# Berjaya Food Berhad

Company No: 876057-U

| Date: | 9 December | 2014 |
|-------|------------|------|
| Date. | ) December | 201T |

# Subject: UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 OCTOBER 2014

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UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 OCTOBER 2014 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

|                                                                                                      | Current Quarter 3 months ended         |                      | Financial Year To Date 6 months ended  |                      |
|------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------|----------------------------------------|----------------------|
|                                                                                                      | 31/10/2014<br>RM'000                   | 31/10/2013<br>RM'000 | 31/10/2014<br>RM'000                   | 31/10/2013<br>RM'000 |
| REVENUE                                                                                              | 75,316                                 | 33,715               | 114,952                                | 70,245               |
| PROFIT FROM OPERATIONS                                                                               | 6,835                                  | 1,200                | 7,839                                  | 4,270                |
| Investment related income Investment related expenses Finance cost Share of results of joint venture | 160,081<br>(1,270)<br>(2,098)<br>1,753 | 22<br>(13)<br>3,850  | 160,117<br>(1,270)<br>(2,173)<br>7,045 | 41<br>(13)<br>6,943  |
| PROFIT BEFORE TAX                                                                                    | 165,301                                | 5,059                | 171,558                                | 11,241               |
| TAXATION                                                                                             | (2,544)                                | (1,178)              | (3,568)                                | (2,326)              |
| PROFIT AFTER TAX                                                                                     | 162,757                                | 3,881                | 167,990                                | 8,915                |
| OTHER COMPREHENSIVE ITEMS                                                                            | 138                                    | (162)                | 69                                     | 99                   |
| TOTAL COMPREHENSIVE INCOME<br>FOR THE PERIOD                                                         | 162,895                                | 3,719                | 168,059                                | 9,014                |
| PROFIT ATTRIBUTABLE TO: - Equity holders of the Company - Non-controlling interests                  | 163,602<br>(845)                       | 4,462<br>(581)       | 169,604<br>(1,614)                     | 9,683<br>(768)       |
|                                                                                                      | 162,757                                | 3,881                | 167,990                                | 8,915                |
| TOTAL COMPREHENSIVE INCOME<br>ATTRIBUTABLE TO:                                                       |                                        |                      |                                        |                      |
| <ul><li> Equity holders of the Company</li><li> Non-controlling interests</li></ul>                  | 163,686<br>(791)                       | 4,365<br>(646)       | 169,588<br>(1,529)                     | 9,834<br>(820)       |
|                                                                                                      | 162,895                                | 3,719                | 168,059                                | 9,014                |
| EARNINGS PER SHARE (SEN) -Basic, for the period                                                      | 53.71                                  | 1.69                 | 58.55                                  | 3.69                 |
| -Diluted, for the period                                                                             | 46.05                                  | 1.35                 | 49.83                                  | 2.94                 |

The annexed notes form an integral part of this interim financial report.

# UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 OCTOBER 2014 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

|                                                   | As at 31/10/2014 | As at 30/04/2014<br>Audited |
|---------------------------------------------------|------------------|-----------------------------|
|                                                   | RM'000           | RM'000                      |
| ASSETS                                            |                  |                             |
| Non-current assets                                | 146 021          | 20 000                      |
| Property, plant and equipment Deferred tax assets | 146,831<br>1,959 | 38,899<br>93                |
| Investment in joint venture                       | 1,939            | 94,450                      |
| Intangible assets                                 | 444,604          | 16,088                      |
| mangrote assets                                   | 593,394          | 149,530                     |
| Current Assets                                    |                  |                             |
| Inventories                                       | 25,871           | 4,251                       |
| Trade and other receivables                       | 43,925           | 19,420                      |
| Deposits with financial institutions              | 932              | 1,899                       |
| Cash and bank balances                            | 28,610           | 17,740                      |
|                                                   | 99,338           | 43,310                      |
| TOTAL ASSETS                                      | 692,732          | 192,840                     |
| EQUITY AND LIABILITIES                            |                  |                             |
| Share capital                                     | 156,554          | 134,556                     |
| Reserves                                          | 200,093          | 28,231                      |
|                                                   | 356,647          | 162,787                     |
| Non-controlling interests                         | (2,170)          | (641)                       |
| Equity funds                                      | 354,477          | 162,146                     |
| Non-current liabilities                           |                  |                             |
| Long term borrowings                              | 210,802          | _                           |
| Deferred taxation                                 | 2,144            | 2,146                       |
| Other long term liabilities                       | 40               | 38                          |
| Provisions for restoration costs                  | 12,637           | 2,967                       |
|                                                   | 225,623          | 5,151                       |
| Current Liabilities                               |                  |                             |
| Payables and provisions                           | 61,734           | 17,656                      |
| Bank borrowings                                   | 17,126           | 5,931                       |
| Deferred income                                   | 26,667           | 334                         |
| Taxation                                          | 7,105            | 1,622                       |
|                                                   | 112,632          | 25,543                      |
| Total Liabilities                                 | 338,255          | 30,694                      |
| TOTAL EQUITY AND LIABILITIES                      | 692,732          | 192,840                     |
|                                                   |                  |                             |
| Basic net assets per share (sen)                  | 113.91           | 60.49                       |
| Dilutive net assets per share (sen)               | 106.38           | 63.18                       |
|                                                   |                  |                             |

