

BERJAYA LAND BERHAD
(COMPANY NO: 201765-A)

UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2013

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BERJAYA LAND BERHAD

(COMPANY NO: 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2013
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	Note	<u>Group</u>	
		At 31/07/2013	At 30/04/2013
		RM'000	(Audited) RM'000
Non-Current Assets			
Property, Plant and Equipment		1,842,644	1,838,930
Investment Properties		642,656	642,656
Land Held For Development		1,013,200	960,768
Prepaid Land Lease Premiums		1,050	1,055
Associated Companies		373,540	367,990
Jointly Controlled Entities		67,929	77,282
Investments		298,921	188,675
Intangible Assets		5,468,547	5,463,962
Receivables		468,217	435,880
Deferred Tax Assets		20,137	18,417
		<u>10,196,841</u>	<u>9,995,615</u>
Current Assets			
Property Development Costs		584,260	544,529
Inventories		180,754	180,726
Receivables		996,428	744,658
Short Term Investments		11,496	19,675
Tax Recoverable		8,731	11,295
Deposits, Cash And Bank Balances		656,334	742,038
Assets Classified as Held for Sale		-	28,304
		<u>2,438,003</u>	<u>2,271,225</u>
Total Assets		<u>12,634,844</u>	<u>12,266,840</u>
Equity			
Share Capital	A4	2,500,168	2,500,168
Reserves :			
Exchange Reserves		(109,508)	(179,780)
Capital Reserve		10,804	10,804
Fair Value Reserve		1,983,501	1,983,501
Available-For-Sale ("AFS") Reserve		47,777	14,720
Consolidation Reserve		22,510	22,510
Retained Earnings		975,499	872,980
		<u>2,930,583</u>	<u>2,724,735</u>
Equity Funds		5,430,751	5,224,903
Less: Treasury Shares	A4	(45,466)	(45,466)
Net Equity Funds		<u>5,385,285</u>	<u>5,179,437</u>
Non-controlling Interests		3,257,538	3,208,319
Total Equity		<u>8,642,823</u>	<u>8,387,756</u>

BERJAYA LAND BERHAD
(COMPANY NO: 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2013
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

		<u>Group</u>	
	Note	At 31/07/2013 RM'000	At 30/04/2013 (Audited) RM'000
Non-Current Liabilities			
Medium Term Notes	B8	400,000	400,000
Retirement Benefit Obligations		6,596	6,057
Long Term Borrowings	B8	1,305,522	813,612
Other Long Term Liabilities		315,410	313,390
Deferred Taxation		97,610	95,242
		2,125,138	1,628,301
Current Liabilities			
Payables		581,176	628,193
Short Term Borrowings	B8	1,059,132	1,437,069
Medium Term Notes	B8	180,000	150,000
Retirement Benefit Obligations and Provisions		2,448	456
Tax Payable		44,127	35,065
		1,866,883	2,250,783
Total Liabilities		3,992,021	3,879,084
Total Equity and Liabilities		12,634,844	12,266,840
 <i>Net assets per RM0.50 share attributable to ordinary equity holders (with voting rights) of the parent (sen)</i>		<i>108</i>	<i>104</i>

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 2013.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2013
CONDENSED CONSOLIDATED INCOME STATEMENT**

	Note	CURRENT QUARTER ENDED	
		31/07/2013 RM'000	31/07/2012 RM'000
Revenue		1,027,786	1,027,191
Operating expenses, net		(789,202)	(886,484)
Profit from operations		238,584	140,707
Investment related income, net	A3	23,910	23,981
Share of results from associated companies		(61)	1,806
Share of results from jointly controlled entities		(5,931)	(6,416)
Finance costs		(40,649)	(36,473)
Profit before tax	B5	215,853	123,605
Taxation	B6	(53,102)	(50,091)
Profit net of tax		162,751	73,514
Attributable to:			
- Equity holders of the Parent		102,519	6,910
- Non-controlling interests		60,232	66,604
		162,751	73,514
Earnings per share (sen)	B11		
Basic		2.06	0.14
Fully diluted		2.06	0.14

The Condensed Consolidated Income Statement should be read in conjunction with the audited financial statements for the year ended 30 April 2013.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2013
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	CURRENT QUARTER ENDED	
	31/07/2013	31/07/2012
	RM'000	RM'000
Profit net of tax	162,751	73,514
<u>Other comprehensive income</u>		
Net changes in fair value of available-for-sale investments:		
- changes in fair value during the quarter	45,551	(1,731)
- transfer to profit or loss upon disposal	(2,308)	(11,585)
Share of associated companies' changes in fair value of available-for-sale investments	3,393	(1,689)
Currency translation differences	101,512	63,633
Total comprehensive income for the quarter	<u>310,899</u>	<u>122,142</u>
Attributable to:		
- Equity holders of the Parent	205,848	37,708
- Non-controlling interests	105,051	84,434
	<u>310,899</u>	<u>122,142</u>

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 30 April 2013.

