

A. EXPLANATORY NOTES PURSUANT TO FRS 134

1. BASIS OF PREPARATION

The interim financial statements have been prepared under the historical cost convention except for the investment properties which have been measured at fair values.

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2014. These explanatory notes attached to the interim financial statements 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 since the financial year ended 31 December 2014.

The significant accounting policies and presentation adopted by the Group in these interim financial statements are consistent with those of the Group's consolidated audited financial statements for the year ended 31 December 2014, except as follows:

On 1 January 2015, the Group adopted the following new and amended FRS and IC Interpretations mandatory for annual financial periods beginning on or after 1 January 2015:

Amendments to FRS 1	First-time adoption of Financial Reporting Standards (Annual Improvements 2011-2013 Cycle)
Amendments to FRS 2	Share-based Payment (Annual Improvements 2010-2012 Cycle)
Amendments to FRS 3	Business Combinations (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)
Amendments to FRS 8	Operating Segments (Annual Improvements 2010-2012 Cycle)
Amendments to FRS 13	Fair Value Measurement (Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle)
Amendments to FRS 116	Property, Plant and Equipment (Annual Improvements 2010-2012 Cycle)
Amendments to FRS 119	Employee Benefits – Defined Benefit Plans: Employee Contribution
Amendments to FRS 124	Related Party Disclosures (Annual Improvements 2010-2012 Cycle)
Amendments to FRS 138	Intangible Assets (Annual Improvements 2010-2012 Cycle)
Amendments to FRS 140	Investment Property (Annual Improvements 2011-2013 Cycle)

Adoption of the above standards and interpretations did not have any effect on the financial performance or position of the Group.

Malaysian Financial Reporting Standards (MFRS 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').

The Group falls within the scope definition of Transitioning Entities and has opted to defer adoption of the new MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2017.

Accordingly, the Group will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 December 2017.

2. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the financial statements for the year ended 31 December 2014 was not qualified.

3. SEGMENTAL INFORMATION

The segment revenues and segment results for business segments for the current financial period to date are as follows: -

	Property Development RM'000	Property Investment RM'000	Car Park Operator RM'000	Investment Holding RM'000	Elimination RM'000	Consolidated RM'000
REVENUE						
External sales:						
-Sales of properties	364,829	-	-	-	-	364,829
-Rental income	-	38,120	-	-	-	38,120
-Car park management income	-	-	2,803	-	-	2,803
-Others	-	3,321	-	-	-	3,321
-Hotel and food and beverage	-	31,428	-	-	-	31,428
Inter-segment	-	-	-	13,000	(13,000)	-
Total	364,829	72,869	2,803	13,000	(13,000)	440,501
OTHER INCOME						
Interest income	1,084	362	-	-	-	1,446
Inter-Co Interest	2,005	32	-	10,379	(12,416)	-
Rental income *	2,080	85	-	-	-	2,165
Others	1,085	2,422	-	-	(2,555)	952
Total	6,254	2,901	-	10,379	(14,971)	4,563
RESULTS						
Segment results	162,619	46,967	2,660	20,543	(27,971)	204,818
Finance cost						(3,810)
Profit before tax						201,008
Taxation						(49,229)
Net profit for the Period						151,779

Segmental reporting by geographical segments has not been prepared as all activities of the Group's operations are carried out within Malaysia.

Note: * Rental income arising from letting of vacant undeveloped land and unsold inventory.

4. ITEMS OF UNUSUAL NATURE AND AMOUNTS

There were no items affecting the assets, liabilities, equity, net income or cash flows of the Group during the financial quarter ended 30 June 2015 that are unusual because of their nature, size or incidence.

5. CHANGES IN ESTIMATES

There were no changes in estimates that have had a material effect in the current quarter results.

6. SEASONAL OR CYCLICAL FACTORS

The business operations of the Group were not affected by any significant seasonal or cyclical factors in the current quarter.

7. DIVIDENDS PAID

There were no dividends paid during the current quarter.

8. CARRYING AMOUNT OF REVALUED ASSETS

The value of the investment properties have been adjusted to fair value at the end of the financial year ended 31 December 2014.

There has been no revaluation of investment properties during the current quarter and financial year.

