



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

A1. Basis of preparation

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

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2011. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2011.

A2. Changes in accounting policies

The significant accounting policies and methods of computation adopted for the interim financial statements are consistent with those of the audited financial statements for the year ended 31 December 2011 except for the adoption of the following new/revised FRSs and Interpretations:

Effective for financial periods beginning on or after 1 July 2011:

IC Interpretation 19 Extinguishing Financial Liabilities with Equity Instruments

Amendments to IC
Interpretation 14 Prepayments of a Minimum Funding Requirement

Effective for financial periods beginning on or after 1 January 2012:

Amendments to FRS 7 Transfers of Financial Assets

Amendments to FRS 112 Deferred Tax : Recovery of Underlying Assets

FRS 124 Related Party Disclosures

Effective for financial periods beginning on or after 1 July 2012:

Amendments to FRS 101 Presentation of Items of Other Comprehensive Income

- (i) The adoption of the above FRSs did not have any significant financial impact on the Group, save and except as follows :

Amendments to FRS112 : Deferred Tax Recovered of Underlying Assets

The amendments clarified the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in FRS 140 should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in FRS 116 to be always measured on a sale basis of that asset.



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

Pursuant to Amendments to FRS112, the Group has applied the Amendments retrospectively, and the following are the effects arising from the above changes in accounting policies :

	As Previously Stated RM'000	Effects of adopting Amendments to FRS 112 RM'000	As Restated RM'000
<u>As at 31 December 2011</u>			
Consolidated Statement of Financial Position			
Deferred tax liabilities	106,971	(18,555)	88,416
Retained profits as at 1 January 2011	94,264	16,041	110,305
<u>For 12 months ended 31 December 2011</u>			
Consolidated Comprehensive Income			
Taxation	17,102	(2,514)	14,588

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

- (ii) The Group has changed its accounting policy for investment properties from cost model to fair value model.

During the financial period, the Group has changed its accounting policy from cost model to fair value model for its investment properties based on the valuation performed by independent professional valuers.

Statement of financial position	Balance as at 31.12.2010	Effects of changes in accounting policy	Balance as at 01.01.2011
	As previously reported		As restated
	RM'000	RM'000	RM'000
Non-current assets			
Investment properties	325,690	80,205	405,895
Equity			
Retained profit	34,111	76,194	110,305
Non-current liabilities			
Deferred tax liabilities	78,791	4,011	82,802
Statement of financial position	Balance as at 31.12.2011	Effects of changes in accounting policy	Balance as at 01.01.2012
	As previously reported		As restated
	RM'000	RM'000	RM'000
Non-current assets			
Investment properties	378,209	92,778	470,987
Equity			
Retained profit	82,486	88,140	170,626
Non-current liabilities			
Deferred tax liabilities	83,776	4,638	88,414



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

Malaysian Financial Reporting Standards (MFRS Framework)

On 19 November 2011, the Malaysian Accounting Standards Board (MASB) issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards (“MFRS Framework”).

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture (MFRS 141) and IC Interpretation 15 Agreements for Construction of Real Estate (IC 15), including its parent, significant investor and venturer (herein called ‘Transitioning Entities’).

Transitioning Entities will be allowed to defer adoption of the new MFRS Framework for an additional one year. Consequently, adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2014.

The Group falls within the scope definition of Transitioning Entities and accordingly, will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the quarter ending 31 March 2013.

A3. Auditors' report on preceding annual financial statements

The auditors' report on the financial statements for the year ended 31 December 2011 was not qualified.

A4. Comments about seasonal or cyclical factors

The business operations of the Group were not significantly affected by any seasonal or cyclical factor.

A5. Nature and amount of items affecting assets, liabilities, equity, net income or cash flows that is unusual because of their nature, size or incidence

The following are the exceptional items that occurred during the current financial quarter and financial period under review which affect the assets, liabilities, equity, net income or cash flows of the Group:-

Recognised in the Income Statements

Description	Individual Quarter Ended		Cumulative Financial Year Ended	
	31-Dec-12	31-Dec-11 (Restated)	31-Dec-12	31-Dec-11 (Restated)
	RM'000	RM'000	RM'000	RM'000
Fair value changes on investment properties, net of deferred taxation	10,336	11,945	104,105	11,945
Fair value changes on marketable securities	(763)	2,758	(6,106)	1,009
Total	9,573	14,703	97,999	12,954



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

A6. Changes in estimates

There were no material changes in estimates for the financial period ended 31 December 2012.