#### Note

The net assets per share is calculated based on the following:

Basic: Equity funds less non-controlling interests divided by the number of outstanding shares in issue with voting rights.

Dilutive: Equity funds less non-controlling interests divided by the number of outstanding shares in issue with voting rights and the potential issue of new shares pursuant to the exercise of the Company's outstanding Warrants and unexercised ESOS.

# UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 OCTOBER 2014 CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Attributable to the equity holders of the Company Non-distributable Distributable Non-Share ESOS 3 controlling Total Share Warrant Exchange Merger Retained capital premium reserve reserve deficit earnings Total interests equity RM'000 At 1 May 2014 134,556 4,974 1,295 20,207 122 (55,087) 56,720 162,787 (641) 162,146 Total comprehensive income (16)169,604 169,588 (1,529)168,059 Transactions with owners 592 562 (262)892 892 ESOS options exercised ESOS options forfeited 15 (15)21,406 (8,134) 16,696 29,968 Warrants exercised 29,968 Share-based payment under ESOS 408 408 408 Interim dividend @ (6,996)(6,996)(6,996)At 31 October 2014 156,554 22,247 1,426 12,073 219,328 106 (55,087)356,647 (2,170)354,477 At 1 May 2013 130,522 1,633 527 21,527 (307)43,933 142,748 1,082 (55.087)143.830 9,834 (820)Total comprehensive income 151 9,683 9,014 Transactions with owners (45) 97 47 99 99 ESOS options exercised Warrants exercised 1,518 1,184 (577)2,125 2,125 Share-based payment under ESOS 900 900 900 Acquisition of subsidiary company 765 765 Interim dividend # (5,254)(5,254)(5,254)151,479 48,362 At 31 October 2013 132,137 2,864 1,382 20,950 (156)(55,087)150,452 1,027

The annexed notes form an integral part of this interim financial report.

<sup>@</sup> Second interim dividend of 2.5 sen or 5.00% single-tier exempt dividend per share in respect of financial year ended 30 April 2014.

<sup>#</sup> Second interim dividend of 2 sen or 4% single-tier exempt dividend per share in respect of financial year ended 30 April 2013.

<sup>\*</sup> ESOS - Employees' Share Option Scheme.

# UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 OCTOBER 2014 CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