9. DEBT AND EQUITY SECURITIES

(a) Exercise of Warrants 2011/2016

During the current quarter, the Company had issued 5,749,850 new ordinary shares of RM0.50 each for cash at RM0.80 each pursuant to the exercise of Warrants 2011/2016. The total cash proceeds received from the exercise of Warrants was amounted to RM4,599,880. The details of the Warrants exercised during the financial period are as follows:

Allotment Date	No. of Warrants exercised	No. of shares allotted	Type of issue
02 April 2015	477,000	477,000	
08 April 2015	718,300	718,300	
09 April 2015	364,000	364,000	

10 April 2015	248,000	248,000	Exercise of Warrants 2011/2016 at RM0.80 per share
14 April 2015	245,600	245,600	
17 April 2015	634,000	634,000	
22 April 2015	2,565,200	2,565,200	
29 April 2015	1,018,300	1,018,300	
14 May 2015	162,200	162,200	
21 May 2015	225,000	225,000	
01 June 2015	5,000	5,000	
04 June 2015	47,000	47,000	
10 June 2015	222,300	222,300	
24 June 2015	13,250	13,250	
Total	6,945,150	6,945,150	

The new ordinary shares issued arising from the exercise of Warrants shall rank pari passu in all respect with the existing ordinary shares of the Company, save and except that the new shares shall not be entitled to any dividends, rights, allotments and/or distributions, unless the exercise of Warrant is effected before the book closure of the share registers for determination of the entitlement to such rights or distributions.

(b) Repurchase of Share buyback/ Treasury shares

During the current financial quarter, the Company repurchased 150,000 of its issued shares for a total cash consideration of RM290,188.94 in the open market at an average price of RM1.93 per share including transaction cost. The repurchased transactions were financed by internally generated funds.

The shares repurchased are being held as Treasury Shares and treated in accordance with the requirements of Section 67A of the Companies Act, 1965. Details of the shares buyback for the current quarter to date are as follows:

	Number of shares	Purchase Price			RM
		Highest price RM	Lowest price RM	Average Cost RM	
As at 1 April 2015	3,146,000				4,662,597.03
April 2015	150,000	1.94	1.92	1.93	290,188.94
As at 30 June 2015	3,296,000				4,952,785.97

10. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the current quarter ended 30 June 2015.

11. COMMITMENT

The amount of capital commitment not provided for in the financial statements as at 30 June 2015 is as follow:

Approved and contracted for:	RM <u>89,204,731</u>
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12. CHANGES IN CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no changes in contingent liabilities or contingent assets since the last audited Statement of Financial Position as at 31 December 2014.

13. RECURRENT RELATED PARTY TRANSACTIONS

The significant recurrent related party transactions for the financial period were summarized as follow:-

<u>Group</u>	<u>RM</u>
<u>Rental received from:</u>	
Bestari Bestmart Sdn Bhd	864,000
Harapan Terang Motor Sdn Bhd	10,200
<u>Purchases from :</u>	
Harapan Terang Motor Sdn Bhd	42,925
Wawasan Batu-Bata Sdn Bhd	7,644,300

14. EVENTS SUBSEQUENT TO THE DATE OF THE FINANCIAL POSITION

There were no material events subsequent to the end of the interim period which have not been reflected in the financial statements for the interim period under review except:-

(a) **Exercise of Warrants 2011/2016**

Subsequent to the financial period ended 30 June 2015, the Company had issued 108,600 new ordinary shares of RM0.50 each for cash at RM0.80 each pursuant to the exercise of Warrants 2011/2016. The total cash proceeds received from the exercise of Warrants was amounted to RM86,880.

(b) Share buyback/ Treasury shares

Subsequent to the financial period ended 30 June 2015, the Company had purchased 4,479,800 ordinary shares of RM0.50 each of its issued share capital from the open market for a total consideration of RM6,309,224.28. The share buy-back transactions were financed by internally generated funds. The purchased shares are held as treasury shares in accordance with the requirements of Sections 67A of the Companies Act, 1965.

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

15. PERFORMANCE REVIEW

The Group has registered revenue and profit before taxation of RM176.7 million and RM91.3 million respectively for the current quarter ended 30 June 2015. This represents a decrease of approximately 20% and 12% respectively over the results achieved in the preceding corresponding quarter ended 30 June 2014.

