SAPURA RESOURCES BERHAD - UNAUDITED FINANCIAL RESULTS Q4 FY2017 YEAR ENDED 31 JANUARY 2017

Sapura Resources Berhad Unaudited Financial Results Q4 FY2017 Year Ended 31 January 2017



SAPURA RESOURCES BERHAD

(Company No.: 3136-D)

Interim Financial Statements for the year ended 31 January 2017

The Board of Directors is pleased to announce the unaudited financial results of the Group for the year ended 31 January 2017

CONTENTS

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

EXPLANATORY NOTES

YEAR ENDED 31 JANUARY 2017

Sapura Resources Berhad (Company No.: 3136-D)

Unaudited Condensed Consolidated Statements of Comprehensive Income for the year ended 31 January 2017

		Individual Quarter 3 Months Ended		ths Ended 12 Months		
	Note	Unaudited 31.01.2017 RM'000	Unaudited 31.01.2016 RM'000	Unaudited 31.01.2017 RM'000	Audited 31.01.2016 RM'000	
Revenue		13,042	15,859	50,557	47,939	
Operating expenses		(18,019)	(18,615)	(66,232)	(58,308)	
Other income	3	2,805	316	105,131	2,576	
Operating (loss)/profit		(2,172)	(2,440)	89,456	(7,793)	
Finance costs		(94)	(2,418)	(6,083)	(8,935)	
(Loss)/Profit before tax before share of	result	(2,266)	(4,858)	83,373	(16,728)	
Share of result of associates		1,494	7,926	4,693	20,915	
Share of result of joint ventures		(102)	592	(169)	(194)	
(Loss)/Profit before tax		(874)	3,660	87,897	3,993	
Taxation	17	(440)	(399)	(3,470)	(1,280)	
(Loss)/Profit, before disposed associate of results, net of tax	es share	(1,314)	3,261	84,427	2,713	
Disposal of associates during the period	d:					
Share of result of disposed associates		(736)	-	16,236	-	
Other comprehensive income		-	-	-	-	
Total comprehensive (loss)/income for period	the	(2,050)	3,261	100,663	2,713	
Profit, represent total comprehensive for the period attributable to :	income					
Owners of the parent Non-controlling interests		(2,050)	3,261 -	100,663	2,713	
non controlling interests		(2,050)	3,261	100,663	2,713	
Earnings per share attributable to						
Owners of the parent :		Sen	Sen	Sen	Sen	
Basic, profit for the period	25	(1.47)	2.34	72.11	1.94	
•						

These unaudited Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2016.

YEAR ENDED 31 JANUARY 2017

Sapura Resources Berhad (Company No.: 3136-D)

Unaudited Condensed Consolidated Statements of Financial Position as at 31 January 2017

		Unaudited	Audited
	Note	31.01.2017	31.01.2016
		RM'000	RM'000
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment		39,198	42,669
Investment properties		121,077	124,223
Investments in associates		9,397	5,439
Investments in joint ventures		134,946	133,962
		304,618	306,293
CURRENT ASSETS			
Inventories		23	22
Trade and other receivables		10,316	13,974
Prepayments		2,545	5,596
Other current financial assets	18	280	300
Tax recoverable		571	761
Short term investment		171,691	32,326
Cash and bank balances	19	14,295	5,594
		199,721	58,573
Non-current assets held for sale		<u> </u>	174,937
		199,721	233,510
TOTAL ASSETS		504,339	539,803
EQUITY AND LIABILITIES			
Equity attributable to owners of the parent			
Share capital		139,600	139,600
Other reserves		2,581	2,581
Retained profits		307,049	226,628
Total equity		449,230	368,809
NON-CURRENT LIABILITIES			
Deferred tax liabilities		6,327	6,970
Loan and borrowings	22	275	53,173
		6,602	60,143
CURRENT LIABILITIES			
Trade and other payables		48,253	19,842
Loan and borrowings	22	254	91,009
		48,507	110,851
TOTAL LIABILITIES		55,109	170,994
TOTAL EQUITY AND LIABILITIES		504,339	539,803
NET ASSETS PER SHARE (RM)		3.22	2.64

These unaudited Condensed Consolidated Statements of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2016.

