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Interim Financial Statements

For the 1st Quarter Ended 31 March 2015

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Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the 1st Quarter Ended 31 March 2015

	Individual Quarter 3-month Period Ended 31.3.2015 31.3.2014 RM'000 RM'000		Cumulativ 3-month Pe 31.3.2015 RM'000	
REVENUE	34,031	59,150	34,031	59,150
COST OF SALES	(41,728)	(45,442)	(41,728)	(45,442)
GROSS (LOSS)/PROFIT	(7,697)	13,708	(7,697)	13,708
OTHER INCOME	956	136	956	136
DISTRIBUTION COSTS	(1,106)	(1,531)	(1,106)	(1,531)
ADMINISTRATIVE AND OTHER EXPENSES	(5,948)	(5,429)	(5,948)	(5,429)
SHARE OF RESULTS IN AN ASSOCIATE, NET OF TAX	(540)	(45)	(540)	(45)
FINANCE COSTS	(3,535)	(2,926)	(3,535)	(2,926)
(LOSS)/PROFIT BEFORE TAXATION	(17,870)	3,913	(17,870)	3,913
INCOME TAX EXPENSE	3,574	(1,339)	3,574	(1,339)
(LOSS)/PROFIT AFTER TAXATION	(14,296)	2,574	(14,296)	2,574
OTHER COMPREHENSIVE INCOME	-	-	-	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	(14,296)	2,574	(14,296)	2,574

(Company No. 691393-U)

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Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Cont'd)

For the 1st Quarter Ended 31 March 2015

	Individual Quarter 3-month Period Ended		Cumulativ 3-month Pe	riod Ended	
	31.3.2015 RM'000	31.3.2014 RM'000	31.3.2015 RM'000	31.3.2014 RM'000	
(LOSS)/PROFIT AFTER TAXATION ATTRIBUTABLE TO:-					
Owners of the CompanyNon-controlling interests	(12,348) (1,948)	2,196 378	(12,348) (1,948)	2,196 378	
	(14,296)	2,574	(14,296)	2,574	
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:-					
Owners of the CompanyNon-controlling interests	(12,348) (1,948)	2,196 378	(12,348) (1,948)	2,196 378	
	(14,296)	2,574	(14,296)	2,574	
(LOSS)/EARNINGS PER SHARE					
(SEN):- - Basic - Diluted	(0.60) N/A	0.11 N/A	(0.60) N/A	0.11 N/A	

The Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.



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Condensed Consolidated Statement of Financial Position

As at 31 March 2015

ASSETS	As at 31.3.2015 (Unaudited) RM'000	As at 31.12.2014 (Audited) RM'000
NON-CURRENT ASSETS Investment in an associate Other investment Property, plant and equipment Intangible assets Biological assets Goodwill Deposits with licensed banks Deferred tax assets	23,549 5,000 674,503 24,331 781,080 64,746 100 5,105	24,089 - 658,640 24,569 778,349 64,746 100 4,929 1,555,422
CURRENT ASSETS Inventories Trade receivables Other receivables, deposits and prepayments Tax refundable Deposits with licensed banks Cash and bank balances	29,905 9,405 34,710 4,678 - 9,398	28,142 11,115 32,246 3,507 1,050 11,055
TOTAL ASSETS	1,666,510	1,642,537



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Condensed Consolidated Statement of Financial Position (Cont'd)

As at 31 March 2015

	As at 31.3.2015 (Unaudited) RM'000	As at 31.12.2014 (Audited) RM'000
EQUITY AND LIABILITIES		
Share capital Reserves	791,682 70,281	751,239 123,072
TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	861,963	874,311
NON-CONTROLLING INTERESTS	66,636	68,584
TOTAL EQUITY	928,599	942,895
NON-CURRENT LIABILITIES Borrowings Deferred tax liabilities	324,944 144,991	311,298 148,405
	469,935	459,703
CURRENT LIABILITIES Trade payables Other payables, deposits and accruals	38,759 41,276	28,757 37,583
Borrowings: bank overdrafts - other borrowings Provision for taxation	33,535 152,660 1,746	21,701 150,218 1,680
	267,976	239,939
TOTAL LIABILITIES	737,911	699,642
TOTAL EQUITY AND LIABILITIES	1,666,510	1,642,537
NET ASSETS PER SHARE (RM)	0.54	0.58

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.