The current quarter's performance was mainly contributed by the change in sales mixed and percentage of completion of the existing main on-going projects of the Group, especially in Johor Bahru and Klang.

The current quarter's performance is explained in the detailed financial analysis below:

	Second Quarter Ended 30.6.15 RM'000	Second Quarter Ended 30.6.14 RM'000	Variances Increase/ (Decrease) RM'000	%
Revenue	176,670	220,092	(43,422)	(20)
Cost of sales	62,929	97,711	(34,782)	(36)
Other income	1,855	2,911	(1,056)	(36)
Selling and marketing expenses	5,217	3,909	1,308	33
Administrative expenses	17,074	15,350	1,724	11
Finance costs	2,035	2,260	(225)	(10)
Profit before taxation	91,270	103,773	(12,503)	(12)

16. COMMENT ON MATERIAL CHANGE IN PROFIT BEFORE TAXATION

The Group's profit before taxation for the quarter under review was approximately 17% lower than the results registered in the immediate preceding quarter ended 31 March 2015.

The lower Group's profit before taxation was mainly due to the change in sales mixed and percentage of completion of the existing main on-going and complete mixed development projects of the Group.

The lower Group's profit before taxation is explained in the detailed financial analysis below:

	Second Quarter Ended 30.6.15 RM'000	First Quarter Ended 31.3.15 RM'000	Variances Increase/ (Decrease) RM'000	%
Revenue	176,670	263,831	(87,161)	(33)
Cost of sales	62,929	122,063	(59,134)	(48)
Other income	1,855	2,707	(852)	(31)
Selling and marketing expenses	5,217	8,213	(2,996)	(36)
Administrative expenses	17,074	24,749	(7,675)	(31)
Finance costs	2,035	1,775	260	15
Profit before taxation	91,270	109,738	(18,468)	(17)

17. COMMENTARY ON PROSPECTS

In line with the Group's aspirations to provide quality housing, the Group plans to continue developing residential and commercial properties in Johor Bahru, Segamat, Kluang and Muar in the state of Johor. The Group will continue to build wide range of premium quality products, ranging from deluxe residences with top-class finishes and facilities to small-to-medium sized units with practical and efficient layouts. These developments are anticipated to further strengthen the Group's foothold in landed properties' market in the state of Johor.

The Group has approximately 2,100 acres of land held for current and future development which are strategically located in the District of Johor Bahru, Batu Pahat, Kluang, Segamat, Muar, Mersing, Klang and Kuala Lumpur. Most of these properties are available for immediate development as they have been granted approval for subdivision. These will help the Group to sustain its medium to long term development and profitability.

Most of the total land held in Johor, are located in the high growth Iskandar Development Region. More investment is expected to come from Singapore to the Iskandar Development Region. The Group is expected to benefit from the effect in view of its strong brand name in the Johor property market as most of its flagship projects are located in the Iskandar Development Region.

Besides, the Group is in the midst of developing the land held in Klang and is expected to anticipate a gross development value of RM10 billion with five (5) main development phases. The site is strategically located along Jalan Klang-Banting and is 15 minute drive from the Klang town centre. This mixed development project is expected to entail thousands of units of residential and commercial properties. The project is anticipated to be a success and provides impetus for the Group's future earnings growth.

In line with the Group's confidence in the high-end property market and the proven success of the Group in its maiden integrated commercial project, namely KSL City in Johor Bahru, the Group is gradually moving up the value chain by going from medium to high-end property development.

Besides property development activities, the Group continues to pursue selective investments in order to enhance its portfolio quality and diversity, and to generate stable, predictable returns for shareholders. Presently, the Group has investment properties including hotel and mall operation that are contributing millions of annual rental income. Going forward, the Group is very confident that with favourable market conditions, continuous management effort and innovative promotions and marketing campaigns, KSL City Mall, hotel and other investment properties will continue to generate attractive recurring revenue.

In the medium to long term, the Group is optimistic that its grow will be sustainable with its portfolio of existing projects and the visible pipeline of new launches of prime projects in the offering.

Above all, the Group is committed to operational efficiency enhancement and good risk management and corporate governance practices. Strategic initiatives are in motion to improve pricing and marketing strategies as well as product development and innovation, reduce operational costs, improve cash flow and ensure better returns moving forward, across all operational divisions. Internal support system is continuously monitored and improved to provide the efficiency and effectiveness necessary to deliver consistent performance.

