term investments, restructuring and discontinuing operations except for:
- (a) the increase of its equity interest in Berjaya Sports Toto Berhad ("BToto") from 40.33% to 40.36% following the buyback of treasury shares by BToto;
 - (b) the acquisition by Berjaya Kyoto Development (S) Pte Ltd of 100% equity interest comprising two units of specified equity in Skylan1 TMK, Japan for a cash consideration of JPY100,000 (about RM3,984); and
 - (c) the acquisition by Berjaya Kyoto Development (S) Pte Ltd of 100% equity interest comprising one common share in Berjaya Kyoto Holdings Godo Kaisha, Japan for a cash consideration of JPY1.00 (about RM0.04).
- A9 There are no changes in contingent liabilities since the last audited statement of financial position as at 30 April 2012.
- A10 There were no material changes in capital commitments since the last audited statement of financial position as at 30 April 2012.

- B1 The main operating businesses of the Group are toto betting operations and related activities, property development and investment and the operations of hotels and resorts. The key factors (other than general economic conditions) affecting the performance of the main operating businesses in the Group are as follows:

Toto betting operations and related activities

- disposable income of the general public, Jackpot cycles, luck factor and the number of draws in the financial period.

Property development and investment

- demographic of population, location of the properties, costs of building materials and related services, lending guidelines and interest rates of the financial institutions, rental rates, age and condition of investment properties and the quality of property management.

Operations of hotels and resorts

- room rates, seasonal festive periods and school holidays, location of the hotels and resorts, tourism and currency exchange trends, energy/other supplies costs, quality of rooms/amenities/service.

Review of Results For the Quarter

For the first quarter ended 31 July 2012, the Group recorded an increase of 3% in revenue to RM1.03 billion whilst pre-tax profit increased by 30% to RM123.6 million as compared to the previous year corresponding quarter.

The higher revenue in the current quarter under review was mainly contributed by higher revenue reported by the gaming business under BToto, mainly arising from strong sales registered by its principal subsidiary, Sports Toto Malaysia Sdn Bhd ("Sports Toto") from high Jackpot in the Power 6/55 game and the 3 months' sales contribution from the 4D Jackpot game compared to 1 1/2 months in the previous year corresponding quarter. The improved revenue from the gaming business was partly offset by the lower revenue reported by:

- a) the hotels and resorts business reported lower revenue as a result of lower occupancy rates partly due to the commencement of the fasting month in the current quarter under review and the uncertainty of the European economy and its debt crisis that affected tourist arrivals from the European market; and
- b) the property development business arising from lower progress billings following the completion of several residential and commercial development projects.

The increase in the pre-tax profit was mainly due to the lower prize pay-out reported by the gaming business. In addition, the Group incurred lower finance costs and lower impairment in value in quoted investments as well as recorded exceptional gains from disposal of certain quoted and unquoted investments of the Group in the current quarter. The aforesaid had more than compensated for the lower profit contribution from the other businesses of the Group due to the factors mentioned in the preceding paragraph.

NOTES**B2 Review of Results of First Quarter Vs Fourth Quarter of the Preceding Year**

For the first quarter under review, the Group reported a revenue of RM1.03 billion as compared to RM1.09 billion reported in the preceding quarter. Pre-tax profit for the first quarter was lower at RM123.6 million as compared to RM177.9 million reported in the preceding quarter ended 30 April 2012.

The lower revenue was mainly attributed to the property development business reporting lower revenue due to factors mentioned in note B1 and Sports Toto also registered marginally lower sales in the current quarter under review. This was partly mitigated by the higher revenue reported by the hotels and resorts business arising from improved occupancy rates mainly from Berjaya Tioman Beach Resort, Pulau Tioman and the newly renovated and rebranded beach resort of the Group, The Taaras Beach & Spa Resort, Pulau Redang.

The lower pre-tax profit in the current quarter was mainly attributed to the property development business as a result of lower progress billings in spite of BToto having reported a higher pre-tax profit and the hotels and resorts business reported lower losses in the current quarter under review. In addition, in the preceding quarter, the Group registered a higher exceptional gain arising mainly from the favourable fair value changes of its investment properties as compared to the current quarter under review.

B3 Future Prospects

In the current financial year ending 30 April 2013, the Group expects its subsidiary, BToto to continue consolidating the earnings from Sports Toto subject to certain dilution effect arising from the proposed restructuring exercise of BToto that involves the transfer of Sports Toto to a business trust to be listed on the Singapore Stock Exchange. The Group also expects its hotels and resorts business to maintain its occupancy rates and average room rates whilst the focus of the property development business will be on its overseas development projects which are still in their gestation stage during this financial year. In spite of the uncertain economic outlook, the Directors are of the view that the Group's performance for the remaining quarters of the financial year ending 30 April 2013 will remain satisfactory.