BERJAYA LAND BERHAD

(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 JULY 2013
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 2013	2,500,168	(179,780)	10,804	1,983,501	14,720	22,510	872,980	(45,466)	5,179,437	3,208,319	8,387,756
Total comprehensive income	-	70,272	-	-	33,057	-	102,519	-	205,848	105,051	310,899
Transactions with owners:											
Non-controlling interests arising from:											
- accretion of equity interest in a subsidiary company	-	-	-	-	-	-	-	-	-	(24,088)	(24,088)
Non-controlling interests share of dividend	-	-	-	-	-	-	-	-	-	(31,744)	(31,744)
	-	-	-	-	-	-	-	-	-	(55,832)	(55,832)
At 31 July 2013	2,500,168	(109,508)	10,804	1,983,501	47,777	22,510	975,499	(45,466)	5,385,285	3,257,538	8,642,823

BERJAYA LAND BERHAD

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**UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 JULY 2013
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONT'D)**

	-----> Attributable to the equity holders of the Parent ----->										
	-----> Non - distributable ----->					Distributable					
	Share capital	Exchange reserves	Capital reserve	Fair value reserve	AFS reserve	Consolidation reserve	Retained earnings	Treasury shares	Total net equity funds	Non-controlling interests	Total Equity
	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000	RM'000	RM'000	RM'000	RM'000	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

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 2013.

BERJAYA LAND BERHAD
(COMPANY NO : 201765-A)

**UNAUDITED INTERIM FINANCIAL REPORT
FOR THE QUARTER ENDED 31 JULY 2013
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

	3 months ended	
	31/07/2013	31/07/2012
	RM'000	RM'000
OPERATING ACTIVITIES		
Receipts from customers/operating revenue	1,117,036	1,160,412
Payment to prize winners, suppliers, duties, taxes and other operating expenses	(991,534)	(1,037,469)
Tax paid	(41,855)	(47,939)
Other (payments)/receipts (net of tax refunds)	(7)	9,287
Net cash generated from operating activities	<u>83,640</u>	<u>84,291</u>
INVESTING ACTIVITIES		
Sale of property, plant and equipment and non-current assets	437	752
Sale of short term investments	8,498	963
Sale of other investments	12,382	24,752
Acquisition of property, plant and equipment, non-current assets and properties	(9,732)	(18,365)
Acquisition of other investments and short term investments	(68,297)	(5,244)
Additional subscription of shares in an associated company	(1,901)	-
Acquisition of treasury shares by subsidiary companies	(23,395)	(1,972)
Interest received	8,032	9,513
Dividend received	1,051	-
Advances to related companies	(2,581)	(518)
Advances to jointly controlled entities	(10,384)	(4,391)
Deposits placement with investment advisers	(143,976)	-
Other payments	(218)	(38,077)
Net cash used in investing activities	<u>(230,084)</u>	<u>(32,587)</u>
FINANCING ACTIVITIES		
Issuance of share capital to non controlling interest by a subsidiary company	-	90
Drawdown of bank and other borrowings	1,110,688	105,486
Repayment of borrowings and other borrowings	(990,323)	(156,324)
Dividend paid to shareholders of the Company	-	(30)
Dividend paid to non-controlling interests of a subsidiary company	(32,153)	(1,982)
Interest paid	(38,990)	(35,381)
Other payments	(3,991)	(5,448)
Net cash generated from/(used in) financing activities	<u>45,231</u>	<u>(93,589)</u>
NET CHANGE IN CASH FLOWS	(101,213)	(41,885)
EFFECTS OF EXCHANGE RATE CHANGES	6,264	9,584
OPENING CASH AND CASH EQUIVALENTS	718,225	795,680
CLOSING CASH AND CASH EQUIVALENTS	<u>623,276</u>	<u>763,379</u>
The closing cash and cash equivalents comprise the following:		
Deposits, cash and bank balances	656,334	802,200
Bank overdraft (included under short term borrowings)	(33,058)	(38,821)
	<u>623,276</u>	<u>763,379</u>

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the financial year ended 30 April 2013.

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 2013. 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 2013.

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 2013.

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 impact to the financial statements of the Group upon their first adoption.