|                                                         | 6 months ended       |                      |
|---------------------------------------------------------|----------------------|----------------------|
|                                                         | 31/10/2014<br>RM'000 | 31/10/2013<br>RM'000 |
| CASH FLOW FROM OPERATING ACTIVITIES                     |                      |                      |
| Receipts from operations                                | 128,954              | 69,233               |
| Payments for operating expenses                         | (112,358)            | (66,351)             |
| Payment of tax                                          | (3,900)              | (2,117)              |
| Net cash generated from operating activities            | 12,696               | 765                  |
| CASH FLOW FROM INVESTING ACTIVITIES                     |                      |                      |
| Proceeds from disposal of property, plant and equipment | 2                    | 2                    |
| Acquisition of property, plant and equipment            | (20,068)             | (3,868)              |
| Cash effect of acquisition of subsidiary company        | (226,553)            | 765                  |
| Interest received                                       | 71                   | 42                   |
| Net cash used in investing activities                   | (246,548)            | (3,059)              |
| CASH FLOW FROM FINANCING ACTIVITIES                     |                      |                      |
| Issuance of share capital                               | 30,860               | 2,223                |
| Payment relating to issuance of loan                    | (4,339)              | · -                  |
| Dividends paid                                          | (6,996)              | (5,254)              |
| Interest paid                                           | (1,361)              |                      |
| Drawdown of bank and other borrowings                   | 283,536              | 4,431                |
| Repayment of bank and other borrowings                  | (57,210)             | , -                  |
| Net cash generated from financing activities            | 244,490              | 1,400                |
| NET CHANGE IN CASH AND CASH EQUIVALENTS                 | 10,638               | (894)                |
| OPENING CASH AND CASH EQUIVALENTS                       | 19,639               | 19,234               |
| Effect of exchange rate changes                         | (735)                | (136)                |
| Effect of exchange rate changes                         |                      | (130)                |
| CLOSING CASH AND CASH EQUIVALENTS                       | 29,542               | 18,204               |
| Cash and cash equivalents carried forward comprise:     | RM'000               | RM'000               |
| Deposits with financial institutions                    | 932                  | -                    |
| Cash and bank balances                                  | 28,610               | 18,204               |
|                                                         | 29,542               | 18,204               |

The annexed notes form an integral part of this interim financial report.

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 OCTOBER 2014 NOTES TO THE INTERIM FINANCIAL REPORT

A1 The condensed consolidated interim financial report is unaudited and has been prepared in accordance with MFRS 134, Interim Financial Reporting Standards in Malaysia and IAS 34, Interim Financial Reporting and applicable disclosure provisions of the Listing Requirements of Bursa Malaysia Securities Berhad. The condensed consolidated interim financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended 30 April 2014. These explanatory notes, attached to the condensed consolidated interim financial report, provide an explanation of the events and transactions that are significant to the understanding of the changes in the financial position and performance of the Group since the financial year ended 30 April 2014.

The accounting policies and methods of computations used in the preparation of the financial statements are consistent with those adopted in the audited financial statements for the year ended 30 April 2014.

The Group has not early adopted new or revised standards and amendments to standards that have been issued but not yet effective for the accounting period beginning 1 May 2014.

The initial application of the MFRSs, Amendments to MFRSs and IC Interpretations, which will be applied prospectively or which requires extended disclosures, is not expected to have any significant financial impact to the financial statements of the Group upon their first adoption.

- A2 The Group's operations are affected by major festive seasons and school holidays as well as the Muslim fasting month. In Malaysia, the major school holiday is traditionally scheduled during the third quarter, while certain festive celebrations fall during the third and fourth quarters of the Group's financial year. These holidays and festive celebrations will normally have a positive impact to the Group's operations in the second half of the financial year.
- A3 There were no unusual or material items affecting the Group in the financial quarter and financial period ended 31 October 2014 other than as disclosed below:

Statement of profit or loss and other comprehensive income

|                                                                              | For the current quarter RM'000 | Financial<br>year to date<br>RM'000 |
|------------------------------------------------------------------------------|--------------------------------|-------------------------------------|
| Gain arising from remeasurement (Note A8 (b))<br>Corporate exercise expenses | 159,869<br>(1,270)             | 159,869<br>(1,270)                  |
|                                                                              | 158,599                        | 158,599                             |

As at 31 October 2014, the issued and paid up ordinary share capital of the Company was RM156,554,000. The movements during the financial period were as follows:-

|                                  | Ordinary shares of RM0.50 each | RM          |
|----------------------------------|--------------------------------|-------------|
| Issued and paid up share capital |                                |             |
| As at 1 May 2014                 | 269,112,040                    | 134,556,020 |
| ESOS exercised                   | 1,184,920                      | 592,460     |
| Warrants exercised               | 42,811,040                     | 21,405,520  |
| As at 31 October 2014            | 313,108,000                    | 156,554,000 |

#### **ESOS**

As at 31 October 2014, the total number of unexercised ESOS (1st batch with exercise price of RM0.50) was 2,369,120 shares of RM0.50 each.

