Sapura Resources Berhad

Unaudited Financial Results Q3 FY2018

Period Ended 31 October 2017



SAPURA RESOURCES BERHAD (Company No.: 3136-D)

Interim Financial Statements for 3rd Quarter Ended 31 October 2017

The Board of Directors hereby announce the Unaudited financial results of the Group for the 3rd Quarter Ended 31 October 2017

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Sapura Resources Berhad (Company No.: 3136-D)
Unaudited Condensed Consolidated Statement of Comprehensive Income for the 3rd Quarter Ended 31 October 2017

		Individual 3 Months		Cumulativ 9 Month:	
	Note	31.10.2017	31.10.2016	31.10.2017	31.10.2016
	_	RM'000	RM'000	RM'000	RM'000
Revenue		12,937	11,858	37,559	35,517
Operating expenses		(16,025)	(16,105)	(47,098)	(46,215)
Other income	3	2,294	100,955	5,861	102,326
Operating (loss)/profit	_	(794)	96,708	(3,678)	91,628
Finance costs	_	(11)	(1,645)	(31)	(5,989)
(Loss)/Profit before tax before share of resul	t	(805)	95,063	(3,709)	85,639
Share of result of associate		1,118	1,683	3,204	3,199
Share of result of joint venture	_	(34)	(10)	(206)	(67)
Profit/(Loss) before tax		279	96,736	(711)	88,771
Taxation	17	133	(2,391)	(733)	(3,030)
Profit/(Loss), before share of result of associates from non-current assets held for sale, net of tax		412	94,345	(1,444)	85,741
Disposal of associates during the period: Share of result of disposed associates		-	3,976	-	16,972
Total comprehensive income/(loss) for the period	-	412	98,321	(1,444)	102,713
Profit/(Loss), represent total comprehensive income/(loss) for the period attributable to: Owners of the parent		412	98,321	(1,444)	102,713
Minority interests		-	-	-	-
,	-	412	98,321	(1,444)	102,713
Earnings per share attributable to Owners of the parent:					
Basic, profit/(loss) for the period	25	0.30	70.43	(1.03)	73.58
	-	0.30	70.43	(1.03)	73.58

These unaudited Condensed Consolidated Statements of Comprehensive Income should be read in conjuction with the Audited Financial Statements for the year ended 31 January 2017.

Sapura Resources Berhad (Company No.: 3136-D)
Unaudited Condensed Consolidated Statements of Financial Position as at 31 October 2017

	Note	Unaudited 31.10.2017 RM'000	Audited 31.01.2017 RM'000
ASSETS			
NON CURRENT ASSETS		42.050	20.700
Property, plant and equipment Investment properties		42,958 118,701	39,608 121,061
Investments in associates		13,548	10,344
Investments in joint ventures		135,173	135,378
		310,380	306,391
CURRENT ASSETS			
Inventories		11	21
Trade and other receivables		10,378	9,785
Prepayments		472	1,230
Other current financial assets	18	259	280
Tax recoverable		1,610	94
Short term investment		172,891	171,691
Cash and bank balances		2,703	14,425
TOTAL ACCETC		188,324	197,526
TOTAL ASSETS		498,704	503,917
EQUITY AND LIABILITIES			
Equity attributable to Owners of the Parent			
Share capital		139,600	139,600
Other reserves		2,581	2,581
Retained profits Total Equity		305,279 447,460	306,723 448,904
Total Equity		447,400	440,704
Non-current liabilities			
Deferred tax liabilities		6,388	6,414
Loans and borrowings	21	197	208
		6,585	6,622
Current Liabilities			
Trade and other payables		19,468	23,070
Provisions	0.4	25,000	25,000
Loans and borrowings	21	191	321
Total liabilities		44,659 51,244	48,391 55,013
TOTAL EQUITY AND LIABILITIES		498,704	503,917
		170,701	555,717
NET ASSETS PER SHARE (RM)		3.21	3.22

These unaudited Condensed Consolidated Statements of Financial Position should be read in conjuction with the Audited Financial Statements for the year ended 31 January 2017.