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Condensed Consolidated Statement of Changes in Equity For the Three Months Period Ended 31 March 2015

		Non-distr Capital Preference Shares RM'000	Share Premium RM'000	Merger Reserve RM'000	Distri- butable Retained Profits RM'000	Attri- butable to Owners of the Company RM'000	Non- controlling Interests RM'000	Total Equity RM'000
Balance at 1.1.2015	654,252	96,987	15,447	(53,066)	160,691	874,311	68,584	942,895
Loss after taxation/Total comprehensive Income for the period	-	-	-	-	(12,348)	(12,348)	(1,948)	(14,296)
Distributions to owners of the Company: conversion of preference shares to ordinary shares	54,992	(14,549)	-	-	(40,443)	-	-	-
Balance at 31.3.2015	709,244	82,438	15,447	(53,066)	107,900	861,963	66,636	928,599



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Condensed Consolidated Statement of Changes in Equity (Cont'd)

For the Three Months Period Ended 31 March 2015

		Non-distr Capital Preference Shares RM'000	Share Premium RM'000	Merger Reserve RM'000	Distri- butable Retained Profits RM'000	Attri- butable to Owners of the Company RM'000	Non- controlling Interests RM'000	Total Equity RM'000
Balance at 1.1.2014	654,252	96,987	15,447	(53,066)	155,921	869,541	73,001	942,542
Profit after taxation/Total comprehensive Income for the period	-	-	-	-	2,196	2,196	378	2,574
Balance at 31.3.2014	654,252	96,987	15,447	(53,066)	158,117	871,737	73,379	945,116

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.



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Condensed Consolidated Statement of Cash Flows

For the Three Months Period Ended 31 March 2015

	3-month Period Ended	
	31.3.2015 RM'000	31.3.2014 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES (Loss)/profit before taxation	(17,870)	3,913
Adjustments for:- Amortisation of biological assets Amortisation of intangible assets Depreciation of property, plant and equipment Gain on disposal of property, plant and equipment Interest expense Interest income Share of results in an associate	7,851 170 8,490 (112) 3,535 (2) 540	7,379 173 7,395 - 2,926 (11) 45
Operating profit before working capital changes (Increase)/decrease in inventories (Increase)/decrease in trade and other receivables Increase/(decrease) in trade and other payables	2,602 (1,763) (754) 13,695	21,820 1,515 3,436 (10,830)
CASH FROM OPERATIONS Income tax paid Income tax refunded Interest paid Interest received	13,780 (1,212) 91 (1,800) 2	15,941 (911) - (1,497) 11
NET CASH FROM OPERATING ACTIVITIES	10,861	13,544
CASH FLOWS FOR INVESTING ACTIVITIES Acquisition of subsidiaries, net of cash and cash equivalents acquired	_	*
Costs incurred on biological assets Proceeds from disposal of property, plant and equipment Purchase of intangible assets Purchase of investment	(7,107) 955 - (5,000)	(6,288) - (249)
Purchase of property, plant and equipment	(5,000) (26,361)	(4,108)
NET CASH FOR INVESTING ACTIVITIES	(37,513)	(10,645)
BALANCE CARRIED FORWARD	(26,652)	2,899

denotes RM414



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Condensed Consolidated Statement of Cash Flows (Cont'd)

For the Three Months Period Ended 31 March 2015

	3-month Period Ended 31.3.2015 31.3.2014 RM'000 RM'000	
BALANCE BROUGHT FORWARD	(26,652)	2,899
CASH FLOWS FROM FINANCING ACTIVITIES Drawdown of term loans Net of drawdown/(repayment) of bankers' acceptance Net of drawdown/(repayment) of revolving credit Payment of interest on long-term borrowings Repayment of hire purchase obligations Repayment of term loans	20,370 (3,516) 5,076 (3,977) (300) (5,542)	25,906 (12,229) 15,509 (4,261) (695) (13,582)
NET CASH FROM FINANCING ACTIVITIES	12,111	10,648
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(14,541)	13,547
CASH AND CASH EQUIVALENTS AT 1 JANUARY	(9,596)	(40,287)
CASH AND CASH EQUIVALENTS AT 31 MARCH	(24,137)	(26,740)

Cash and cash equivalents included in the Condensed Consolidated Statement of Cash Flows comprise:-

	As at		
	31.3.2015	31.3.2014	
	RM'000	RM'000	
Cash and bank balances	9,398	12,039	
Deposits with licensed banks	100	100	
Bank overdrafts	(33,535)	(38,879)	
	(24,037)	(26,740)	
Less: Deposits pledged to licensed banks	(100)	-	
	(24,137)	(26,740)	

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

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Part A - Explanatory Notes Pursuant to FRS 134

A1 Basis of Preparation

The unaudited interim financial statements have been prepared in accordance with FRS 134 *Interim Financial Reporting* and Chapter 9 Appendix 9B 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 financial 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 methods of computation adopted by the Group in the interim financial statements are consistent with those adopted in the audited financial statements for the financial year ended 31 December 2014, except for the adoption of the following new accounting standards and interpretations (including the consequential amendments) that are effective on 1 January 2015:-

FRSs and IC Interpretations (including the Consequential Amendments)

Amendments to FRS 119: Defined Benefit Plans – Employee Contributions

Annual Improvements to FRSs 2010 – 2012 Cycle

Annual Improvements to FRSs 2011 – 2013 Cycle

The adoption of the above accounting standards and interpretations (including the consequential amendments) did not have any material impact on the Group's financial statements.