As at 31 October 2014, the total number of unexercised ESOS (2nd batch with exercise price of RM1.62) was 922,200 shares of RM0.50 each.

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 OCTOBER 2014 NOTES TO THE INTERIM FINANCIAL REPORT

On 10 June 2014, a total number of 1,250,000 ESOS (3rd batch with exercise price of RM1.45) was granted to the Group's eligible employees. As at 31 October 2014, the total number of unexercised ESOS (3rd batch) was 1,000,000 shares of RM0.50 each.

### 5-year Warrants 2012/2017 ("Warrants")

As at 31 October 2014, there was a total of 63,542,680 Warrants outstanding. The movements during the financial period were as follows:-

|                                         | Unit         |
|-----------------------------------------|--------------|
| As at 1 May 2014                        | 106,353,720  |
| Exercised                               | (42,811,040) |
| As at 31 October 2014                   | 63,542,680   |
| Exercised subsequent to 31 October 2014 | (55,436,460) |
| As at the date of this announcement     | 8,106,220    |

- A5 During the financial period ended 31 October 2014, the Company paid a second interim dividend of 5.00% or 2.5 sen per share single-tier dividend in respect of the financial year ended 30 April 2014 on 25 July 2014.
- A6 Segment information for the financial period ended 31 October 2014:-