YEAR ENDED 31 JANUARY 2017

Sapura Resources Berhad (Company No.: 3136-D)

Unaudited Condensed Consolidated Statement of Changes in Equity for the year ended 31 January 2017

	< Non-distrib	< Non-distributable>		< Distributable>		
	Share Capital	Capital Reserve	General Reserve	Retained Profits	Total Equity	
	RM'000	RM'000	RM'000	RM'000	RM'000	
At 1.02.2016	139,600	1,481	1,100	226,628	368,809	
Profit for the period, being total comprehensive income						
for the period	-	-	-	100,663	100,663	
Dividend on ordinary shares	-	-	-	(20,242)	(20,242)	
At 31.01.2017	139,600	1,481	1,100	307,049	449,230	
At 1.02.2015	139,600	1,481	1,100	227,405	369,586	
Profit for the period, being total comprehensive loss for the period	-	-	-	2,713	2,713	
Dividend on ordinary shares	-	-	-	(3,490)	(3,490)	
At 31.01.2016	139,600	1,481	1,100	226,628	368,809	

These unaudited Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2016.

YEAR ENDED 31 JANUARY 2017

Sapura Resources Berhad (Company No.: 3136-D)

Unaudited Condensed Consolidated Statements of Cash Flows for the year ended 31 January 2017

	Unaudited	Audited
	For the year ended	For the year ended
	31.01.2017	31.01.2016
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	104,133	3,993
Adjustments:		
Non Cash Item	(132,999)	(2,259)
Operating (loss)/profit before working capital changes	(28,666)	1,734
Net changes in current assets	6,708	(4,623)
Net changes in current liabilities	28,411	2,095
Tax paid	(3,923)	(1,217)
Net cash generated from/(used in) operating activities	2,330	(2,011)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(2,327)	(7,016)
Additional Investment in a joint venture	100	-
Net subscription in short term investment	(139,365)	(32,326)
Proceeds from disposal of property, plant and equipment	130	44
Proceeds from disposal of associates	245,036	-
Interest received	-	967
Profits distribution from short term investment	3,914	234
Dividend received	68,861	2
Net cash generated from/(used in) investing activities	176,349	(38,095)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net repayment of obligation under finance lease	(606)	(550)
Net (repayment)/drawdown of short term borrowings	(15,900)	13,900
Net repayment of long term borrowings	(127,147)	-
Dividend paid	(20,242)	(3,490)
Interest paid	(6,083)	(8,255)
Net cash (used in)/generated from financing activities	(169,978)	1,605
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	8,701	(38,501)
NET DECREASE IN RESTRICTED CASH	2,687	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	2,907	41,408
CASH AND CASH EQUIVALENTS AT END OF THE YEAR (NOTE 19)	14,295	2,907

These unaudited Condensed Consolidated Statements of Cash Flows should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2016.

YEAR ENDED 31 JANUARY 2017

EXPLANATORY NOTES

1 BASIS OF PREPARATION

The interim financial statements have been prepared under the historical cost convention. The interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards ("MFRS") 134: Interim Financial Reporting and Chapter 9.22, part K of Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The interim financial report is in compliance with IAS 34 Interim Financial Reporting issued by the International Accounting Standards Board.

The interim financial statements should be read in conjunction with the explanatory notes attached to the interim financial statements which provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group.

2 CHANGES IN ACCOUNTING POLICIES

On 1 February 2016, the Group adopted the following new and amended MFRS and IC Interpretations mandatory for annual financial period beginning on or after 1 January 2016.

Description	Effective for annual periods beginning on
	or after
Annual Improvements to MFRSs 2012-2014 Cycle	1 January 2016
Amendments to MFRS 116 and MFRS 138: Property, Plant and Equipment (Clarification	
of Acceptable Methods of Depreciation and Amortisation)	1 January 2016
Amendments to MFRS 116 and MFRS 141: Agriculture: Bearer Plants	1 January 2016
Amendments to MFRS 11: Joint Arrangements: Accounting for Acquisition of Interests	
in Joint Operations	1 January 2016
Amendments to MFRS 127: Separate Financial Statements (Equity Method in	1 January 2016
Separate Financial Statements)	
Amendments to MFRS 101: Presentation of Financial Statements (Disclosure Initiative)	1 January 2016
Amendments to MFRS 10, MFRS 12 and MFRS 128: Investment Entities: Applying the	1 January 2016
Consolidation Exception	
MFRS 14 Regulatory Deferral Accounts	1 January 2016

The adoption of the above Amendments to MFRS and IC Interpretations did not have any significant financial impact to the Group and the Company.