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Part A – Explanatory Notes Pursuant to FRS 134 (Cont'd)

A1 Basis of Preparation (Cont'd)

MASB has issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards ("MFRSs"), that are to be applied by all entities other than private entities; with the exception of entities that are within the scope of MFRS 141 *Agriculture* and IC Interpretation 15 *Agreements for Construction of Real Estate*, including its parent, significant investor and venturer (herein called "transitioning entities").

As announced by MASB on 2 September 2014, the transitioning entities are allowed to defer the adoption of MFRSs to annual periods beginning on or after 1 January 2017.

Accordingly, as a transitioning entity as defined above, the Group has chosen to defer the adoption of MFRSs and will only prepare its first set of MFRS financial statements for the financial year ending 31 December 2017. The Group is currently assessing the possible financial impact that may arise from the adoption of MFRSs and the process is still ongoing.

A2 Comments about Seasonality or Cyclicality of Operations

The prices for the Group's products are not within the control of the Group but are determined by the global supply and demand situation for edible oils.

Crop production is affected by weather conditions and age of palms.

The prices obtainable for the Group's products as well as the volume of production will determine the profits for the Group.

A3 Unusual Items Due to their Nature, Size or Incidence

Save as disclosed below, there were no unusual items affecting assets, liabilities, equity, net income or cash flows for the period under review:-

On 25 February 2015, the ICPS holders of the Company converted 28,976,880 ICPSs of RM0.50 each in the Company into 109,532,607 new ordinary shares of RM0.50 each in the Company. On 13 March 2015, they further converted 119,048 ICPSs of RM0.50 each into 450,000 new ordinary shares of RM0.50 each. After the two conversions, the numbers of ICPSs and ordinary shares in the Company, with a nominal value of RM0.50 each, are 164,876,929 and 1,418,487,551 respectively.



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Part A – Explanatory Notes Pursuant to FRS 134 (Cont'd)

A4 Changes in Estimates

There were no changes in estimates that have had a material effect on the results of the Group for the period under review.

A5 Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities for the period under review.

A6 Dividends Paid

There were no dividends paid during the current quarter.

A7 Segment Information

Information about operating segment is not reported separately as the Group's profit or loss, assets and liabilities are mainly confined to a single operating segment, namely the oil palm plantation and operation of palm oil mill.

A8 Property, Plant and Equipment

(a) Acquisitions and Disposals

During the 3-month period ended 31 March 2015, the Group acquired assets at a cost of RM26.4 million.

Assets with a carrying amount of RM843,000 were disposed of by the Group during the 3-month period ended 31 March 2015, resulting in a gain on disposal of RM112,000, which is included in other income in the statement of profit or loss and other comprehensive income.

(b) Impairment Losses

Neither losses from impairment of property, plant and equipment nor reversal of such impairment losses were recognised for the period under review.

(c) Valuations

The Group did not have any revalued assets.

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Part A – Explanatory Notes Pursuant to FRS 134 (Cont'd)

A9 Material Events Subsequent to the End of the Interim Period

There were no material events subsequent to the end of the period under review that have not been reflected in the financial statements.

Changes in the Composition of the Group A10

There were no changes in the composition of the Group for the period under review.

A11 **Changes in Contingent Liabilities or Contingent Assets**

There were no changes in contingent liabilities or contingent assets since the last reporting date as at 31 December 2014.