| REVENUE         RM*000           Malaysia         86,166           Indonesia         6,719           Singapore         19,475           Other South-East Asian countries         2,592           Total revenue         Total revenue           Malaysia         10,112           Indonesia         (2,898)           Singapore         739           Other South-East Asian countries         462           Unallocated corporate expenses         (576)           Profit from operations         7839           Investment related income         -           - Gain arising from remeasurement         159,869           - Interest income         248           Investment related expenses         (1,270)           - Interest income         248           Investment related expenses         (2,173)           - Corporate exercise expenses         (1,270)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)           Profit for the period         167,990 |                                   | Group    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|----------|
| Indonesia         6,719           Singapore         19,475           Other South-East Asian countries         2,592           Total revenue         114,952           Malaysia         10,112           Indonesia         (2,898)           Singapore         739           Other South-East Asian countries         462           Unallocated corporate expenses         (576)           Profit from operations         7,839           Investment related income         - Gain arising from remeasurement         159,869           Interest income         248           Investment related expenses         (1,270)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)                                                                                                                                                                                                                                                                                             | REVENUE                           | RM'000   |
| Singapore         19,475           Other South-East Asian countries         2,592           Total revenue         114,952           RESULTS           Malaysia         10,112           Indonesia         (2,898)           Singapore         739           Other South-East Asian countries         462           Unallocated corporate expenses         (576)           Profit from operations         7,839           Investment related income         39           Investment related income         248           Investment related expenses         (1,270)           - Corporate exercise expenses         (1,270)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)                                                                                                                                                                                                                                                                                          | Malaysia                          | 86,166   |
| Other South-East Asian countries         2,592           Total revenue         114,952           RESULTS         Group RM Malaysia           Indonesia         (2,898)           Singapore         739           Other South-East Asian countries         462           Unallocated corporate expenses         8,415           Unallocated corporate expenses         7,839           Investment related income         3           - Gain arising from remeasurement         159,869           - Interest income         248           Investment related expenses         (1,270)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)                                                                                                                                                                                                                                                                                                                                  | Indonesia                         | 6,719    |
| Total revenue         Interest income           RESULTS         Group RM'000           Malaysia         10,112           Indonesia         (2,898)           Singapore         739           Other South-East Asian countries         462           Unallocated corporate expenses         (576)           Profit from operations         7,839           Investment related income         248           - Gain arising from remeasurement         159,869           - Interest income         248           Investment related expenses         (1,270)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)                                                                                                                                                                                                                                                                                                                                                            | Singapore                         | 19,475   |
| RESULTS         Group RM'000           Malaysia         10,112           Indonesia         (2,898)           Singapore         739           Other South-East Asian countries         462           Unallocated corporate expenses         (576)           Profit from operations         7,839           Investment related income         159,869           - Interest income         248           Investment related expenses         (1,270)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Other South-East Asian countries  | 2,592    |
| RESULTS         RM'000           Malaysia         10,112           Indonesia         (2,898)           Singapore         739           Other South-East Asian countries         462           Unallocated corporate expenses         (576)           Profit from operations         7,839           Investment related income         -           - Gain arising from remeasurement         159,869           - Interest income         248           Investment related expenses         (1,270)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                    | Total revenue                     | 114,952  |
| RESULTS       RM000         Malaysia       10,112         Indonesia       (2,898)         Singapore       739         Other South-East Asian countries       462         Unallocated corporate expenses       (576)         Profit from operations       7,839         Investment related income       -         - Gain arising from remeasurement       159,869         - Interest income       248         Investment related expenses       (1,270)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                   |          |
| Malaysia       10,112         Indonesia       (2,898)         Singapore       739         Other South-East Asian countries       462         Unallocated corporate expenses       (576)         Profit from operations       7,839         Investment related income       -         - Gain arising from remeasurement       159,869         - Interest income       248         Investment related expenses       (1,270)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | DECLI TO                          | -        |
| Indonesia         (2,898)           Singapore         739           Other South-East Asian countries         462           Unallocated corporate expenses         (576)           Profit from operations         7,839           Investment related income         159,869           - Interest income         248           Investment related expenses         (1,270)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | RESULTS                           | RIVI 000 |
| Singapore       739         Other South-East Asian countries       462         Unallocated corporate expenses       (576)         Profit from operations       7,839         Investment related income       -         - Gain arising from remeasurement       159,869         - Interest income       248         Investment related expenses       (1,270)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Malaysia                          | 10,112   |
| Other South-East Asian countries       462         Unallocated corporate expenses       (576)         Profit from operations       7,839         Investment related income       -         - Gain arising from remeasurement       159,869         - Interest income       248         Investment related expenses       (1,270)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Indonesia                         | (2,898)  |
| Unallocated corporate expenses       8,415         Unallocated corporate expenses       (576)         Profit from operations       7,839         Investment related income       159,869         - Interest income       248         Investment related expenses       (1,270)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Singapore                         | 739      |
| Unallocated corporate expenses         (576)           Profit from operations         7,839           Investment related income         - Gain arising from remeasurement         159,869           - Interest income         248           Investment related expenses         (1,270)           - Corporate exercise expenses         (2,173)           Finance cost         (2,173)           Share of results of joint venture         7,045           Profit before tax         171,558           Taxation         (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Other South-East Asian countries  | 462      |
| Profit from operations       7,839         Investment related income       159,869         - Gain arising from remeasurement       248         Investment related expenses       (1,270)         - Corporate exercise expenses       (2,173)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                   |          |
| Investment related income       159,869         - Gain arising from remeasurement       248         - Interest income       248         Investment related expenses       (1,270)         - Corporate exercise expenses       (2,173)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                   |          |
| - Gain arising from remeasurement       159,869         - Interest income       248         Investment related expenses       (1,270)         - Corporate exercise expenses       (2,173)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Profit from operations            | 7,839    |
| - Interest income       248         Investment related expenses       (1,270)         - Corporate exercise expenses       (2,173)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                   |          |
| Investment related expenses - Corporate exercise expenses Finance cost Share of results of joint venture Profit before tax Taxation  (1,270) (2,173) (2,173) (1,270) (2,173) (2,173) (3,545)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | - Gain arising from remeasurement | 159,869  |
| - Corporate exercise expenses       (1,270)         Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | - Interest income                 | 248      |
| Finance cost       (2,173)         Share of results of joint venture       7,045         Profit before tax       171,558         Taxation       (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Investment related expenses       |          |
| Share of results of joint venture7,045Profit before tax171,558Taxation(3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | - Corporate exercise expenses     | (1,270)  |
| Profit before tax Taxation  171,558 (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Finance cost                      | (2,173)  |
| Taxation (3,568)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Share of results of joint venture | 7,045    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                   | 171,558  |
| Profit for the period 167,990                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Taxation                          | (3,568)  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Profit for the period             | 167,990  |

A7 There were no significant events since the end of this current quarter up to the date of this announcement.