3 OTHER INCOME

OTHER INCOME	Individual Quarter 3 Months Ended		Cumulative Quarter 12 Months Ended	
	31.01.2017	1.01.2017 31.01.2016	31.01.2017	31.01.2016
	RM'000	RM'000	RM'000	RM'000
Interest income Profits distribution from short	-	83	-	967
term investment	1,706	-	3,914	234
Gain on disposal of associates	-	-	98,940	-
Miscellaneous income	1,099	233	2,277	1,375
	2,805	316	105,131_	2,576

YEAR ENDED 31 JANUARY 2017

EXPLANATORY NOTES (CON'T)

4 AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the financial statements for the year ended 31 January 2016 was not qualified.

5 SEASONAL OR CYCLICAL FACTORS

The Group's performance is not significantly affected by any seasonal or cyclical fluctuations.

6 UNUSUAL ITEMS

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group other than Note 20

7 CHANGES IN ACCOUNTING ESTIMATES

There were no materials changes in accounting estimates of the amounts reported in the previous financial year that have a material effect on the results of the current reporting year.

8 DEBT AND EQUITY SECURITIES

There were no issuances, cancellations, repurchases, resale or repayment of debt and equity securities.

9 SEGMENTAL REPORTING

Analysis of the Group's revenue and results by segments are as follows:-

	Individual Quarter		Cumulative Quarter		
	3 Months Ended		12 Month	s Ended	
	31.01.2017	31.01.2016	31.01.2017	31.01.2016	
	RM'000	RM'000	RM'000	RM'000	
Revenue: Investment holding	-	2	-	2	
Property investment	6,455	6,322	24,837	24,940	
Aviation	6,587	9,535	25,720	22,997	
Corporate services	573	(966)	3,355	3,019	
Elimination	(573)	966	(3,355)	(3,019)	
	13,042	15,859	50,557	47,939	
Profit before tax:					
Investment holdings	(3,670)	(1,642)	83,839	(7,711)	
Property investment	3,569	2,033	12,288	10,773	
Aviation	(1,463)	(5,364)	(4,577)	(7,554)	
Corporate services	(730)	(760)	(8,339)	(11,246)	
Eliminations	28	875	162	(990)	
	(2,266)	(4,858)	83,373	(16,728)	
Share of result of associates	758	7,926	20,929	20,915	
Share of result of joint ventures	(102)	592	(169)	(194)	
	(1,610)	3,660	104,133	3,993	

YEAR ENDED 31 JANUARY 2017

EXPLANATORY NOTES (CON'T)

10 MATERIAL EVENTS SUBSEQUENT TO THE END OF THE REPORTING YEAR

There were no material events subsequent to end of the reporting year.

11 CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group for the current financial year except for the followings:

- (i) Disposal of the Group's interest in associates as disclosed in Note 20.
- (ii) Sapura Aero Sdn Bhd ("SASB"), a wholly-owned subsidiary of Sapura Resources Berhad ("SRB"), has on 19 October 2016 entered into a share sale agreement ("SSA") with ISY Holdings Sdn Bhd ("ISYH") to acquire from ISYH the remaining 153,000 ordinary shares of RM1.00 each of ISY Aerina Sdn Bhd ("Aerina") ("Sale Shares"), representing 51% of the issued and paid-up ordinary share capital of Aerina, for a total purchase consideration of RM100,000.00 ("the Acquisition").

Hence, upon the completion of the Acquisition, Aerina is a wholly-owned subsidiary of SASB, which in turn, is a wholly-owned subsidiary of SRB.

12 CONTINGENT LIABILITIES

There were no material changes in contingent liabilities of the Group since the last annual reporting date.

13 CAPITAL COMMITMENTS

	As at	As at
	<u>31.01.2017</u>	31.01.2016
	RM'000	RM'000
Approved and contracted for:		
Property, plant and equipment	400	1,041
Approved but not contracted for:		
Property, plant and equipment	13,739	11,934
Investment in joint venture	89,284_	89,284
	103,423	102,259

14 REVIEW OF PERFORMANCE EXPLANATORY NOTES

(a) Three (3) months results – Q4FY2017 vs Q4FY2016

The Group revenue for the three (3) months period under review decreased from RM15.9 million to RM13.0 million (decrease of RM2.8 million or 18%) mainly due to lower revenue registered in Aviation segment.