A12 **Capital Commitments**

The amount of capital commitments not provided for in the financial statements as at 31 March 2015 was as follows:-

RM'000 Property, plant and equipment:-- Contracted but not provided for 31,057 - Authorised but not contracted for 31,057



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Part A – Explanatory Notes Pursuant to FRS 134 (Cont'd)

Significant Related Party Transactions A13

The Group carried out the following significant transactions with the related parties during the period under review:-

		l Quarter eriod Ended	Cumulative Quarter 3-month Period Ended		
	31.3.2015	31.3.2014	31.3.2015	31.3.2014	
	RM'000	RM'000	RM'000	RM'000	
	1111 000	11W 000	11W 000	11111 000	
Administrative fee received	-	34	-	34	
Consultancy fees	167	-	167	-	
Contract charges	3,293	1,342	3,293	1,342	
Insurance paid	380	349	380	349	
Interest paid	37	265	37	265	
Interior design	714	-	714	-	
Management fee	1,609	660	1,609	660	
Purchase of fertilisers and					
chemicals	521	110	521	110	
Purchase of fresh fruit					
bunches	691	2,615	691	2,615	
Purchase of property, plant					
and equipment	770	4	770	4	
Purchase of seedlings	111	-	111	-	
Purchase of sundry stores					
and consumables	509	1,334	509	1,334	
Rental paid	10	19	10	19	
Repairs and maintenance	84	170	84	170	
Sale of fresh fruit bunches	11,787	16,362	11,787	16,362	
Sale of seedlings	-	254	-	254	
Transportation and					
accommodation charges	227	641	227	641	



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Part B – Explanatory Notes Pursuant to Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

B1 Review of Performance

Revenue

The Group's revenue decreased by 42.5% to RM34.0 million for the current quarter from RM59.2 million in the corresponding quarter in 2014, mainly due to the lower sales volume for crude palm oil ("CPO"), palm kernel ("PK") and fresh fruit bunches ("FFB") and as well unfavorable selling price for the quarter under review.

Sales volume of CPO and PK decreased by 32.3% and 25.7% respectively for the current quarter as compared to the preceding corresponding quarter. The drop in sales volume was mainly attributable to the lower FFB processed. Average selling prices of CPO and PK decreased by 8.1% and 13.7% respectively for the current quarter as compared to the preceding corresponding quarter. The weakening of CPO and PK prices was attributable to the lower global market prices for oil palm products.

FFB production decreased by 30.1% for the current quarter as compared to the preceding corresponding quarter. This was due to the lack of harvesters and flood in the estates.

Cost of sales

The Group's cost of sales registered a drop of 8.2% to RM41.7 million for the current quarter as compared to RM45.4 million in the preceding corresponding quarter, mainly due to the lower estate operating costs, especially manuring and harvesting and transportation costs; lower FFB processed and lower CPO and PK production.

Gross Profit and Gross Profit Margin

The Group's gross profit recorded a decrease of 156.1% to a gross loss of RM7.7 million for the current quarter from a gross profit of RM13.7 million in the corresponding quarter in 2014. The gross loss margin was 22.6% in 2015 as compared to a gross profit margin of 23.2% in the corresponding quarter in 2014. The weakened gross profit as well as gross profit margin was mainly due to the lower production efficiency and volume which lead to the higher unit cost, and lower selling price for the quarter under review.

Profit/(Loss) Before Taxation

The Group recorded a pre-tax loss of RM17.9 million for the 3-month period ended 31 March 2015 as compared to a pre-tax profit of RM3.9 million in the preceding corresponding quarter. The deterioration in the pre-tax results was mainly due to the decrease in gross profit as a result of lower selling price and sales volume of CPO, PK and FFB as well as the higher finance costs during the current quarter.



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Part B – Explanatory Notes Pursuant to Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Cont'd)

B2 Material Change in the Profit Before Taxation for the Current Quarter as Compared with the Immediate Preceding Quarter

	Current Quarter RM'000	Immediate Preceding Quarter RM'000	Increase/ (Decrease) RM'000
Revenue	34,031	53,678	(19,647)
Gross (loss)/profit	(7,697)	4,301	(11,998)
Loss before taxation	(17,870)	(5,233)	(12,637)

The decline in revenue was mainly due to the lower sale volumes of CPO, PK and FFB. The weakening in gross profit and pre-tax results was mainly due to lower production for CPO, PK and FFB.

B3 Commentary on Prospects

The Group's prospects for the future performance are strongly dependent on the development in the world edible oil and related markets, world economic movement, the green lobby groups' movements on sustainable palm oil and their corresponding effect on CPO prices. Notwithstanding the volatility of the commodity prices, the rising prices of crude oil and soybean oil has made the CPO price to achieve slight recovery. Nonetheless, the CPO price is lingering around RM 2,200.

Recovering from the monsoon flood which hit Peninsular and Sarawak of Malaysia, the Group is hopeful for better production metric tonnes. Apart from that, the Indonesian Government is planning to enforce its levies on exports of CPO and processed palm oil. This will further enhance the demand for Malaysian's crude palm oil.

B4 Profit Forecasts

The Group has not issued any profit forecasts for the period under review.