- 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.
- A3 (a) There were no unusual or material items affecting the Group in the financial quarter ended 31 July 2013 other than as disclosed below:

Income Statement

- (i) Included in the profit from operations was the gain recognised on disposal of a hotel property, Berjaya Singapore Hotel, amounting to RM94.7 million in the financial quarter ended 31 July 2013.

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

	Quarter ended <u>31/07/2013</u> RM'000
Fair value changes of fair value through profit or loss ("FVTPL") quoted equity investments	8,743
Net gain on quoted AFS investments transferred from equity upon disposal	4,937
	<u><u>13,680</u></u>

- (b) There were no major changes in estimates reported in the prior financial quarter that had a material effect in the financial quarter ended 31 July 2013.

- 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 2013.

NOTES

The number of treasury shares held in hand as at 31 July 2013 were as follows :

	Average price per share (RM)	Number of shares	Amount RM'000
Total treasury shares at 1 May 2013/31 July 2013	1.89	24,037,104	45,466

As at 31 July 2013, 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 2012 : 4,976,300,000 ordinary shares of RM0.50 each).

A5 The Company did not pay any dividend during the current quarter ended 31 July 2013.

A6 Segmental information for the financial quarter ended 31 July 2013:

Revenue

	External RM'000	Inter-segment RM'000	Total RM'000
Toto betting operations and leasing of lottery equipment	883,225	-	883,225
Property development and investment	39,877	1,569	41,446
Hotels and resorts	73,712	527	74,239
Clubs and others	30,972	5,326	36,298
Sub-total	1,027,786	7,422	1,035,208
Less: Inter-segment revenue	-	(7,422)	(7,422)
Total revenue	1,027,786	-	1,027,786

Results

	RM'000
Toto betting operations and leasing of lottery equipment	154,288
Property development and investment	(2,846)
Hotels and resorts	106,589
Clubs and others	(16,944)
	241,087
Unallocated corporate expenses	(2,503)
	238,584

Investment related income, net:

- Interest income	9,180
- Dividend income	1,051
- Fair value changes of FVTPL quoted equity investments	8,743
- Net gain on quoted AFS investment transferred from equity upon disposal	4,936
	23,910
Profit from operations carried forward	262,494

NOTES

A6	Segmental information for the financial quarter ended 31 July 2013 (Cont'd):	<u>RM'000</u>
	Profit from operations brought forward	262,494
	Share of results from associated companies	(61)
	Share of results from jointly controlled entities	(5,931)
	Finance costs	(40,649)
	Profit before tax	<u>215,853</u>
	Taxation	(53,102)
	Profit for the quarter	<u><u>162,751</u></u>
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 2013 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 40.61% to 40.78% following the buyback of treasury shares by BToto; and	
	(b) the constitution of Sports Toto Malaysia Trust ("STM-Trust") under the Business Trust Act, Chapter 31A of Singapore by a declaration of trust by a wholly-owned subsidiary company of BToto, namely Sports Toto Malaysia Management Pte. Ltd., as trustee-manager of STM-Trust under a trust deed dated 13 June 2013.	
A9	There are no material changes in contingent liabilities since the last audited statement of financial position as at 30 April 2013.	
A10	There were no material changes in capital commitments since the last audited statement of financial position as at 30 April 2013.	

NOTES

- 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

In the current quarter, the Group reported revenue of RM1.03 billion which is comparable to the previous year's corresponding period. The pre-tax profit was higher at RM215.9 million as compared to RM123.6 million reported in the preceding year corresponding quarter.

The much improved pre-tax profit was mainly due to the gain amounting to RM94.7 million, recognised on disposal of a hotel property, Berjaya Singapore Hotel. However, the property development and investment business reported lower profit contribution arising from higher operating expenses incurred by its overseas projects.

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

For the current quarter under review, the Group reported lower revenue of RM1.03 billion as compared to RM1.14 billion reported in the preceding quarter. Pre-tax profit for the current quarter was however, higher at RM215.9 million as compared to RM119.8 million reported in the preceding quarter ended 30 April 2013.

The lower revenue was mainly due to lower revenue reported from the gaming business as its principal subsidiary, Sports Toto Malaysia Sdn Bhd ("STMSB"), had in the preceding quarter, benefited from the traditionally higher sales during the Chinese Lunar New Year festival which fell in the month of February as well as having lower number of draws in the current quarter under review. The property development and investment business reported lower progress billings whilst the hotels and resorts business reported higher room revenue in the current quarter under review.

As mentioned in Note B1 above, the higher pre-tax profit was mainly due to the gain on disposal of Berjaya Singapore Hotel in the current quarter. In addition, the gaming business also reported higher profit contribution arising from lower prize payout.