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

NOTES

B5 Profit before tax is stated after charging/(crediting):

	Quarter ended <u>31/07/12</u> RM'000
Interest income	(9,732)
Dividend income	-
Other income excluding dividend and interest income	-
Gain on disposal of investment properties	-
Depreciation of property, plant and equipment	23,932
Amortisation of intangible assets	100
Impairment loss on receivables	518
Impairment in value of AFS quoted investments	6,764
Provision for and write off of inventories	-
Net foreign exchange loss	4,223
Net gain on quoted AFS investments transferred from equity upon disposal	(9,786)
Fair value changes of FVTPL quoted equity investments	(2,393)
Gain on disposal of unquoted investments	(8,834)
Gain or loss on derivatives	-
	<u><u>-</u></u>

B6 The taxation charges for the financial quarter ended 31 July 2012 were detailed as follows:

	Quarter ended <u>31/07/12</u> RM'000
Malaysian income tax	43,979
Foreign tax	8,970
Overprovision in prior years	(298)
Deferred taxation	(2,560)
	<u><u>50,091</u></u>

The disproportionate tax charge of the Group for the financial quarter ended 31 July 2012 was mainly due to certain expenses being disallowed for tax purposes and non-availability of the Group tax relief in respect of losses incurred by certain subsidiary companies.

B7 The corporate proposals announced by the Group but not completed as at the date of this announcement are listed below:

- (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 fixtures erected thereon from STC ("STC Land") 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

NOTES

satisfied with a transfer of 750 acres of land located in Sungai Tinggi ("BCity Land") with a newly built turf club thereon ("STC Proposals") ("SPA"). SMSB had proposed to acquire BCity Land from BerjayaCity Sdn Bhd ("BCity"), a subsidiary company of Berjaya Corporation Berhad and to appoint BCity as the turnkey contractor of the new turf club.

The Company had on 13 October 2004 and 14 November 2004 announced that the approvals from the Foreign Investment Committee ("FIC") and shareholders have been obtained for the STC Proposals.

On 29 January 2010, the Company announced that STC and SMSB have mutually agreed to an extension of time to 18 January 2011 to fulfill the conditions precedent ("CP") in the abovementioned conditional sale and purchase agreement. This extension of time was further extended by STC to 18 January 2012.

Subsequently, on 28 June 2010, the Company announced the status of the CP as follows:

1. Approval of the FIC for the STC Proposals was obtained on 12 October 2004.
2. Approval of the FIC for the acquisition of the BCity Land by STC was obtained on 21 October 2004.
3. Approvals of the shareholders of SMSB, the Company, BCity and Berjaya Group Berhad for the STC Proposals was obtained on November 2004.
4. Approvals of the State Authority Consent for the transfer of the portion of STC Land in favour of SMSB was obtained on 11 January 2005. However, the consent had lapsed and application will be re-submitted after item 6 of the CP below is fulfilled.
5. The agreement between STC and SMSB on the layout plans, building plans, designs, drawings and specifications for the new turf club is still pending the fulfillment of item 6 of the CP below.
- 6a. The approval for the master layout plan for BCity Land which was obtained on 11 February 2008 is to be re-tabled due to the change of the Selangor State government and SMSB is awaiting the decision from the Selangor State government.
- 6b. The approval for the Majlis Daerah Hulu Selangor ("MDHS") for the Development Order, Earthworks and Infrastructure and Building Plan pertaining to the construction of the new turf club is pending as MDHS is unable to process the application until item 6a above is fulfilled.
- 6c. The approval of the State Exco of Selangor for the conversion and sub-division of BCity Land is pending as the application will only be tabled at the State Exco of Selangor after approvals for items 6a and 6b are obtained.

On 22 December 2011, the Company announced that STC granted SMSB request for a further extension of time from 19 January 2012 to 18 January 2013.

Further to the above announcement, on 13 August 2012, the Company announced that SMSB and STC had entered into a Supplemental Agreement to mutually vary certain terms of the SPA, details of which are as follows:

- if there is any CP remains outstanding, SMSB shall be entitled to request from STC further extension of time to fulfil the CPs pursuant to the proposed acquisition of STC Land. STC shall grant an extension of one year subject to a cash payment of RM3.0 million by SMSB for such extension; and
- upon signing the Supplemental Agreement, SMSB shall pay STC an advance part payment of RM7.0 million which will be deducted from the cash portion of the consideration of RM35.0 million. The balance of the purchase consideration shall be paid within 33 months from the date of the last CP is fulfilled or such date as mutually extended.

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- (b) On 12 December 2007, the Company announced that its holding company, Berjaya Corporation Berhad had 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 proposed 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 or such extended time to be mutually agreed between the parties. 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.

The formation of the JVC and the development of the Project is subject to the relevant authorities approvals in Vietnam.

