

MENTIGA CORPORATION BERHAD

(Company No. 10289-K)

Notes To The Condensed Consolidated Interim Financial Statements

For The Period Ended 31 March 2015

1 Basis of Preparation

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

The unaudited financial report should be read in conjunction with the audited financial statements for the year ended 31 December 2014. These explanatory notes attached to the unaudited financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2014.

2 Changes in Accounting Policies

The accounting policies, methods of computation and basis of consolidation adopted by the Group in this unaudited financial report are consistent with those used in the preparation of the audited financial statements for the financial year ended 31 December 2014.

3 Auditors' Report on the Preceding Annual Financial Statements

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

4 Seasonal or Cyclical Factors

The businesses of the group are in oil palm development, timber related activities and mining. The group businesses are subjected to seasonal or cyclical factors.

5 Unusual Items Due to their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the financial period.

6 Material Changes in Estimated of Amounts Reported

There were no material changes in estimates, which would materially affect the results of the current unaudited financial period.

7 Changes in Share Capital

There were no cancellations, repurchases, resale of equity securities for the current quarter.

8 Dividend Paid

There were no dividends paid or declared during the financial period.

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For The Period Ended 31 March 2015**9 Segmental Information**

The Group is organised into three main business segments:

Timber Products	-	Timber extraction, trading in related timber products and reforestation project
Plantation	-	Oil palm plantation
Mining	-	Sales of iron ore

Period ended 31 March 2015	Timber Products RM'000	Plantation RM'000	Mining RM'000	Others RM'000	Group RM'000
Revenue					
External sales	7,000	803	-	-	7,803
Results					
Segment results (external)	5,857	(329)	(242)	(5)	5,281
Finance cost					(1)
Share of loss of associates					-
Profit from ordinary activities before tax					5,280
Tax expenses					(40)
Profit for the financial year					5,240

Period ended 31 March 2014	Timber Products RM'000	Plantation RM'000	Mining RM'000	Others RM'000	Group RM'000
Revenue					
External sales	-	1,249	2,098	-	3,347
Results					
Segment results (external)	(773)	103	1,936	(57)	1,209
Finance cost					(1)
Profit from ordinary activities before tax					1,208
Tax expenses					(431)
Profit for the financial year					777

10 Valuation of Property, Plant and Equipment

The valuations of property, plant and equipment have been brought forward, without amendment from the Audited financial statements for the year ended 31 December 2014

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For The Period Ended 31 March 2015**11 Subsequent Events**

Other than the matter mentioned in note 22 below relating to proposed surrender of Pekan land, there were no material events subsequent to the end of the current quarter financial period ended 31 March 2015 up to the date of this report that have been reflect in the interim financial statements.

12 Changes in the Composition of the Group

There were no changes in composition of the Group for the current quarter including business combination, acquisition or disposal of subsidiaries and long term investments, restructuring and discontinuing operations.

13 Changes in Contingent Liabilities and Contingent Assets

There were no contingent liabilities or contingent assets since the last annual financial position as at 31 December 2014.

14 Capital Commitments

There were no capital commitments incurred by the company for the current financial period.

15 Review of Performance

	<u>Year to Date</u>	
	<u>31 March 2015</u>	<u>31 March 2014</u>
	<u>RM'000</u>	<u>RM'000</u>
Revenue:		
Timber extraction, trading in related timber products and reforestation project	7,000	-
Iron ore	-	2,098
Oil palm – Fresh Fruit Bunches (“FFB”)	803	1,249
Group	<u>7,803</u>	<u>3,347</u>
Profit before tax		
Timber extraction, trading in related timber products and reforestation project	5,857	(773)
Iron ore	(241)	1,935
Oil Palm – Fresh Fruit Bunches (“FFB”)	(329)	103
Others	(5)	(57)
Group	<u>(5,280)</u>	<u>1,208</u>

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For The Period Ended 31 March 2015**15 Review of Performance (con't)**

The Group's revenue for the financial period ended 31 March 2015 was higher at RM 7.80million compared to RM3.35 million for the corresponding period last year. The higher in revenue for the financial period was due to recognition of revenue from timber extraction, trading in related products, and reforestation project.

The Group recorded RM 5.28million profit before tax for the financial period ended 31 March 2015 as compared to RM1.21 million profits for the corresponding period last year. The significant profit during the current financial period were due to increase of revenue from timber extraction, trading in related products, and reforestation project.