NOTES

B3 Future Prospects

Going forward, the Group expects its subsidiary, BToto will still continue to consolidate the earnings from STMSB subject to certain dilution effect arising from the proposed restructuring exercise of BToto that involves the transfer of STMSB to a business trust which is expected to be listed on the Singapore Stock Exchange in the third quarter of the financial year ending 30 April 2014 (refer to Note B7(e)). The Group also expects its hotels and resorts business to improve 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. Given the current economic outlook, the Directors are of the view that the Group's performance will remain challenging in the remaining quarters of the financial year ending 30 April 2014.

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

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

	Quarter ended <u>31/07/2013</u> RM'000
Interest income	(9,180)
Dividend income	(1,051)
Other income excluding dividend and interest income	(3,447)
Depreciation of property, plant and equipment	23,601
Gain on disposal of property, plant and equipment	(94,718)
Amortisation of intangible assets	127
Impairment loss on receivables	666
Provision for and write off of inventories	-
Net foreign exchange loss	4,706
Net gain on quoted AFS investments transferred from equity upon disposal	(4,936)
Fair value changes of FVTPL quoted equity investments	(8,743)
Gain or loss on derivatives	-

NOTES

B6 The taxation charges for the financial quarter ended 31 July 2013 were detailed as follows:

	Quarter ended <u>31/07/2013</u> RM'000
Malaysian income tax	45,623
Foreign tax	6,843
Overprovision in prior years	(12)
Deferred taxation	648
	<u>53,102</u>

The disproportionate tax charge of the Group for the financial quarter ended 31 July 2013 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 then, 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 ("Sungai Besi 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 satisfied with a transfer of 750 acres of land located in Sungai Tinggi ("Sungai Tinggi Land") with a newly built turf club thereon ("STC Proposals") ("SPA"). SMSB had proposed to acquire Sungai Tinggi 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 fulfil 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.

NOTES

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

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 Sungai Tinggi 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 Sungai Besi 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 Sungai Tinggi 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 Sungai Tinggi 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 Sungai Besi 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.

NOTES

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

On 18 December 2012, the Company announced that STC has confirmed the grant of further extension of time from 19 January 2013 to 18 January 2014 in consideration of the payment of RM3.0 million by SMSB to fulfil the below mentioned remaining conditions precedent pursuant to the proposed acquisition of Sungai Besi Land:

1. renewal of consent by Land and Mines Department (Federal) for the transfer to SMSB of the portion of Sungai Besi Land (held under H.S.(D) 61790 No. P.T. 2872 in the Mukim of Petaling, District and State of Wilayah Persekutuan) that resides in Wilayah Persekutuan, Kuala Lumpur which had expired on 11 January 2006; and
2. the approvals, permits or consents of any other relevant authorities as may be required by applicable laws include inter-alia the following:
 - (i) approval from the Town and Country Planning Department of the State of Selangor on the re-tabling of the amended master layout plan which was re-submitted on 19 August 2008;
 - (ii) approval from the Majlis Daerah Hulu Selangor for the Development Order and building plan pertaining to the construction of the new turf club after approval under item 2(i) above is obtained; and
 - (iii) approval from the State Exco of Selangor for the conversion and sub-division of Sungai Tinggi Land after approvals under items 2(i) and (ii) above are obtained.

(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.

NOTES

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

- (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.

- (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 ("SGX-ST") ("Proposed Transfer"). BToto had announced that it had obtained the approvals from the relevant authorities/parties. Further details were disclosed in Note 47(b) of the Company's annual audited financial statements for the year ended 30 April 2013.

On 19 September 2013, BToto announced that Sports Toto Malaysia Management Pte. Ltd. ("STMM"), Berjaya Sports Toto (Cayman) Limited ("BSTC") and it have mutually agreed to extend the period for the fulfilment of the conditions precedent to the SPA from 15 September 2013 to 31 December 2013 and to amend the value, number and issue price of the consideration units, value of the intercompany amount and hence the value of the promissory note ("Proposed Revision").

Details of the Proposed Revision are as follows:

- i) the issuance of STM-Trust Units as consideration of the Proposed Transfer is now revised to 4.37 billion at an issue price of SGD0.5001, totalling SGD2.185 billion (or about RM5.429 billion);
- ii) the value of the promissory note in favour of BToto as the balance of consideration, is now revised to SGD230.0 million (or about RM571.32 million); and
- iii) the proposed listing revised amount of up to 4.83 billion STM-Trust Units on the Mainboard of SGX-ST ("Proposed Primary Listing").