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 OCTOBER 2014 NOTES TO THE INTERIM FINANCIAL REPORT

- A8 There was no change in the composition of the Group for the current period including business combination, acquisition or disposal of subsidiaries and long term investments, restructuring and discontinuing operations except the following:-
  - (a) On 9 July 2014, the Company announced that its wholly-owned subsidiary, Berjaya Food International Sdn Bhd ("BFI") had subscribed for 70% equity interest in a new subsidiary, Berjaya Roasters (Cambodia) Ltd, which was incorporated in the Kingdom of Cambodia.
  - (b) On 18 September 2014, the Company completed the acquisition of the remaining 50% equity interest in Berjaya Starbucks Coffee Company Sdn Bhd ("BStarbucks") for a total cash consideration of USD88 million (or about RM279.51 million). BStarbucks is now a 100% owned subsidiary company of the Group.
- A9 There were no material changes in contingent liabilities or contingent assets since the last audited statement of financial position as at 30 April 2014.
- A10 There were no material changes in capital commitment since the last audited statement of financial position as at 30 April 2014 other than as disclosed in Note A8.

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B1 The Group is engaged in developing and operating the "Kenny Rogers Roasters" ("KRR") chain in Malaysia, Indonesia and Cambodia, developing and operating the "Starbucks Coffee" brand in Malaysia and Brunei, as well as "Jollibean" and various brands in Singapore. The key factors that affect the performance of all food and beverage businesses include mainly the festive seasons, tourism, eating out culture, raw material costs (chicken, side dishes, soya bean and effect of foreign exchange etc), staff costs and consumer perception.

#### Current quarter vs preceding year same quarter

The Group registered a revenue of RM75.32 million and pre-tax profit of RM165.30 million in the current quarter ended 31 October 2014 as compared to a revenue of RM33.72 million and pre-tax profit of RM5.06 million reported in the previous year corresponding quarter. The higher revenue was mainly due to the effect of consolidation of the newly acquired wholly owned subsidiary, BStarbucks (refer to Note A8(b)), as well as the contribution from the Starbucks operations in Brunei, which only commenced operation in February 2014.

The current quarter pre-tax profit includes the investment related items of RM158.60 million for the quarter as mentioned in Note A3. Excluding this one time net gain of RM158.60 million, the current quarter pre-tax profit of RM6.70 million showed an increase of RM1.64 million over the pre-tax profit of previous year corresponding quarter. The higher pre-tax profit was mainly due to the consolidation of the improved results of BStarbucks arising from more store openings and the contribution of the Brunei Starbucks operations. The investment related items of RM158.60 million were mainly due to the recognition of the gain arising from remeasurement of the 50% equity interest in BStarbucks previously held by the Group in accordance with the requirements of Malaysian Financial Reporting Standards 3 upon the consolidation of BStarbucks when the acquisition of the remaining 50% equity interest in BStarbucks was completed on 18 September 2014.

### For the 6-month period

For the 6-month period ended 31 October 2014, the Group's revenue and pre-tax profit were RM114.95 million and RM171.56 million respectively as compared to a revenue and pre-tax profit of RM70.25 million and RM11.24 million respectively in the previous year corresponding period.

The higher revenue was mainly due to the consolidation of BStarbucks' revenue.

Excluding the one time net gain of RM158.60 million for the 6-month period ended 31 October 2014, the pre-tax profit was RM12.96 million as compared to pre-tax profit of RM11.24 million in the previous corresponding period. The higher pre-tax profit was mainly attributed to the consolidation of the improved results of BStarbucks and the contribution of the Brunei Starbucks operations.

#### B2 <u>Second quarter vs previous quarter</u>

For the current quarter under review, the Group reported an increase in revenue from RM39.64 million (first quarter ended 31 July 2014) to RM75.32 million and pre-tax profit from RM6.28 million (first quarter ended 31 July 2014) to RM165.30 million.

The higher revenue was also mainly attributed to the same reasons mentioned in Note B1 above.

The current quarter pre-tax profit includes the investment related items of RM158.60 million for the quarter as mentioned in Note A3. For a more comparable analysis, the current quarter Profit After Tax And Minority Interests ("PATAMI"), excluding the investment related items of RM158.60 million, should be compared against the PATAMI of the previous quarter. The current quarter PATAMI, after excluding the RM158.60 million, amounted to RM5.00 million and this is lower than the PATAMI of the previous quarter of RM6.00 million. The PATAMI for the current quarter is usually lower than the first quarter because, traditionally, there were less frequent family outings during the second quarter as families prepare their children for the year-end examinations. In addition, this current quarter under review included higher interest expense of about RM2.10 million which is related to the borrowings taken to acquire the remaining 50% equity interest in BStarbucks. The Group's finance cost is expected to be lower in the subsequent quarters after the partial repayment of RM57.00 million in October 2014. With the inclusion of the investment related items of RM158.60 million the PATAMI for the current quarter showed a substantial improvement.