16 Material Changes in the Profit Before Taxation for the Quarter Compared to the Immediate Preceding Quarter

	<u>Individual Quarter</u>	
	<u>31 March 2015</u>	<u>31 December 2014</u>
	<u>RM'000</u>	<u>RM'000</u>
Revenue:		
Timber extraction, trading in related timber products and reforestation project	7,000	-
Iron ore	-	771
Oil palm – Fresh Fruit Bunches (“FFB”)	803	750
Group	<u>7,803</u>	<u>1,521</u>
Profit before tax		
Timber extraction, trading in related timber products and reforestation project	5,857	(841)
Iron ore	(241)	451
Oil Palm – Fresh Fruit Bunches (“FFB”)	(329)	133
Others	(5)	(15)
Group	<u>5,280</u>	<u>272</u>

For the quarter under review, the Group reported RM5.28 million profit before tax compared to RM0.27 million profits for the previous quarter. The profits from the corresponding period were mainly contributed from the sales of reforestation project.

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For The Period Ended 31 March 2015

17 Prospects

For the current year, the Company expects revenue from mining activities in iron ore and oil palm will continue to contribute to the group's earnings.

Barring any unforeseen circumstances, the Board of Directors is of the view that the Group will record favorable performance for the financial year ending 31 December 2015.

18 Variance from Profit Forecast/Profit Guarantee

Not applicable in this quarterly report.

19 Taxation

	3 months ended 31 March		12 months ended 31 March	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Current tax:				
- Malaysian income tax	40	431	40	431
Total income tax expense	<u>40</u>	<u>431</u>	<u>40</u>	<u>431</u>

20 Profit/Loss on Sale of Investments and / or Properties

There were no profits or losses on sales of investments and / or properties for the current financial period.

21 Particulars of Purchase or Disposal Quoted Securities

There was no purchase or disposal of quoted securities of the group for the financial period.

22 Status of the Corporate Proposals

The corporate proposals were announced but not completed at the date of this report are as follows:

On 26 August 2011, the Company made an announcement that the State Government of Pahang has vide its letter dated 22 August 2011 (ref no. SUK.PHG/UPEN.002(s)/7.243JLD.2(37)), which was received on 24 August 2011, approved the following in relation to the Proposed Surrender of Pekan Land ("Approval Letter"):

- (a) Subject to the Mentiga shareholders' approval at an Extraordinary General Meeting ("EGM") to be convened later, the State Government of Pahang is agreeable to the proposed surrender of two (2) parcels of Land owned by Mentiga identified as HS(D) 145 PT 1449 and HS(D) 3364 PT2204 located at Mukim Langgar, District of Pekan, Pahang Darul Makmur ("Pekan Land") to the State Government of Pahang, in accordance with Section 197 of the National Land Code. In consideration thereto, the State Government of Pahang will compensate Mentiga with the following four (4) parcels of land with an aggregate land size of 13,112.00 acres valued at not less than RM20.00 million for the development of oil palm estate ("Consideration Land"):

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For The Period Ended 31 March 2015

22 Status of the Corporate Proposals (con't)

- (i) Two (2) parcels of land with land area of 4,767.00 acres and 1,833.00 acres respectively located at Mukim Ulu Lepar, District of Kuantan, Pahang Darul Makmur valued at RM1,525.00 per acre;
 - (ii) One (1) parcel of land with land area of 3,881.00 acres located at Mukim Hulu Cheka, District of Jerantut, Pahang darul Makmur valued at RM1,525.00 per acre; and
 - (iii) One (1) parcel of land with land area of 2,631.00 acres located at Mukim Penor, District of Kuantan, Pahang Darul Makmur valued at RM1,525.00 per acre,

(herein referred to as "Proposed Surrender of Pekan Land")
- (b) Mentiga to convene an EGM to obtain shareholders' approval in relation to the Proposed Surrender of Pekan Land expeditiously;
 - (c) The Directors of Lands and Minerals of Pahang to remove and uplift the Malay Reserve restriction on the 3,881 acres land located in Hulu Cheka, District of Jerantut, Pahang Darul Makmur and the aforementioned status to be accorded on a replacement land to be identified later by the said Department; and
 - (d) Mentiga to procure assistance from the Land Administration of the District of Jerantut to resolve the illegal development on the land located in Hulu Cheka, District of Jerantut, Pahang Darul Makmur.

Premised on the abovementioned decision, Mentiga is to undertake the following:

- (a) Mentiga to convene an EGM to obtain shareholders' approval in relation to the Proposed Surrender of Pekan Land expeditiously;
- (b) Subject to the EGM's decision, Mentiga is to:
 - (i) Submit Form 12A Application for Surrender of Land to the Land Administrator of District of Pekan;
 - (ii) Submit Form 1 Application for State Land to the relevant Land Administrator for the development of oil palm estate on the Consideration Land; and
 - (iii) Apply officially to the Director of Lands and Minerals of Pahang to obtain approval for early access into the Consideration Land for survey and pre-development works.