Sapura Resources Berhad (Company No.: 3136-D)
Unaudited Condensed Consolidated Statement of Changes in Equity for the 3rd Quarter Ended 31 October 2017

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	Share Capital RM'000	Capital Reserve RM'000	General Reserve RM'000	Retained Profits RM'000	Total Equity RM'000
At 1.2.2017	139,600	1,481	1,100	306,723	448,904
Loss for the period, being total comprehensive profit for the period	-	-	-	(1,444)	(1,444)
At 31.10.2017	139,600	1,481	1,100	305,279	447,460
At 1.2.2016	139,600	1,481	1,100	226,628	368,809
Profit for the period, being total comprehensive income for the period	-	-	-	102,713	102,713
Dividend on ordinary shares	-	-	-	(20,242)	(20,242)
At 31.10.2016	139,600	1,481	1,100	309,099	451,280

These unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2017.

Sapura Resources Berhad (Company No.: 3136-D)
Unaudited Condensed Consolidated Statement of Cash Flows
for the 3rd Quarter Ended 31 October 2017

	For the 9 months period ended 31.10.2017 RM'000	For the 9 months period ended 31.10.2016 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
(Loss)/Profit before tax Adjustment for:	(711)	105,743
Non-cash items	(745)	(131,867)
Operating loss before working capital changes	(1,456)	(26,124)
Net change in current assets	196	(1,633)
Net change in current liabilities	(3,602)	27,395
Tax paid	(2,275)	(3,106)
Net cash used in operating activities	(7,137)	(3,468)
CASH FLOWS FROM INVESTING ACTIVITIES		
Dividend received	-	68,861
Investment in a subsidiary	-	100
Purchase of property, plant and equipment (Net subscription in)/Proceeds from redemption of	(7,730)	(2,709)
short term investment	(1,200)	4,215
Proceeds from disposal of associates	-	245,035
Proceeds from disposal of property, plant and equipment	-	130
Profits distribution from short term investment	4,517	2,208
Net cash (used in)/generated from investing activities	(4,413)	317,840
CASH FLOWS FROM FINANCING ACTIVITIES		
Net repayment of obligation under finance lease	(141)	(127,672)
Net repayment of short term borrowings	-	(15,900)
Dividend paid	-	(20,242)
Interest paid	(31)	(5,989)
Net cash used in financing activities	(172)	(169,803)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(11,722)	144,569
NET DECREASE IN RESTRICTED CASH CASH AND CASH EQUIVALENTS AT BEGINNING	-	2,687
OF YEAR	14,425	2,907
CASH AND CASH EQUIVALENTS AT END OF PERIOD	2,703	150,163

These unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Auditec Financial Statements for the 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

The accounting policies adopted are consistent with those of the previous financial year except as follows:

On 1 February 2017, the Group adopted the following new and amended MFRS and IC Interpretations mandatory for annual financial periods beginning on or after 1 January 2017.

	Effective for
	annual periods
<u>Description</u>	<u>beginning on or after</u>

Amendments to MFRS 5: Statement of Cash Flows (Disclosure Initiative)	1 January 2017
Amendments to MFRS 12: Disclosure of Interests in Other Entities	1 January 2017
Amendments to MFRS 112: Income Taxes: Recognition of Deferred Tax	
Assets for Unrecognised Losses	1 January 2017

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

Standards and interpretations issued but not yet effective

The Group has not adopted the following standards and interpretations that have been issued but not yet effective.

<u>Description</u>	Effective for annual periods beginning on or after
Amendments to MFRS 1: First-time Adoption of Malaysian Financial Reporting 1 January 2018 Standards	1 January 2018
Amendments to MFRS 2 : Classification and Measurement of Share-based 1 January 2018	,
Payment Transaction	1 January 2018
Amendments to MFRS 4: Insurance Contracts: Applying MFRS 9	
Financial Instruments with MFRS 4 Insurance Contracts	1 January 2018
Amendments to MFRS 128: Investment in Associates and Joint Ventures	1 January 2018

Amendments to MFRS 140: Investment Property: Transfers of Investment Property

1 January 2018

EXPLANATORY NOTES (CONT'D.)

