Berjaya Food Berhad

Company No: 876057-U

Date: 15 June 2015

Subject: UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015

Table of contents	Page
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	1
Condensed Consolidated Statement of Financial Position	2
Condensed Consolidated Statement of Changes in Equity	3
Condensed Consolidated Statement of Cash Flows	4
Notes to the Unaudited Interim Financial Report	5 - 7
Additional Information Required by the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities LR")	8 - 12

BERJAYA FOOD BERHAD UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Current Quarter		Financial Year To Date		
	3 months 30/04/2015 RM'000	s ended 30/04/2014 RM'000	12 month 30/04/2015 RM'000	s ended 30/04/2014 RM'000 (Audited)	
REVENUE	128,921	36,554	377,355	150,369	
PROFIT/(LOSS) FROM OPERATIONS	13,083	(663)	37,014	7,153	
Investment related income	77	23	160,327	84	
Investment related expenses Finance cost Share of results of joint venture	(3,099)	(71) 5,712	(1,270) (8,864) 7,045	(153) 17,489	
PROFIT BEFORE TAX	10,061	5,001	194,252	24,573	
TAXATION	(4,572)	(945)	(12,988)	(4,460)	
PROFIT AFTER TAX	5,489	4,056	181,264	20,113	
OTHER COMPREHENSIVE ITEMS	307	89	592	524	
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	5,796	4,145	181,856	20,637	
PROFIT ATTRIBUTABLE TO: - Equity holders of the Company - Non-controlling interests	6,412 (923)	5,277 (1,221)	184,657 (3,393)	22,669 (2,556)	
	5,489	4,056	181,264	20,113	
TOTAL COMPREHENSIVE INCOME					
ATTRIBUTABLE TO: - Equity holders of the Company - Non-controlling interests	6,528 (732)	5,316 (1,171)	185,129 (3,273)	23,125 (2,488)	
	5,796	4,145	181,856	20,637	
EARNINGS PER SHARE (SEN) -Basic, for the period	1.72	1.98	56.58	8.58	
-Diluted, for the period	1.70	1.62	55.80	7.01	

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

BERJAYA FOOD BERHAD

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at 30/04/2015	As at 30/04/2014 (Audited)
	RM'000	RM'000
ASSETS		
Non-current assets	155 110	29,900
Property, plant and equipment	155,110	38,899
Deferred tax assets	2,880	93 94,450
Investment in joint venture	445,729	16,088
Intangible assets	603,719	149,530
Current Assets	003,719	149,550
Inventories	30,637	4,251
Trade and other receivables	42,353	19,420
Deposits with financial institutions	963	1,899
Cash and bank balances	31,712	17,740
	105,665	43,310
TOTAL ASSETS	709,384	192,840
EQUITY AND LIABILITIES		
Share capital	187,137	134,556
Reserves	214,343	28,231
	401,480	162,787
Non-controlling interests	(3,595)	(641)
Equity funds	397,885	162,146
Non-current liabilities		
Long term borrowings	185,119	-
Deferred taxation	2,180	2,146
Other long term liabilities	20	38
Provisions for restoration costs	3,532	2,967
	190,851	5,151
Current Liabilities		
Payables and provisions	81,757	17,656
Bank borrowings	5,938	5,931
Deferred income	31,739	334
Taxation	1,214	1,622
m. 4 - 1 T *- 1-994*	120,648	25,543
Total Liabilities TOTAL EQUITY AND LIABILITIES	311,499	<u>30,694</u> 192,840
TOTAL EQUILY AND LIABILITIES	709,384	192,840
Basic net assets per share (sen)	107.27	60.49
Dilutive net assets per share (sen)	107.27	63.18
Dirutive net assets per snare (sen)	100.07	05.10

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.

BERJAYA FOOD BERHAD UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015 CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Attributable to the equity holders of the Company