Barring any unforeseen circumstances, with diligent development planning and introduction of various business improvement initiatives coupled with the favourable industry outlook, the prospects of the Group remains bright.

18. PROFIT FORECAST

Not applicable

19. INCOME TAX EXPENSE

	Current Quarter Ended 30.6.2015 RM'000	Financial Period Ended 30.6.2015 RM'000
Malaysian income tax	21,975	49,229
Over provision of taxation	-	-
Deferred tax	-	-
Total Income Tax Expense	<u>21,975</u>	<u>49,229</u>

A reconciliation of income tax expense applicable to profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group is as follow:

	Current Quarter Ended 30.6.2015 RM'000	Financial Period Ended 30.6.2015 RM'000
Profit before taxation	91,270	201,008
Taxation at Malaysian statutory tax rate of 25%	22,817	50,252
Utilisation of previously unrecognised business losses and capital allowance	(1,070)	(1,596)
Expenses not deductible for tax purposes	228	573
Tax expense	21,975	49,229

20. STATUS OF CORPORATE PROPOSAL ANNOUNCED

(a) Proposed Acquisition of Land

The following wholly-owned subsidiaries of the Company, had on 30 January 2015 entered into four (4) separate Sale and Purchase Agreements (the SPAs) with Indah Corporation Berhad (the Vendor) for the purpose of acquiring of all those freehold land, more particularly described below (the Land), for a total cash consideration of RM90,616,369.54 (Purchase Price) (the Proposed Acquisitions):-

	Name of subsidiaries	Particulars of the land	Purchase Price (RM)
1.	KSL Development Sdn Bhd (Company No. 313164-T) - Wholly-owned subsidiary of Harapan Terang Sdn Bhd, which in turn is the wholly-owned subsidiary of KSL	(i) HS(D) 23160 to HS(D) 23180 for PTD 21507 to PTD 21527; (ii) HS(D) 23182 to HS(D) 23208 for PTD 21529 to PTD 21555; and (iii) HS(D) 23238 to HS(D) 23246 for PTD 21585 to PTD 21593	28,029,509.64
2.	Goodpark Development Sdn Bhd (Company No. 99464-A)	(i) HS(D) 23123 to HS(D) 23159 for PTD 21470 to PTD 21506; and (ii) HS(D) 23209 to HS(D) 23237 for PTD 21556 to PTD 21584.	32,657,284.85

3.	Eversonic Sdn Bhd (Company No. 199680-P)	(i) HS(D) 23077 to HS(D) 23080 for PTD 21424 to PTD 21427; and (ii) HS(D) 23088 to HS(D) 23099 for PTD 21435 to PTD 21466.	16,108,596.90
4.	Bintang-Bintang Development Sdn Bhd (Company No. 118624-U)	HS(D) 23100 to HS(D) 23122 for PTD 21447 to PTD 21469	13,820,978.15
	Total		90,616,369.54

On the even date, an initial deposit of RM 9,061,638.00 has been paid to the Vendor via internally generated funds of the Company. The details of the SPA had been announced to the Bursa on 30 January 2015.

Status as at to-date

As at to-date, certain conditions precedent stipulated in the Sale and Purchase Agreement are still pending fulfillment.

(b) New Issue of Securities (Chapter 6 of Listing Requirements): Other Issue of Securities Dividend Reinvestment Plan (“2 nd DRP”)

On 18 August 2015, the Company announced that the issue price of the new ordinary shares of RM0.50 each in KSL to be issued pursuant to the 2nd DRP, which is applicable to the entire final single tier dividend of RM0.05 per KSL Share for the financial year ending 31 December 2014, was fixed at RM1.4783 per share.

A total of 27,138,772 New Shares were issued and listed on the Main Market of Bursa Malaysia Securities Berhad on 18 August 2015.

(c) Proposed Acquisition of Wholly-owned Subsidiary

On 30 June 2015, the Company announced that KSL Perfect Builder Sdn Bhd, a wholly-owned subsidiary of the Company has entered into a Sale and Purchase Agreement to acquire 100% equity interest in Gantang Jaya Sdn Bhd.