Profit attributable to owners of the parent for the three (3) months decreased to loss of RM2.1 million from profit of RM3.3 million mainly due to lower share of results of associates due to completion of Proposed Disposals (Note 20).

(b) Twelve (12) months results - FY2017 vs FY2016

The Group revenue for the year under review increased from RM47.9 million to RM50.6 million (an increase of RM2.7 million or 6%) mainly due to higher revenue registered in Aviation segment.

Profit attributable to owners of the parent for the year increased to RM100.7 million from a profit of RM2.7 million mainly due to one-off gain on disposal of associates of RM98.9 million.

YEAR ENDED 31 JANUARY 2017

EXPLANATORY NOTES (CON'T)

15 MATERIAL CHANGES IN THE QUARTERLY RESULTS COMPARED TO THE PRECEDING QUARTER

The Group recorded a loss attributable to owners of the parent of RM2.1 million in the current quarter, as compared to a profit of RM98.3 million in the immediate preceding quarter mainly due to one-off gain on disposal of associates of RM98.9 million, recognised in the preceding quarter.

16 PROSPECTS

With the divestment of the education business which was completed on 24 August 2016, the Company's prospects will be driven by two core businesses i.e. property and aviation.

The Board is confident that its property and aviation businesses will generate value moving forward as they mature from their gestation period.

17 TAXATION

• •		12 months ended	12 months ended
		31.01.2017	31.01.2016
		RM'000	RM'000
	Malaysian taxation	3,470_	1,280
		3,470	1,280
18	OTHER CURRENT FINANCIAL ASSETS		
		As at	As at
		31.01.2017	31.01.2016
		RM'000	RM'000
	Held for trading investments:		
	Quoted equity shares	280	300
	Total financial assets at fair value through profit or loss	280	300
19	CASH AND BANK BALANCES		
		As at	As at
		31.01.2017	31.01.2016
		RM'000	RM'000
	Cash and bank balances	14,295	5,594
	Less: Restricted cash*	<u> </u>	(2,687)
	Cash and cash equivalents	14,295	2,907

^{*} Restricted cash is deposit with licensed bank pledged for credit facility granted to the Group.

YEAR ENDED 31 JANUARY 2017

EXPLANATORY NOTES (CON'T)

20 CORPORATE PROPOSALS

On 16 March 2016, the Company had announced that it had entered into a conditional share sale agreement with ILMU Education Group Sdn Bhd ("ILMU") in relation to the Proposed Disposals as follows:

- (i) the proposed disposal by SRB of its entire 49% equity interest in APIIT Sdn Bhd ("APIIT") comprising 1,225,001 ordinary shares of RM1.00 each in APIIT ("APIIT Shares") plus 1,225,000 new APIIT Shares to be issued pursuant to the Proposed Reorganisation (as set out below), to ILMU for a total cash consideration of RM58,000,000;
- the proposed disposal by SRB of its entire 49% equity interest in Asia Pacific University Sdn Bhd ("APU") comprising 9,800,001 ordinary shares of RM1.00 each in APU ("APU Shares"), to ILMU for a total cash consideration of RM161.988.000: and
- (iii) the proposed disposal by SRB of its entire 37.61% interest in Asia Pacific Institute of Information Technology Lanka (PVT) Limited ("APIIT Lanka") comprising its beneficial interest in 4,343,401 ordinary shares in APIIT Lanka ("APIIT Lanka Shares"), to ILMU for a total cash consideration of RM27,000,000.

The Proposed Reorganisation will involve the disposal by APIIT to ILMU of 100% equity interest in Asia Pacific Schools Sdn Bhd ("APS") comprising 2,500,002 ordinary shares of RM1.00 each in APS held by APIIT representing 100% of the issued and paid up share capital in APS ("APS Shares") for a total cash consideration of RM138,800,000. Thereafter, APIIT will declare dividends to its shareholders (i.e. ILMU and SRB), whereby ILMU and SRB will be entitled to dividends of RM70,788,000 and RM68,012,000, respectively. Subsequently, APIIT will undertake a bonus issue of 2,500,000 new APIIT Shares to its shareholders.