			No	on-distributal	ole		Distributable		Non-	
	Share	Share	ESOS *	Warrant	Exchange	Merger	Retained		controlling	Total
	capital RM'000	premium RM'000	reserve RM'000	reserve RM'000	reserve RM'000	deficit RM'000	earnings RM'000	Total RM'000	interests RM'000	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	-	-	-	-	472	-	184,657	185,129	(3,273)	181,856
Transactions with owners ESOS options exercised	1,399	1,458	(666)	-	-	-	-	2,191	-	2,191
ESOS options forfeited	-	27	(27)	-	-	-	-	-	-	-
Warrants exercised	51,182	39,922	-	(19,449)	-	-	-	71,655	-	71,655
Share-based payment under ESOS	-	-	667	-	-	-	-	667	-	667
Capital contribution by non-controlling interests	-	-	-	-	-	-	-	-	319	319
Interim dividends #	-	-	-	-	-	-	(20,949)	(20,949)	-	(20,949)
At 30 April 2015	187,137	46,381	1,269	758	594	(55,087)	220,428	401,480	(3,595)	397,885
At 1 May 2013	130,522	1,633	527	21,527	(307)	(55,087)	43,933	142,748	1,082	143,830
Total comprehensive income	-	-	-	-	429	-	22,696	23,125	(2,488)	20,637
Transactions with owners ESOS options exercised	561	632	(631)	-	-	-	-	562	-	562
Warrants exercised	3,473	2,709	-	(1,320)	-	-	-	4,862	-	4,862
Share-based payment under ESOS	-	-	1,399	-	-	-	-	1,399	-	1,399
Acquisition of subsidiary company	-	-	-	-	-	-	-	-	765	765
Interim dividends	-	-	-	-	-	-	(9,909)	(9,909)	-	(9,909)
At 30 April 2014	134,556	4,974	1,295	20,207	122	(55,087)	56,720	162,787	(641)	162,146

* ESOS - Employees' Share Option Scheme. # Refer to Note A5.

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

BERJAYA FOOD BERHAD

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015 CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	12 months ended		
	30/04/2015 RM'000	30/04/2014 RM'000 (Audited)	
CASH FLOW FROM OPERATING ACTIVITIES			
Receipts from operations	396,733	163,471	
Payments for operating expenses	(326,219)	(146,450)	
Payment of tax	(18,428)	(6,395)	
Net cash generated from operating activities	52,086	10,626	
CASH FLOW FROM INVESTING ACTIVITIES			
Proceeds from disposal of property, plant and equipment	76	78	
Acquisition of property, plant and equipment	(43,228)	(15,867)	
Cash effect of acquisition of subsidiary company	(226,553)	-	
Interest received	458	84	
Dividend received from a joint venture	-	3,000	
Other payment arising on investing activities	-	(143)	
Net cash used in investing activities	(269,247)	(12,848)	
CASH FLOW FROM FINANCING ACTIVITIES			
Issuance of share capital	73,846	5,424	
Capital contribution by non-controlling interests	319	765	
Payment relating to issuance of loan	(4,532)	-	
Dividends paid	(20,949)	(9,909)	
Interest paid	(7,625)	(124)	
Drawdown of bank and other borrowings	283,536	5,931	
Repayment of bank and other borrowings	(94,732)	-	
Advance from related companies	415	487	
Repayment to related companies	(396)	(559)	
Net cash generated from financing activities	229,882	2,015	
NET CHANGE IN CASH AND CASH EQUIVALENTS	12,721	(207)	
OPENING CASH AND CASH EQUIVALENTS	19,639	19,234	
Effect of exchange rate changes	315	612	
CLOSING CASH AND CASH EQUIVALENTS	32,675	19,639	
Cash and cash equivalents carried forward comprise:	RM'000	RM'000	
Deposits with financial institutions	963	1,899	
Cash and bank balances	31,712	17,740	
	32,675	19,639	

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

BERJAYA FOOD BERHAD UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015 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 30 April 2015 other than as disclosed below:

Statement of profit or loss and other comprehensive income

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

A4 As at 30 April 2015, the issued and paid up ordinary share capital of the Company was RM187,136,800. The movements during the financial year 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:		
ESOS (1st offer)	2,014,560	1,007,280
ESOS (2nd offer)	283,000	141,500
ESOS (3rd offer)	500,000	250,000
	2,797,560	1,398,780
Warrants exercised	102,364,000	51,182,000
As at 30 April 2015	374,273,600	187,136,800

BERJAYA FOOD BERHAD UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015 NOTES TO THE INTERIM FINANCIAL REPORT

ESOS

As at 30 April 2015, the total number of unexercised ESOS (1st batch with exercise price of RM0.50) was 1,210,200 shares of RM0.50 each.

As at 30 April 2015, the total number of unexercised ESOS (2nd batch with exercise price of RM1.62) was 684,000 shares of RM0.50 each.

On 10 June 2014, a total number of 1,250,000 shares of RM0.50 each under ESOS (3rd batch with exercise price of RM1.45) was granted to the Group's eligible employees. As at 30 April 2015, the total number of unexercised ESOS (3rd batch) was 750,000 shares of RM0.50 each.