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Part B – Explanatory Notes Pursuant to Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Cont'd)

B5 Income Tax Expense

		Individual Quarter 3-month Period Ended		Cumulative Quarter 3-month Period Ended	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014	
	RM'000	RM'000	RM'000	RM'000	
Current tax	15	1,280	15	1,280	
Deferred tax	(3,589)	59	(3,589)	59	
	(3,574)	1,339	(3,574)	1,339	

B6 Corporate Proposals

There were no corporate proposals announced but not completed as at 21 May 2015, being the latest practicable date.

B7 Group Borrowings

	As at		
	31.3.2015 RM'000	31.12.2014 RM'000	
Long-term borrowings:- Hire purchase obligations	208	221	
Term loans, secured	324,736	311,077	
	324,944	311,298	
Short-term borrowings:-			
Bank overdrafts, secured	9,050	5,678	
Bank overdrafts, unsecured	24,485	16,023	
Bankers' acceptance, unsecured	7,885	11,401	
Hire purchase obligations	322	609	
Revolving credit, secured	53,067	47,991	
Revolving credit, unsecured	58,000	58,000	
Term loans, secured	30,366	29,197	
Unsecured loans	3,020	3,020	
	186,195	171,919	
Total borrowings	511,139	483,217	

The Group's borrowings were denominated in Ringgit Malaysia.



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Part B – Explanatory Notes Pursuant to Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Cont'd)

B8 Material Litigation

The Group has no outstanding material litigation which might materially and adversely affect the position or business of the Group as at 21 May 2015, being the latest practicable date.

B9 Dividends

No interim dividend has been declared for the financial year ending 31 December 2015.

B10 Earnings/(Loss) Per Share

	Individua 3-month Pe 31.3.2015		Cumulativ 3-month Pe 31.3.2015	
(Loss)/profit attributable to owners of the Company (RM'000)	(12,348)	2,196	(12,348)	2,196
Weighted average number of ordinary shares ('000):- Issued ordinary shares at 1 January Effect of conversion of ICPS	1,308,505 733,217	1,308,505 733,217	1,308,505 733,217	1,308,505 733,217
Weighted average number of ordinary shares at 31 March	2,041,722	2,041,722	2,041,722	2,041,722
Basic (loss)/earnings per share (sen)	(0.60)	0.11	(0.60)	0.11

The diluted earnings per share was not applicable as there were no dilutive potential ordinary shares outstanding at the end of the reporting period.

B11 Audit Report of the Preceding Annual Financial Statements

The auditors' report on the financial statements for the financial year ended 31 December 2014 was not subject to any qualification.



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Part B – Explanatory Notes Pursuant to Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Cont'd)

B12 (Loss)/Profit Before Taxation

(Loss)/profit before taxation is arrived at after charging/(crediting):-

	Individual Quarter 3-month Period Ended		Cumulative Quarter 3-month Period Ended	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	RM'000	RM'000	RM'000	RM'000
Amortisation of biological				
assets	7,851	7,379	7,851	7,379
Amortisation of intangible				
assets	170	173	170	173
Depreciation of property,				
plant and equipment	8,490	7,395	8,490	7,395
Gain on disposal of property, plant and				
equipment	(112)	-	(112)	-
Interest expense	3,535	2,926	3,535	2,926
Interest income	(2)	(11)	(2)	(11)
Share of results in an				
associate	540	45	540	45

B13 Derivatives

(a) Nature of outstanding derivatives

There were no outstanding derivatives as at the end of the reporting period.

(b) Risks and Policies of Derivatives

The Group did not enter into any derivatives during the 3-month period ended 31 March 2015.

(c) Gains/losses Arising from Fair Value Changes of Financial Liabilities

The Group did not have any financial liabilities measured at fair value through profit or loss as at 31 March 2015 and 31 December 2014.



(Company No. 691393-U)

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Part B – Explanatory Notes Pursuant to Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Cont'd)

B14 Disclosure of Realised and Unrealised Profits or Losses

The breakdown of the retained profits of the Group into realised and unrealised profits or losses are analysed as follows:-

	As at		
	31.3.2015	31.12.2014	
	RM'000	RM'000	
Total retained profits:-			
- realised	173,932	227,339	
- unrealised	(49,081)	(51,620)	
Tatal above of national modita of accordance	124,851	175,719	
Total share of retained profits of associate: realised	(950)	(410)	
- unrealised	(638)	(638)	
- uneanseu	(030)	(030)	
	123,263	174,671	
Less: Consolidation adjustments	(15,363)	(13,980)	
At 31 March / 31 December	107,900	160,691	

B15 Authorisation for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors dated 28 May 2015.