2 CHANGES IN ACCOUNTING POLICIES (CONT'D)

Standards and interpretations issued but not yet effective (cont'd)

Effective for annual periods beginning on or after

Description

MFRS 9 : Financial Instruments

MFRS 15 : Revenue from Contracts with Customers

MFRS 16 : Leases

Amendments to MFRS 10 and MFRS 128: Sale or Contribution

of Assets between an Investor and its Associate or Joint Venture

To be announced

The Group are expected to apply the abovementioned pronouncements beginning from the respective dates the pronouncements become effective. The initial application of the abovementioned pronouncements are not expected to have any material impacts to the financial statements of the Group except as mentioned below:

i. MFRS 15 Revenue from Contracts with Customers

MFRS 15 replaces the guidance in MFRS 111 Construction Contracts, MFRS 118 Revenue, IC Interpretation 13 Customer Loyalty Programmes, IC Interpretation 15, Agreements for Construction of Real Estate, IC Interpretation 18, Transfers of Assets from Customers and IC Interpretation 131, Revenue — Barter Transactions Involving Advertising Services. The Group is currently assessing the financial impact that may arise from the adoption of MFRS 15.

ii. MFRS 9 Financial Instruments

MFRS 9 replaces the guidance in MFRS 139 Financial Instruments: Recognition and Measurement on the classification and measurement of financial assets and financial liabilities, and on hedge accounting. The Group is currently assessing the financial impact that may arise from the adoption of MFRS 9.

iii. MFRS 16 Leases

MFRS 16 replaces existing lease guidance in MFRS 117 Leases, IC Interpretation 4 Determining Whether an Arrangement Contains a Lease, IC Interpretation 115 Operating Leases - Incentives, and IC Interpretation 127 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The Group and the Company are currently assessing the financial impact that may arise from the adoption of MFRS 16.

EXPLANATORY NOTES

3 OTHER INCOME

	Individual Quarter 3 Months Ended		Cumulative Quarter 9 Months Ended	
	31.10.2017	31.10.2016	31.10.2017	31.10.2016
	RM'000	RM'000	RM'000	RM'000
Profits distribution from short term				
investment	1,590	1,604	4,517	2,208
Gain on disposal of associates	-	98,939	-	98,939
Miscellaneous income	704	412	1,344	1,179
	2,294	100,955	5,861	102,326

4 AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the financial statements for the year ended 31 January 2017 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.

7 CHANGES IN ACCOUNTING ESTIMATES

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

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:

	Individua	Individual Quarter 3 Months Ended		e Quarter
	3 Months			s Ended
	31.10.2017	31.10.2016	31.10.2017	31.10.2016
	RM'000	RM'000	RM'000	RM'000
Revenue				
Investment holding	865	69,799	2,595	71,678
Property Investments	6,180	6,226	18,705	18,382
Aviation	6,750	5,632	18,914	17,135
Eliminations	(858)	(69,799)	(2,655)	(71,678)
	12,937	11,858	37,559	35,517

EXPLANATORY NOTES (CONT'D.)

9 SEGMENTAL REPORTING (CONT'D)

Analysis of the Group's revenue and results by segments are as follows (cont'd):

	Individual Quarter		Cumulative Quarter	
	3 Months	s Ended	9 Months Ended	
	31.10.2017	31.10.2016	31.10.2017	31.10.2016
	RM'000	RM'000	RM'000	RM'000
Profit/(Loss) before tax:				
Investment holding	(1,544)	256,153	(6,157)	245,748
Property Investments	3,005	2,808	8,953	8,647
Aviation	(2,231)	(2,216)	(7,034)	(5,859)
Eliminations	(35)	(161,682)	529	(162,897)
	(805)	95,063	(3,709)	85,639
Share of results of associates	1,118	5,659	3,204	20,171
Share of results of Joint ventures	(34)	(10)	(206)	(67)
Profit/(Loss) before tax				
result of associates from non-current				
assets held for sale	279	100,712	(711)	105,743

10 MATERIAL EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

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

11 CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group since the last annual reporting date except for the followings:

- On 20 June 2017, the Company announced that Sapura Aero Sdn. Bhd. ("SASB"), a wholly-owned subsidiary of the Company had entered into a Joint Venture and Shareholders Agreement with Destini Aviation Sdn. Bhd. ("DASB") and Urban Fleet Sdn. Bhd. ("UFSB"), the proposed joint venture company, to effectively collaborate by drawing upon skills, expertise, experience and capabilities of each other for all **parties'** mutual benefits and profits in the undertaking of the business of sale of rotary wing and fixed wing aircraft, supply and provision of maintenance, repair and overhaul services in relation to aircraft and helicopters and the provision of programs such as wet leasing and dry leasing of aircraft.
- ii) On 22 November 2017, the Company announced that the wholly-owned subsidiary of the Company, Sapura Aero Sdn. Bhd. had on 21 November 2017 incorporated a new wholly-owned subsidiary in Singapore, namely Sapura Aviation Singapore Pte. Ltd. ("SASPL") with the registration number of 201733489K.