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#### B3 Future prospects

Traditionally, the first half of the financial year's sales performance is lower than the second half of the financial year's sales performance as most of the festive seasons and school holidays fall into the second half of the financial year. The Board of Directors is confident that with the consolidation of the results of BStarbucks, the operating profit and revenue of the Group are expected to improve significantly for the remaining quarters of the financial year ending 30 April 2015.

- B4 There is no profit forecast or profit guarantee for the financial period ended 31 October 2014.
- B5 The taxation charge for the current quarter ended 31 October 2014 are detailed as follows:

Group:-

Based on the results for the period:-

Current period provision

- Malaysian taxation 2,415 3,315
- Deferred tax
- Foreign tax 129 253
2,544 3,568

The disproportionate tax charge of the Group for the current quarter ended 31 October 2014 was mainly due to certain expenses or losses being disallowed for tax purposes and different foreign tax rate as well as the inclusion of the share of results of joint venture which is presented net of tax.

- B6 There has been no further development for those corporate proposals disclosed in Note 35 to the audited financial statements of the Company for the financial year ended 30 April 2014 except for the following:
  - (a) With reference to Note 35(2) on the proposed acquisition of BStarbucks as mentioned in Note A8 above, the transaction was completed on 18 September 2014.
- B7 The Group's bank borrowings and debt securities as at 31 October 2014.

|                                      | As at      |
|--------------------------------------|------------|
|                                      | 31/10/2014 |
|                                      | RM'000     |
| Short term borrowing                 | 14.1000    |
| Secured                              |            |
| Denominated in Ringgit Malaysia (RM) | 15,626     |
| Unsecured                            |            |
| Denominated in Ringgit Malaysia (RM) | 1,500      |
|                                      | 17,126     |
| Long term borrowing                  |            |
| Secured                              |            |
| Denominated in Ringgit Malaysia (RM) | 210,802    |
| Total borrowings                     | 227.928    |
| Total bollowings                     |            |

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- B8 There were no material litigations for the current quarter.
- B9 The Board has recommended a first interim dividend of 2.5 sen single-tier dividend per share (previous year corresponding quarter ended 31 October 2013: 1.75 sen single-tier dividend per share) in respect of financial year ending 30 April 2015 to be payable on 22 January 2015. The entitlement date has been fixed on 8 January 2015.

A Depositor shall qualify for the entitlement only in respect of:

- (a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 8 January 2015 in respect of ordinary transfers.
- (b) Shares bought on the Bursa Securities on a cum entitlement basis according to the rules of Bursa Securities.
- B10 Profit before tax is stated after charging/(crediting):

|     |                                                                       | For the         | Financial                             |
|-----|-----------------------------------------------------------------------|-----------------|---------------------------------------|
|     |                                                                       | current quarter | year to date                          |
|     |                                                                       | RM'000          | RM'000                                |
|     | Interest income                                                       | (212)           | (248)                                 |
|     | Dividend income                                                       | ()<br>-         | -                                     |
|     | Other income excluding dividend and interest income                   | _               | _                                     |
|     | Loss on disposal of property, plant and equipment                     | 7               | 7                                     |
|     | Write off of property, plant and equipment                            | -               | -                                     |
|     | Depreciation of property, plant and equipment                         | 4,093           | 6,486                                 |
|     | Amortisation of intangible assets                                     | 215             | 215                                   |
|     | Impairment loss on receivables                                        | -<br>-          | -                                     |
|     | Impairment on value of AFS quoted investments                         | -               | -                                     |
|     | Provision for and write off of inventories                            | =               | -                                     |
|     | Foreign exchange gain, net                                            | (232)           | (3)                                   |
|     | Gain or loss on derivatives                                           |                 |                                       |
|     |                                                                       |                 |                                       |
| B11 | Realised and unrealised earnings of the Group is analysed as follows: |                 |                                       |
|     |                                                                       | As at           | As at                                 |
|     |                                                                       | 31/10/2014      | 30/04/2014                            |
|     |                                                                       | RM'000          | RM'000                                |
|     |                                                                       |                 |                                       |
|     | Total retained earnings of the Company and its subsidiary companies:  |                 |                                       |
|     | - realised                                                            | 59,728          | 27.001                                |
|     | - unrealised                                                          | ,               | 37,001                                |
|     | - unreansed                                                           | (186)<br>59,542 | (2,735)                               |
|     |                                                                       | 39,342          | 34,266                                |
|     | Share of results from joint venture                                   | * _             | 22,537                                |
|     |                                                                       | 59,542          | 56,803                                |
|     |                                                                       | ,               | ,                                     |
|     | Less: Consolidation adjustments                                       | 159,786         | (83)                                  |
|     | •                                                                     |                 |                                       |
|     | Total group retained earnings as per consolidated accounts            | 219,328         | 56,720                                |
|     |                                                                       |                 | · · · · · · · · · · · · · · · · · · · |