The Company and ILMU had, on 10 June 2016, mutually agreed to extend the Conditional Period for a period of up to 15 July 2016 or such other period as may be mutually agreed by the Company and ILMU in writing for the fulfillment of the Conditions Precedent under the SSA.

On 15 June 2016, the Company announced that the shareholders of SRB had approved the Proposed Disposals at an Extraordinary General Meeting ("EGM") held on that date. The completion of the Proposed Disposals is subject to the fulfilment of other outstanding condition precedents.

On 15 July 2016, the Company announced that the Company and ILMU had mutually agreed to extend the Conditional Period for a period of up to 29 July 2016 or such other period as may be mutually agreed by the Company and ILMU.

On 28 July 2016, the Company announced that the Company and ILMU had mutually agreed to extend the Conditional Period for a period of up to 12 August 2016 or such other period as may be mutually agreed by the Company and ILMU.

On 10 August 2016, the Company announced that ILMU and SRB had agreed that all the Conditions Precedent in relation to the SSA have been duly fulfilled and satisfied.

On 24 August 2016, the Company announced that the Proposed Disposals have been completed.

YEAR ENDED 31 JANUARY 2017

EXPLANATORY NOTES (CON'T)

21 STATUS OF THE UTILISATION OF PROCEEDS FROM CORPORATE PROPOSALS

As at 31 January 2017, the status of the utilisation from the Corporate Proposals as disclosed in Note 20 which was completed on 24 August 2016, amounting to RM315 million is as follows:

Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000	Intended Timeframe for Utilisation from Receipts of Proceeds
i) Existing projects and future expansions	119,746	-	119,746	Within 48 months
ii) General working capital requirements	30,000	(5,000)	25,000	Within 48 months
iii) Repayments of borrowings	144,600	(144,600)	-	-
iv) Proposed special dividend	16,054	(16,054)	-	-
v) Estimated expenses	4,600	(4,540)	60	Within 3 months
	315,000	(170,194)	144,806	

22 LOAN AND BORROWINGS

(a) Details of Group's borrowings are as follows:

	As at 31.01.2017
Current:	RM'000
Secured:	
- Obligations under finance leases	254_
	254
Non-current:	
Secured:	
- Obligations under finance leases	275
	275
Total borrowings	529

(b) Currency denominations

All the loan and borrowings are denominated in Ringgit Malaysia.

23 MATERIAL LITIGATION

The Company and its subsidiaries have no outstanding material litigation as at the date of this announcement.

24 DIVIDEND

The Board of Directors does not recommend any dividend for the quarter under review.

25 EARNINGS PER SHARE

The earnings per share has been calculated based on the profit attributable to Owners of the Parent divided by the number of ordinary shares in issue during the period of RM139,600,000.

YEAR ENDED 31 JANUARY 2017

EXPLANATORY NOTES (CON'T)

26 ADDITIONAL INFORMATION

The following items are included in the statement of comprehensive income:-

	Individual Quarter 3 Months Ended		Cumulative Quarter 12 Months Ended	
	31.01.2017 31.01.2016 RM'000 RM'000		31.01.2017 RM'000	31.01.2016 RM'000
Interest expense Depreciation and amortisation Net fair value loss on held	94 2,455 -	2,418 3,154	6,083 8,944	8,935 10,050
for trading investment	(16)	(1)	20	93

27 BREAKDOWN OF RETAINED PROFITS INTO REALISED AND UNREALISED

	As at	As at
	31.01.2017	31.01.2016
	RM'000	RM'000
Total retained profits of the Company and its subsidiaries:		
- Realised	292,588	70,747
- Unrealised	6,296	6,208
	298,884	76,955
Total share of retained profits from associated companies:		
- Realised	91,655	71,574
- Unrealised	(2,189)	(2,189)
	89,466	69,385
Total share of retained profits from joint ventures companies		
- Realised	(689)	(328)
- Unrealised	14,292	14,292_
	13,603	13,964
Consolidation adjustments	(94,904)	66,324
Retained profits as per financial statements	307,049	226,628

28 APPROVAL OF INTERIM FINANCIAL STATEMENT

The interim financial statements have been approved for issue in accordance with a resolution of The Board of Directors on 30 March 2017.

Chua Siew Chuan (MAICSA 077689) Company Secretary