SASPL is a private limited company with a share capital of SGD2.00 only comprising of 2 ordinary shares fully paid in the capital of SASPL.

The intended principal activity of SASPL is to be involved in Aviation business which includes but not limited to fixed base operations, group handling, aircraft management, hangarage, maintenance repair and overhaul.

EXPLANATORY NOTES (CONT'D.)

11 CHANGES IN COMPOSITION OF THE GROUP (CONT'D)

There were no changes in the composition of the Group since the last annual reporting date except for the followings: (cont'd)

ii) The incorporation of SASPL is funded by internal fund and SASPL is not expected to have any material effect on the earnings per share, net assets per share, gearing, share capital and substantial **shareholders'** shareholding of SRB for the financial year ending 31 January 2018.

None of the Directors or substantial shareholders of SRB or persons connected to them has any interest, direct or indirect, in the incorporation of SASPL.

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 31.10.2017 RM'000	As at 31.01.2017 RM'000
Approved and contracted for: Property, plant and equipment	12,594	401
Approved but not contracted for: Property, plant and equipment Investment in joint venture	5,167 89,284 107,045	13,729 89,284 103,414

14 REVIEW OF PERFORMANCE

(a) Three (3) months results - Q3FY2018 vs Q3FY2017

The Group revenue for the three (3) months period under review increased to RM12.9 million from RM11.8 million (an increase of RM1.1 million or 9%) mainly due to higher revenue registered in Aviation segment.

Profit attributable to Owners of the parent for the three (3) months decreased to RM0.4 million from a profit of RM98.3 million mainly due to one-off gain on disposal of associates subsequent to the disposal of 49% interest in the Education Group; offset with lower finance costs.

(b) Nine (9) months results - YTDQ3FY2018 vs YTDQ3FY2017

The Group revenue for the period under review increased to RM37.6 million from RM35.5 million (an increase of RM2.0 million or 6%) mainly due to higher revenue registered in Aviation segment of RM1.5 million and Property segment of RM0.3 million.

Profit attributable to Owners of the parent for the period decreased to a loss RM1.4 million from a profit of RM102.7 million mainly due to one-off gain on disposal of associates subsequent to the disposal of 49% interest in the Education Group in the same period last year. The decrease, however, was partially offset by lower finance costs and higher other income in current period.

EXPLANATORY NOTES (CONT'D.)

15 MATERIAL CHANGES IN THE QUARTERLY RESULTS COMPARED TO PRECEDING QUARTER

	Current Quarter	Immediate Preceding Quarter
	31.10.2017	31.07.2017
Dovonuo	12.027	10.064
Revenue Operating loss	12,937 (794)	12,264 (2,198)
Profit / (Loss) before tax	279	(1,621)
Profit / (Loss), represent total comprehensive income / (loss) for the period		(1,021)
attributable to the owners of the parent	412	(2,104)

The Group recorded a profit attributable to owners of the parent of RM0.4 million in the current quarter, as compared to a loss of RM2.1 million in the immediate preceding quarter mainly due to higher revenue, higher share of result of associate and lower operating expenses in the current quarter.

16 PROSPECTS

The Company's prospects are driven by two core businesses ie property and aviation. Although the property market is softening, the Company takes a long term view on its property investments. Our aviation revenue continues to grow as we expand our hangarage business and related aviation services. The Board believes that these businesses will generate value moving forward as they mature.

17 TAXATION

• •		9 months ended 31.10.2017 RM'000	9 months ended 31.10.2016 RM'000
	Malaysian taxation	733	3,030
18	OTHER CURRENT FINANCIAL ASSETS		
		As at 31.10.2017 RM'000	As at 31.01.2017 RM'000
	Held for trading investments: Quoted equity shares Total financial assets at fair value through profit or loss	259 259	280 280

EXPLANATORY NOTES (CONT'D.)