- (c) On 28 January 2008, the Company announced that it had on even date entered into an agreement in principle ("Agreement") with Tin Nghia Co. Ltd, Vietnam ("TNC"), Development Investment Construction Corporation, Vietnam ("DIC") and Vietnam Infrastructure Hexagon Limited ("VIHL") to record their agreement in principle to collaborate on the proposed construction of a bridge across the Dong Nai River linking Nhon Trach District, Dong Nai Province to Ho Chi Minh City ("Bridge Project").

In general, the abovementioned parties have agreed that the Company and TNC shall contribute up to 50% of the charter/equity capital of the joint venture company whilst DIC and VIHL shall contribute the remaining 50%. The Bridge Project will be jointly managed by the Company and VIHL.

The Bridge Project is subject to the approvals of the People's Committees of Dong Nai Province and Ho Chi Minh City.

- (d) On 16 August 2011, the Company announced its wholly-owned subsidiary company, Berjaya Land Development Sdn Bhd ("BLDSB"), has on even date, entered into a conditional sale and purchase agreement ("SPA") with Penang Turf Club ("PTC"), for the proposed acquisition by BLDSB of approximately 57.3 acres of freehold land ("Property") for a total cash consideration of RM459.0 million ("Proposed Acquisition").

The Proposed Acquisition is conditional upon :

- (i) the planning permission approval for the development of the Property from the relevant authorities; and
- (ii) approval of members of PTC.

Subsequently, on 29 December 2011, the Company announced that BLDSB and PTC entered into a supplementary agreement ("SSPA") to waive one of the condition precedent relating to the obtaining of the planning permission approval of the Property from relevant authorities and to vary the terms of payment of the balance of deposit. On 14 November 2011, the approval of members of PTC was obtained. Hence, following the SSPA, the SPA is now unconditional and is pending completion upon full payment of purchase consideration.

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- (e) On 5 June 2012, BToto announced the proposed transfer of its 100% equity interest in a wholly-owned subsidiary company, Sports Toto Malaysia Sdn Bhd ("STM") for a consideration of RM6 billion to a business trust to be constituted and registered in Singapore to be known as Sports Toto Malaysia Trust ("STM-Trust") and the proposed listing of up to 4.89 billion STM-Trust Units on the mainboard of the Singapore Exchange Securities Trading Limited.

On 2 August 2012, BToto announced that the Ministry of Finance has granted its approval via its letter dated 27 July 2012 for the change of STM's shareholder from the Company to Sports Toto Malaysia Management Pte Ltd, which will hold STM on trust for STM-Trust. On 27 August 2012, BToto announced that the Controller of Foreign Exchange of Bank Negara Malaysia had on 24 August 2012 approved the application by BToto to make investment abroad via the subscription by Berjaya Sports Toto (Cayman) Limited of 4.43 billion units in STM-Trust. The above proposals are subject to other relevant authorities approvals.

B8 Group borrowings and debt securities as at 31 July 2012:

	RM'000	RM'000
Short term borrowings		
Secured - Denominated in Ringgit Malaysia	970,949	
Denominated in USD (USD73,518,000) *	231,615	
Denominated in SGD (SGD18,000,000) *	45,464	
Denominated in GBP (£571,000) *	2,827	
	1,250,855	
Unsecured - Denominated in Ringgit Malaysia	6,559	
Denominated in USD (USD5,000,000) *	15,753	
	22,312	
		1,273,167
Long term borrowings		
Secured - Denominated in Ringgit Malaysia	428,135	
Denominated in USD (USD40,535,000) *	127,704	
Denominated in GBP (£940,000) *	4,653	
		560,492
Total borrowings		1,833,659
Medium Term Notes (secured)		550,000

* *Converted at the respective exchange rates prevailing as at 31 July 2012*

- B9 There was no pending material litigation as at the date of this announcement.

- B10 The Board does not recommend any dividend for the current quarter (previous year corresponding quarter ended 31 July 2011 : Nil).

NOTES

B11 The basic and fully diluted earnings per share are calculated as follows:

	Group (3-month period)			
	Income (RM'000)		Earnings per share (sen)	
	31/07/12	31/07/11	31/07/12	31/07/11
Net profit for the quarter attributable to equity holders of the Parent	6,910	1,883		
Weighted average number of ordinary shares in issue with voting rights ('000)	4,976,300	4,976,300		
Basic earnings per share (sen)			0.14	0.04

There are no potential ordinary shares outstanding as at 31 July 2012. As such, the fully diluted earnings per share of the Group is equivalent to the basic earnings per share.

B12 Realised and unrealised earnings of the Group is analysed as follows:

	As at 31/07/12 RM'000	As at 30/04/12 RM'000
Total retained earnings of the Company and its subsidiaries:		
- realised	673,216	654,359
- unrealised	323,236	321,237
	996,452	975,596
Less: Consolidation adjustments	(208,095)	(194,149)
Total Group retained earnings as per financial statements	788,357	781,447

c.c. Securities Commission