<sup>\*</sup> It is not practical to segregate the share of results from joint venture to realised and unrealised earnings/(losses).

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B12 The basic and diluted earnings per share are calculated as follows:

|                                                                                                                 | Group (3-month period) |                   |            |            |
|-----------------------------------------------------------------------------------------------------------------|------------------------|-------------------|------------|------------|
|                                                                                                                 | 31/10/2014             | 31/10/2013        | 31/10/2014 | 31/10/2013 |
|                                                                                                                 | RM'(                   | 000               | Sen        |            |
| Net profit for the quarter (RM'000)                                                                             | 163,602                | 4,462             |            |            |
| Weighted average number of ordinary shares in issue ('000)                                                      | 304,623                | 263,656           |            |            |
| Basic earnings per share (Sen)                                                                                  |                        |                   | 53.71      | 1.69       |
| Net profit for the quarter (RM'000)                                                                             | 163,602                | 4,462             |            |            |
| Number of shares used in the calculation of basic earnings per share ('000)  Number of shares assuming exercise | 304,623                | 263,656           |            |            |
| of employee share options (1st offer) ('000)<br>Number of shares assuming exercise                              | 1,950                  | 2,959             |            |            |
| of employee share options (2nd offer) ('000)<br>Number of shares assuming exercise                              | 394                    | 57                |            |            |
| of employee share options (3rd offer) ('000)<br>Number of shares assuming exercise                              | 488                    | -                 |            |            |
| of warrants ('000)                                                                                              | 47,826<br>355,281      | 63,200<br>329,872 |            |            |
| Diluted earnings per share (Sen)                                                                                |                        |                   | 46.05      | 1.35       |

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|                                                                                    | Group (6-month period) |            |            |            |
|------------------------------------------------------------------------------------|------------------------|------------|------------|------------|
|                                                                                    | 31/10/2014             | 31/10/2013 | 31/10/2014 | 31/10/2013 |
|                                                                                    | RM'000                 |            | Sen        |            |
| Net profit for the period (RM'000)                                                 | 169,604                | 9,683      |            |            |
| Weighted average number of ordinary shares in issue ('000)                         | 289,692                | 262,743    |            |            |
| Basic earnings per share (Sen)                                                     |                        |            | 58.55      | 3.69       |
| Net profit for the period (RM'000)                                                 | 169,604                | 9,683      |            |            |
| Number of shares used in the calculation of basic earnings per share ('000)        | 289,692                | 262,743    |            |            |
| Number of shares assuming exercise                                                 | 209,092                | 202,743    |            |            |
| of employee share options (1st offer) ('000)<br>Number of shares assuming exercise | 1,950                  | 2,959      |            |            |
| of employee share options (2nd offer) ('000)<br>Number of shares assuming exercise | 394                    | 57         |            |            |
| of employee share options (3rd offer) ('000)                                       | 488                    | -          |            |            |
| Number of shares assuming exercise of warrants ('000)                              | 47,826                 | 63,200     |            |            |
|                                                                                    | 340,350                | 328,959    |            |            |
| Diluted earnings per share (Sen)                                                   |                        |            | 49.83      | 2.94       |

c.c. Securities Commission