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22 Status of the Corporate Proposals (con't)

On 30 September 2011, OSK Investment Bank Berhad had, on behalf of the Board of Directors of Mentiga, announced the details of the Proposed Surrender of Pekan Land to Bursa Malaysia Securities Berhad.

The proposed Surrender of Pekan Land had been approved in the Company's Extraordinary General Meeting held on 15 December 2011.

On 26 June 2012, OSK Investment Bank Berhad had, on behalf of the Board of Directors of Mentiga, announced that all relevant applications in relation to the alienation of the Consideration Land has been submitted to the relevant authorities and are currently pending the approval for the alienation of the Consideration Land in favour of Mentiga by the Director of Land and Minerals of Pahang. Following thereto, the Proposed Surrender of Pekan Land is expected to be completed by the fourth quarter of calendar year 2012 as opposed to the second quarter of calendar year 2012 as disclosed in the Circular.

On 31 December 2012, OSK Investment Bank Berhad had, on behalf of the Board of Directors of Mentiga, announce that as the date of this announcement, some of the requisite approvals for the alienation of the Consideration Land in favour of Mentiga by the Director of Land and Minerals of Pahang are still pending. Following thereto, the Proposed Surrender of Pekan Land is expected to be completed by the second quarter of calendar year 2013 as opposed to the fourth quarter of calendar year 2012 which was announced on 26 June 2012.

On 28 June 2013, on behalf of the Board of Directors of Mentiga ("Board"), RHB Investment Bank Berhad ("RHBIB") wishes to announce that as at the date of this announcement, some of the requisite approvals for the alienation of the Consideration Land in favour of Mentiga by the Director of Land and Minerals of Pahang are still pending. Following thereto, the Proposed Surrender of Pekan Land is expected to be completed by the fourth quarter of calendar year 2013 as opposed to the second quarter of calendar year 2013 which was announced on 31 December 2012.

On 27 December 2013, on behalf of the Board of Directors of Mentiga ("Board"), RHB Investment Bank Berhad ("RHBIB") wishes to announce that as at the date of this announcement, some of the requisite approvals for the alienation of the Consideration Land in favour of Mentiga by the Director of Land and Minerals of Pahang are still pending. Following thereto, the Proposed Surrender of Pekan Land is expected to be completed by the fourth quarter of calendar year 2014 as opposed to the fourth quarter of calendar year 2013 which was announced on 28 June 2013.

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Notes To The Condensed Consolidated Interim Financial Statements
For The Period Ended 31 March 2015**22 Status of the Corporate Proposals (con't)**

On 31 December 2014, On behalf of the Board of Directors of Mentiga, RHB Investment Bank Berhad wishes to announce that as at the date of this announcement, some of the requisite approvals for the alienation of the Consideration Land in favour of Mentiga by the Director of Land and Minerals of Pahang are still pending. Following thereto, the Proposed Surrender of Pekan Land is expected to be completed by fourth quarter of calendar year 2015 as opposed to the fourth quarter of calendar year 2014 which was announced on 27 December 2013.

23 Group Borrowings

As at 31 March 2015, the Group borrowings are as follows:

	<u>31 March 2015</u> <u>RM'000</u>	<u>31 March 2014</u> <u>RM'000</u>
Borrowings:		
Term loan (secured)	18,965	14,895
Hire Purchase Liabilities (secured)	155	50
	<u>19,120</u>	<u>14,945</u>

24 Material LitigationThe list of material litigation is attached as **Annexure 1****25 Dividend Payable**

No interim dividend has been recommended for the current financial to date.

26 Earnings Per Share

	Individual Quarter 3 months ended		Comparative Quarter 12 months ended	
	<u>31.3.2015</u>	<u>31.3.2014</u>	<u>31.3.2015</u>	<u>31.3.2014</u>
<u>Basic earnings per share</u>				
Profit for the period (RM'000)	5,240	777	5,240	777
Number of shares in issue during the period (RM'000)	70,000	70,000	70,000	70,000
Weighted average number of shares in issues (RM'000)	70,000	70,000	70,000	70,000
Basic earnings per share (sen)	7.49	1.11	7.49	1.11

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26 Earnings Per Share (con't)

Diluted earnings per share

The calculation of diluted earnings per share at 31 March 2015 is based on profit for the financial year attributable to owners of the Company and a weighted average number of ordinary shares outstanding after adjustment for the effects of dilutive potential ordinary shares.