Status as at to-date

The proposed acquisition was completed on 18 August 2015.

21. BORROWINGS

	As at 30.6.2015 RM'000	As at 31.12.2014 RM'000
<u>Short term borrowings (Secured)</u>		
Bank overdrafts	7,214	4,929
Bankers' acceptance	10,900	10,700
Term loan	24,066	24,066
	42,180	39,695
<u>Long term borrowings (Secured)</u>		
Term loan	105,762	116,863
<u>Total Borrowings</u>		
Bank overdrafts	7,214	4,929
Bankers' acceptance	10,900	10,700
Term loan	129,828	140,929
	147,942	156,558

All of the above borrowings are denominated in Ringgit Malaysia.

22. CHANGES IN MATERIAL LITIGATION

There were no changes in material litigation, including the status of pending material litigation since the date of the last Audited Statement of Financial Position ended 31 December 2014.

23. DIVIDEND PAYABLE

The Board of Directors has recommended the following interim dividend in respect of the financial year ending 31 December 2015:

1. Amount per share : single tier dividend of 2 sen per share
2. Date payable : To be determined later
3. Entitlement date : To be determined later

The Board has determined that the Dividend Reinvestment Plan will apply to this interim dividend and shareholders of the Company be given an option to elect to reinvest in whole or in part the electable portion (the portion of dividend to which the option to reinvest applies, as determined by the Board) into new ordinary shares of RM0.50 each in the Company.

24. EARNINGS PER SHARE

(a) BASIC

Basic earnings per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period, excluding treasury shares held by the Group.

	Current Quarter Ended 30.6.15 RM'000	Financial Period Ended 30.6.15 RM'000
Profit attributable to ordinary equity holders of the parent	69,295	151,779
Issued ordinary shares as at beginning of the period	950,136	785,551
Dividend Reinvestment Plan	-	22,531
Exercise of warrants	5,429	137,482
Weighted average number of ordinary shares in issue	955,565	945,564
	Sen	Sen
Basic earnings per share	<u>7.25</u>	<u>16.05</u>

(b) DILUTED

	Current Quarter Ended 30.6.15 RM'000	Financial Period Ended 30.6.15 RM'000
Profit attributable to ordinary equity holders of the parent	69,295	151,779
Weighted average number of ordinary shares in issue	955,565	945,564
Effects of warrants	22,904	23,681
	<u>978,469</u>	<u>969,245</u>
Adjusted weighted average number of ordinary shares in issue and issuable		

	Sen	Sen
Diluted earnings per share	<u>7.08</u>	<u>15.66</u>

25. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after crediting/(charging) the following income/(expenses):

	3 Months Ended 30.06.15 RM'000	Year-to-date Ended 30.06.15 RM'000
(a) Interest income	875	1,446
(b) Other income including investment income	980	3,116
(c) Interest expense	(1,790)	(3,341)
(d) Depreciation and amortisation	(2,325)	(4,980)
(e) Provision for and write off of receivables	-	-
(f) Provision for and write off of inventories	-	-
(g) Gain or loss on disposal of quoted or unquoted investment properties	-	-
(h) Impairment of assets	-	-
(i) Foreign exchange gain/(loss)	-	-
(j) Gain/(loss) on derivatives	-	-
(k) Exceptional items/ Net Gain in FV adjustment	-	-

26. REALISED AND UNREALISED RETAINED EARNINGS

The breakdown of retained profits of the Group as at the reporting date, into realised and unrealised profits, pursuant to the directive of Bursa Malaysia Main Market Listing Requirements is as follows:-

	As at 30.06.2015 RM'000	As at 31.12.2014 RM'000
The retained earnings of the Group:-		
- Realised	1,103,785	973,242
- Unrealised	237,485	222,481
	<u>1,341,270</u>	<u>1,195,723</u>

Less: Consolidation adjustments	(56,031)	(62,263)
Total Group retained earnings as per Consolidated accounts	<u>1,285,239</u>	<u>1,133,460</u>

27. AUTHORITY FOR ISSUE

The interim financial statements were authorized for issue by the Board of Directors in accordance with a resolution of the Directors passed at the Board of Directors' Meeting held on 28 August 2015.

On Behalf of the Board
KSL Holdings Berhad

Lee Chye Tee
Executive Director