The Proposed Primary Listing will now involve a revised offer for sale of up to 190 million STM-Trust Units by BSTC, while the offering of up to 460 million new STM-Trust Units by STM-Trust remains the same.

In view of the Proposed Revisions, BToto will retain more STM-Trust units upon completion of the Proposed Primary Listing.

On even date, BToto also announced that it intends to undertake a proposed dividend-in-specie of up to 2.81 billion STM-Trust Units to its shareholders ("Proposed Dividend-in-Specie") on the basis of 21 STM-Trust Units for every 10 BToto shares held, in conjunction with the proposed secondary listing of all the issued STM-Trust Units by STM-Trust on the Main Market of Bursa Securities ("Proposed Secondary Listing"), collectively referred to as the ("Proposals").

NOTES

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

The Proposed Secondary Listing is contingent upon and can only be implemented subsequent to the completion of the Proposed Primary Listing, and is subject to the following approvals:

- i) the Securities Commission Malaysia;
- ii) Bursa Securities, for the listing of and quotation of the STM-Trust Units in issue on the Main Market of Bursa Securities, and
- iii) any other authorities and/or parties, where required.

The Proposals are not subject to the approval of the shareholders of BToto and are conditional upon the completion of the Proposed Primary Listing and any other conditions attached to the Proposed Primary Listing, if any.

The Proposed Dividend-in-Specie and the Proposed Secondary Listing are inter-conditional upon each other and are not conditional upon any other corporate exercise/scheme of BToto.

(f) On 18 July 2013, BToto announced that its subsidiary company, Berjaya Philippines Inc. ("BPI"), listed on the Philippine Stock Exchange ("PSE") has on 18 July 2013 released an announcement to PSE that it had made a cash offer to acquire the entire issued and to be issued share capital of H.R. Owen Plc ("HRO") not already owned by BPI for approximately £23.4 million (equivalent to about RM113.7 million) or 130 pence per HRO share. HRO is a company listed on the London Stock Exchange and operates as a franchised motor dealer in United Kingdom.

On 13 September 2013, BPI announced it purchased additional 2.35 million shares in HRO at 170 pence each and accordingly increased its cash offer price to 170 pence per HRO share.

Subsequently, on 24 September 2013, BPI announced that its offer was declared wholly unconditional following confirmation from its receiving agent that BPI has 50.16% equity interest in HRO as at 1.00 pm (London time) on 20 September 2013. The cash offer by BPI remains open for acceptance until 1.00 pm (London time) on 11 October 2013.

NOTES

B8 Group borrowings and debt securities as at 31 July 2013:

		RM'000	RM'000
Short term borrowings			
Secured -	Denominated in Ringgit Malaysia	714,225	
	Denominated in USD (USD83,982,000) *	272,652	
	Denominated in SGD (SGD19,440,000) *	49,655	
	Denominated in GBP (£664,000) *	3,284	
		1,039,816	
Unsecured -	Denominated in Ringgit Malaysia	6,330	
	Denominated in USD (USD4,000,000) *	12,986	
		19,316	
			1,059,132
Long term borrowings			
Secured -	Denominated in Ringgit Malaysia	1,171,499	
	Denominated in USD (USD40,408,000) *	131,184	
	Denominated in GBP (£574,000) *	2,839	
			1,305,522
Total borrowings			2,364,654
Medium Term Notes (secured) - short term			180,000
- long term			400,000
			580,000

* *Converted at the respective exchange rates prevailing as at 31 July 2013*

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 2012 : Nil).

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

	Group (3-month period)			
	Income (RM'000)		Earnings per share (sen)	
	31/07/2013	31/07/2012	31/07/2013	31/07/2012
Net profit for the quarter attributable to equity holders of the Parent	102,519	6,910		
Weighted average number of ordinary shares in issue with voting rights ('000)	4,976,300	4,976,300		
Basic earnings per share (sen)			2.06	0.14

There are no potential ordinary shares outstanding as at 31 July 2013. As such, the fully diluted earnings per share of the Group is equivalent to the basic earnings per share.

NOTES

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

	As at 31/07/2013 RM'000	As at 30/04/2013 RM'000
Realised earnings	731,557	621,908
Unrealised earnings	414,201	393,544
	<u>1,145,758</u>	<u>1,015,452</u>
Share of results of associated companies *	71,960	72,020
Share of results of jointly controlled entities *	(155,409)	(149,478)
	<u>1,062,309</u>	<u>937,994</u>
Less: Consolidation adjustments	(86,810)	(65,014)
	<u>975,499</u>	<u>872,980</u>

* It is not practical to segregate the share of results from associated companies and from jointly controlled entities to realised and unrealised earnings.

c.c. Securities Commission