There are no diluted earnings per share calculated because any conversion of ESOS is anti-dilutive.

27 Realised and Unrealised Profit or Losses Disclosure

	<u>As at 31 March 2015</u>	<u>As at 31 March 2014</u>
Total accumulated losses of the Company and it's subsidiaries		
-Realised (RM'000)	(26,112)	(33,395)
-Unrealised (RM'000)	-	-
	<hr/>	<hr/>
	(26,112)	(33,395)
Consolidation adjustments	12,321	13,157
	<hr/>	<hr/>
Total group accumulated losses as per consolidated accounts (RM'000)	<u>(13,791)</u>	<u>(20,238)</u>

28 Authorisation for Issue of Report

The unaudited interim financial statements were authorised for issue on 28 May 2015 by the Board of Directors.

On behalf of the Board

MENTIGA CORPORATION BERHAD

YEAP KOK LEONG

Company Secretary

Kuala Lumpur

MENTIGA CORPORATION BERHAD
 (Company No 10289 - K and its Subsidiaries)
LIST OF MATERIAL LITIGATIONS OF THE GROUP AS AT 21 MAY 2015 .

SUMMONS ISSUED AGAINST MCB:

NO	PLAINTIFF / LAWYER :	DEFENDEN / LAWYER:	AMOUNT CLAIM / COURT:	REMARKS
1	GREEN GROCERY PLANTATION SDN BHD.REPRESENTING MESSRS SUZANA & CO MESSRS SUZANA & CO HAS WITHDRAWN NEW SOLICITOR MESSRS ALIAS IBRAHIM & CO NOW ACT ON THEIR BEHALF.	MESSRS KH LEE & SIM	RM 1,808,839.28	RECEIVED LETTER FROM GREEN GROCERY DATED 17.10.13 PERTAINING TO THEIR CLAIM MENTIGA PLANTATION RESPONDED ON 30.10.13 DENIAL OF THEIR CLAIMS. RECEIVED SUMMONS FROM PLAINTIFF LAWYER SUZANA & CO ON 22.05.2014 CLAIMING RM 1,808,839.28. 02.06.2014 - CASE MANAGEMENT. 13.08.2014 - CASE MANAGEMENT. 04.09.2014 - CASE MANAGEMENT 01.12.2014 - HEARING DATE FIXED BY HIGH COURT. HIGH COURT JUDGE DISMISSED PLAINTIFF CASE ON 13.03.2015.

MENTIGA CORPORATION BERHAD
(Company No 10289 - K and its Subsidiaries)

LIST OF MATERIAL LITIGATIONS OF THE GROUP AS AT 21 MAY 2015.

SUMMONS ISSUES BY MCB

NO	PLAINTIFF / LAWYER :	DEFENDEN / LAWYER:	AMOUNT CLAIM / COURT:	REMARKS
1	<p>MAHINDAR & CO.</p> <p>MENTIGA IS CLAIMING FOR THE AMOUNT OF RM8,380,132.00 IN RESPECT OF THE FOLLOWING;</p> <p>a) BALANCE OF PROGRESS PAYMENT FOR WORK DONE IN CONSTRUCTING A RESORT IN PULAU SIBU RM1,744,606.14</p> <p>b) RETENTION SUM RM1,292,532.96</p> <p>c) CLAIM FOR VARIATION ORDER RM3,500,000.00</p> <p>d) BALANCE SUM FOR ADDITIONAL LANDSCAPE WORKS RM 213,520.10</p> <p>e) CLAIM FOR RETURN OF MONEY WRONGFULLY DEDUCTED FROM THE PROGRESS CLAIMS RM 429,652.80</p> <p>f) APPEAR FOR WAIVER OF LIQUIDATED AND ASCERTAINED DAMAGES RM1,200,000.00</p>	<p>KUMPULAN PENAMBANG (JOHORE) SDN. BHD. / REGINALD VALLIPURAM & CO. (JOHOR BAHRU).</p>	<p>RM8,380,132.00</p>	<p>BOTH COUNCIL MESSRS SHEARN DELAMORE & CO FOR KUMPULAN PENAMBANG (JOHOR) SDN BHD AND MESSRS MAHINDAR & CO HAD PROPOSED TO P.A.M TO BEGIN THE CASE ON 29th AND 30th JULY 2014.</p> <p>1st PRELIMINARY MEETING WAS HELD ON 11.08.2014 AT KLRCA. MR. DAVID CHEAH YEW SIT AS THE CHARTERED ARBITRATOR. THE NEXT MEETING WILL BE FIXED BY KLRCA. STILL WAITING A DATE TO BE FIXED BY KLRCA.</p>