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

As at 30 April 2015, there was a total of 3,989,720 Warrants outstanding. The movements during the financial period were as follows:-

	Unit
As at 1 May 2014	106,353,720
Exercised	(102,364,000)
As at 30 April 2015	3,989,720
Exercised subsequent to 30 April 2015	(100,700)
As at the date of this announcement	3,889,020

- A5 During the financial year ended 30 April 2015, the Company paid the following dividends:
 - i) Second interim dividend of 5.00% or 2.5 sen per share single-tier dividend amounting to about RM6.99 million in respect of the financial year ended 30 April 2014 on 25 July 2014.
 - ii) First interim dividend of 5.00% or 2.5 sen per share single-tier dividend amounting to about RM9.28 million in respect of the financial year ended 30 April 2015 on 22 January 2015.
 - iii) Second interim dividend of 2.50 % or 1.25 sen per share single-tier dividend amounting to about RM4.67 million in respect of the financial year ended 30 April 2015 on 23 April 2015.
- A6 Segment information for the financial year ended 30 April 2015:-

REVENUE	Group RM'000
Malaysia	318,137
Indonesia	13,315
Singapore	38,392
Other South-East Asian countries	7,511
Total revenue	377,355

BERJAYA FOOD BERHAD UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015 NOTES TO THE INTERIM FINANCIAL REPORT

RESULTS	Group RM'000
Malaysia	43,817
Indonesia	(6,434)
Singapore	491
Other South-East Asian countries	831
	38,705
Unallocated corporate expenses	(1,691)
Profit from operations	37,014
Investment related income	
- Gain arising from remeasurement	159,869
- Interest income	458
	160,327
Investment related expenses	
- Corporate exercise expenses	(1,270)
Finance cost	(8,864)
Share of results of joint venture	7,045
Profit before tax	194,252
Taxation	(12,988)
Profit for the year	181,264

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

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 (coffee bean, chicken, side dishes, soya bean and effect of foreign exchange on raw materials etc), staff costs and consumer perception.

Current quarter vs preceding year same quarter

The Group registered a revenue of RM128.92 million and pre-tax profit of RM10.06 million in the current quarter ended 30 April 2015 as compared to a revenue of RM36.55 million and pre-tax profit of RM5.0 million reported in the previous year corresponding quarter.

The higher revenue was mainly due to the full effect of consolidation of the newly acquired wholly owned subsidiary, BStarbucks (refer to Note A8(b)).

In spite of the higher interest expense of about RM3.10 million (includes amortisation of transaction costs of about RM268,000) for this quarter, which is substantially related to the borrowings taken to acquire the remaining 50% equity interests in BStarbucks, the Group recorded a higher pre-tax profit of RM10.06 million mainly from the contribution of BStarbucks for the entire quarter.

For the financial year

For the financial year ended 30 April 2015, the Group's revenue and pre-tax profit were RM377.36 million and RM194.25 million respectively as compared to a revenue and pre-tax profit of RM150.37 million and RM24.57 million respectively in the previous year.

The higher revenue was mainly due to the consolidation of BStarbucks' revenue (from 18 September 2014 onwards).

Excluding the one time net gain of RM158.60 million for the financial year ended 30 April 2015, the pre-tax profit was RM35.65 million as compared to pre-tax profit of RM25.02 million in the previous year. 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, in spite of the high interest expenses of about RM8.86 million (which includes amortisation of transaction cost of about RM822,000), which is substantially related to the financing for acquisition of the remaining 50% equity interests in BStarbucks.

B2 Fourth quarter vs Third quarter

For the current quarter under review, the Group reported a decrease in revenue from RM133.48 million (third quarter ended 31 January 2015) to RM128.92 million. The pre-tax profit of RM10.06 million in the current quarter was lower as compared to pre-tax profit of RM12.63 million recorded in the preceding quarter.

The higher revenue and pre-tax profit in the third quarter was due to the calendar year end festive sales, school holidays and Christmas season. The third quarter is traditionally our biggest quarter in terms of revenue and pre-tax profit in our financial year.

B3 <u>Future prospects</u>

The weakening of Ringgit Malaysia against US Dollar is expected to increase the cost of sales and thus compressing the Group's profit margin. Coupled with the weak consumer sentiment brought on by the introduction of the GST and various other factors, the Group will be operating in a very challenging environment in the next financial year. The Group will continue to pare down its debts from BStarbucks' strong cash flow generation and at the same time expanding the income streams from its existing business to remain competitive in view of these challenges.