19 CORPORATE PROPOSALS

The corporate proposals announced are as follows:

- (i) On 20 June 2017, the Company announced that Sapura Aero Sdn. Bhd. ("SASB"), a wholly-owned subsidiary of the Company had entered into a Joint Venture and Shareholders Agreement with Destini Aviation Sdn. Bhd. ("DASB") and Urban Fleet Sdn. Bhd. ("UFSB"), the proposed joint venture company, to effectively collaborate by drawing upon skills, expertise, experience and capabilities of each other for all **parties'** mutual benefits and profits in the undertaking of the business of sale of rotary wing and fixed wing aircraft, supply and provision of maintenance, repair and overhaul services in relation to aircraft and helicopters and the provision of programs such as wet leasing and dry leasing of aircraft.
 - On 27 July 2017, the Company announced the following developments to the Conditions Precedent of the Agreement:-
- a) Pursuant to Clause 3.4 of the Agreement, SASB and DASB hereby waive the Condition Precedent under Clause 3.2 (d) of the Agreement, being the requirement for SASB and DASB to have agreed on a means of valuation, for any injection, transfer and/or contribution of existing operations by either SASB or DASB, into UFSB, via an executed Letter of Waiver dated 25 July 2017; and
- b) SASB and DASB hereby agree that in relation to Clause 3.2 (e) of the Agreement, no required approval need to be obtained and that suitable candidates for the **UFSB's** management team, including but not limited to the Chief Executive Officer, the Accountable Managers and the Chief Financial Officer shall be treated as a normal condition of the Agreement, via an executed Letter of Treatment of Clause 3.2(e) of the Agreement as a Normal Condition, dated 25 July 2017.
 - Subsequent to the above, all other Conditions Precedent of the Agreement have been duly fulfilled on 27 July 2017.

20 STATUS OF THE UTILISATION OF PROCEEDS FROM CORPORATE PROPOSALS

As at 31 October 2017, the status of the utilisation from the disposal of associates which was completed on 24 August 2016, amounting to RM315 million is as follows:

Purpose	Proposed Utilisation	Actual Utilisation	Balance Unutilised	Intended Timeframe for Utilisation from the date of
	RM'000	RM'000	RM'000	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				
dividends	16,054	(16,054)	-	-
v) Estimated				
expenses	4,600	(4,600)	-	-
	315,000	(170,254)	144,746	

EXPLANATORY NOTES (CONT'D.)

21 LOAN AND BORROWINGS

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

	As at 31.10.2017 RM'000
Current: Secured:	
Obligations under finance leases	<u> </u>
Non-current: Secured:	
Obligations under finance leases	
Total borrowings	388

(b) Currency denominations

All the loan and borrowings are denominated in Ringgit Malaysia.

22 PROVISIONS

	As at	As at
	31.10.2017_	31.01.2017
	RM'000	RM'000
Provision for indemnity		
At the beginning of period/year	25,000	-
Current year provision	-	25,000
At the end of period/year	25,000	25,000

In the disposal of associates which was completed on 24 August 2016, SRB indemnified APIIT Sdn. Bhd. ("APIIT") and ILMU Education Group Sdn. Bhd ("ILMU") against any claims in connection with any failure to comply with specific applicable laws prior to the disposal of the associates, provided that any indemnity claim is made by APIIT and/or ILMU within the agreed period.

23 MATERIAL LITIGATION

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

24 DIVIDEND

The Board of Directors did 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 periof of RM139,600,000.

EXPLANATORY NOTES (CONT'D.)

26 ADDITIONAL INFORMATION

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

		Individual Quarter 3 Months Ended		Cumulative Quarter 9 Months Ended	
		31.10.2017 RM'000	31.10.2016 RM'000	31.10.2017 RM'000	31.10.2016 RM'000
Interest expense Depreciation and amor		11 2,328	1,645 2,163	31 6,740	5,989 6,489
	Net fair value (gain)/loss on held for trading investment	(7)	(29)	21	36
27 BREAKDOWN OF RETA	BREAKDOWN OF RETAINED PROFITS INTO REALISED AND UNREALISED				
			-	As at 31.10.2017 RM'000	As at 31.01.2017 RM'000
Total retained profits of - Realised - Unrealised	the Company and	its subsidiaries:	-	227,891 5,687 233,578	243,748 5,687 249,435
Total share of retained - Realised - Unrealised	profits from associ	ated companies:	-	1,548 - 1,548	(1,656)
Total share of retained - Realised - Unrealised	profits from joint v	entures companies:		(575) 14,292 13,717	(369) 14,292 13,923
Consolidation adjustme	ents		-	56,436	45,021
Retained profits as per	financial statemen	ts		305,279	306,723

28 APPROVAL OF INTERIM FINANCIAL STATEMENT

The interim financial statements have been approved by the Board of Directors.

Chua Siew Chuan (MAICSA 077689) Company Secretary