- B4 There is no profit forecast or profit guarantee for the financial year ended 30 April 2015.
- B5 The taxation charge for the current quarter and period ended 30 April 2015 are detailed as follows:

	For the current quarter RM'000	Financial year to date RM'000
Group:-		
Based on the results for the period:-		
Current period provision		
- Malaysian taxation	5,339	13,626
- Deferred tax	(891)	(891)
- Foreign tax	124	253
	4,572	12,988

The disproportionate tax charge of the Group for the current quarter ended 30 April 2015 was mainly due to certain expenses or losses being disallowed for tax purposes and different foreign tax rate. The disproportionate tax charges of the Group for the current financial year was mainly due to certain income which are not taxable 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 30 April 2015.

	As at 30/04/2015
	RM'000
Short term borrowing	
Secured	
Denominated in Ringgit Malaysia (RM)	5,938
Long term borrowing	
Secured	
Denominated in Ringgit Malaysia (RM)	185,119
Total borrowings	191,057

B8 There were no material litigations for the current quarter.

B9 The Board has recommended a third interim dividend of 2.00 sen or 4.00% single-tier dividend per share in respect of financial year ended 30 April 2015 (previous year corresponding quarter ended 30 April 2014: 2.5 sen or 5.00% single-tier exempt dividend per share) and will be payable on 28 July 2015. The entitlement date has been fixed on 13 July 2015. The total dividend declared for the financial year ended 30 April 2015 amounted to 5.75 sen or 11.50% single-tier dividend per share (previous corresponding financial period ended 30 April 2014: 4.25 sen or 8.50% single-tier dividend per share).

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

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 13 July 2015 in (a) respect of 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):

B11

0	Tiont before tax is stated after enarging/(crediting).	For the	Financial
		current quarter	year to date
		RM'000	RM'000
	Interest income	(77)	(458)
	Dividend income	-	-
	Other income excluding dividend and interest income	-	-
	Gain on disposal of property, plant and equipment	-	-
	Loss on disposal of property, plant and equipment	(16)	(16)
	Write off of property, plant and equipment	-	-
	Depreciation of property, plant and equipment	6,840	22,164
	Amortisation of intangible assets	71	561
	Impairment loss on receivables	-	-
	Impairment on value of AFS quoted investments	-	-
	Provision for and write off of inventories	-	-
	Foreign exchange loss, net	828	832
	Gain or loss on derivatives		
1	Realised and unrealised earnings of the Group is analysed as follows:		
		As at	As at
		30/04/2015	30/04/2014
		RM'000	RM'000
	Total retained earnings of the Company and its subsidiary companies:		
	- realised	59,943	37,001
	- unrealised	699	(2,735)
		60,642	34,266
	Share of results from joint venture *	-	22,537
	,	60,642	56,803
	Less: Consolidation adjustments	159,786	(83)
	Total group retained earnings as per consolidated accounts	220,428	56,720

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

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

	Group (3-month period)			
	30/04/2015 RM'0	30/04/2014 000	30/04/2015 Sen	30/04/2014
Net profit for the quarter (RM'000)	6,412	5,277		
Weighted average number of ordinary shares in issue ('000)	372,643	267,099		
Basic earnings per share (Sen)			1.72	1.98
Net profit for the quarter (RM'000)	6,412	5,277		
Number of shares used in the calculation of basic earnings per share ('000) Number of shares assuming exercise	372,643	267,099		
of employee share options (1st offer) ('000) Number of shares assuming exercise	981	2,184		
of employee share options (2nd offer) ('000) Number of shares assuming exercise	294	-		
of employee share options (3rd offer) ('000) Number of shares assuming exercise	271	-		
of warrants ('000)	3,013 377,202	56,722 326,005		
Diluted earnings per share (Sen)			1.70	1.62

BERJAYA FOOD BERHAD

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30 APRIL 2015 ADDITIONAL INFORMATION REQUIRED BY THE BURSA SECURITIES LR

	Group (12-month period)			
	30/4/2015 30/4/2014 RM'000		30/4/2015 30/4/2014 Sen	
Net profit for the period (RM'000)	184,657	22,669		
Weighted average number of ordinary shares in issue ('000)	326,351	264,318		
Basic earnings per share (Sen)		:	56.58	8.58
Net profit for the period (RM'000)	184,657	22,669		
Number of shares used in the calculation of basic earnings per share ('000) Number of shares assuming exercise	326,351	264,318		
of employee share options (1st offer) ('000) Number of shares assuming exercise	981	2,184		
of employee share options (2nd offer) ('000) Number of shares assuming exercise	294	-		
of employee share options (3rd offer) ('000) Number of shares assuming exercise	271	-		
of warrants ('000)	<u>3,013</u> <u>330,910</u>	56,722 323,224		
Diluted earnings per share (Sen)		=	55.80	7.01

c.c. Securities Commission