A7. Debt and equity securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities for the financial year under review save and except as follows:

- 1) Issuance of 10-Year 3% Redeemable Convertible Unsecured Loan Stocks (“RCULS”) at 100% of their nominal value amounting to RM684,681,436.00 on 30 August 2012.
- 2) Issuance of 265,931,873 new ordinary shares of RM1.00 each at an issue price of RM1.20 per rights share, together with an attached bonus issue of 66,482,968 new bonus shares to be credited as fully paid up, on the basis of four rights shares for every five existing of the Company’s shares held and one bonus share for every four rights shares subscribed for. The total cash proceeds arising from the Rights Issue exercise during the current financial period to-date amounted to RM319,118,248.

A8. Dividends paid

On 6 September 2012, the Company paid the first and final dividend in respect of the financial year ended 31 December 2011 of 3% or 3 sen per ordinary share less 25% tax which was approved by the shareholders during the Annual General Meeting held on 28 June 2012.

A9. Segmental information

Segment information is presented in respect of the Group’s business segments which are based on the internal reporting structure presented to the management of the Company.

The Group’s principal business segments are property development and resort operations, property investment and investment holding.

The information by geographical location is not presented as the Group’s activities are carried out predominantly in Malaysia.

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

Business segment analysis	QTR ended 31 Dec 2012				YTD ended 31 Dec 2012			
	Property development and resort operations	Property Investment	Investment holding and others	Consolidated	Property development and resort operations	Property Investment	Investment holding and others	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	210,574	21,710	1,771	234,055	567,661	59,894	2,501	630,056
Results from operations	36,474	27,755	7,888	72,117	90,219	147,364	4,967	242,550
Net finance cost	(3,616)	(2,760)	(6,332)	(12,708)	(9,221)	(5,441)	(12,854)	(27,516)
Share of results of associates	-	-	2,042	2,042	-	-	7,030	7,030
Share of results of jointly controlled entities	-	-	(681)	(681)	-	-	(1,500)	(1,500)
Profit/ (loss) before tax	32,858	24,995	2,917	60,770	80,998	141,923	(2,357)	220,564

Business segment analysis	QTR ended 31 Dec 2011				YTD ended 31 Dec 2011			
	Property development and resort operations	Property Investment	Investment holding and others	Consolidated	Property development and resort operations	Property Investment	Investment holding and others	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	145,002	10,728	1,968	157,698	334,489	38,761	1,968	375,218
Results from operations	27,442	16,653	18,030	65,125	61,820	28,442	8,724	98,986
Net finance cost	(396)	(765)	(928)	(2,089)	(1,455)	(2,787)	(1,795)	(6,037)
Share of results of associates	-	-	2,301	2,301	-	-	6,361	6,361
Share of results of jointly controlled entities	-	-	(89)	(89)	-	-	(89)	(89)
Profit/ (loss) before tax	27,046	15,888	19,314	62,248	60,365	25,655	13,201	99,221

Property development and resort operations segment

Revenue was RM210.6million in the current quarter compared to RM145.0million in the corresponding quarter last year. Profit before taxation was RM32.8million in the current quarter compared to RM27.0million in the corresponding quarter last year. The increase in revenue and profit before taxation was mainly due to higher contributions from existing on-going projects and new projects launched in Klang Valley and Johor Bahru.

The current year has registered higher revenue and profit before taxation of RM567.7million and RM81.0million respectively compared to RM334.5million and RM60.4million respectively in the preceding corresponding period.



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

Property investment segment

In the current quarter, the revenue and profit before taxation was RM21.7million and RM25.0million compared to RM10.7million and RM15.9million respectively in the corresponding quarter last year.

Excluding the gain in fair value adjustment of RM10.9million and RM12.6million respectively in the current quarter and corresponding quarter last year, the profit before taxation was RM14.1million as compared to RM3.3million in the corresponding quarter last year. The improved performance is mainly due to improved earnings yield for Tropicana City Mall and Office Tower and additional profits contribution from the new properties acquired in the recent amalgamation exercise.

Revenue for the year was RM59.9million and profit before taxation for the year was RM141.9million compared to RM38.8million and RM25.7million respectively in the previous year. Excluding the gain in fair value adjustments of RM109.6million and RM12.6million respectively in the current year and previous year, the profit before taxation was RM32.3million as compared to RM13.1million in the previous year.

Investment holding and others segment

Profit before taxation for the current quarter was RM2.9million compared to RM19.3million in the corresponding quarter last year.

Revenue for the year was RM2.5million and loss before tax for the year was RM2.3million compared to RM2.0million and profit before tax was RM13.2million in the previous year. There was a net loss of RM6.1million arising from fair value adjustments of marketable securities in the current year compared to a net gain of RM1.0million in the previous year.

A10. Valuations 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 2011.

A11. Material events subsequent to the end of interim period

There were no material events subsequent to the end of the current quarter up to the date of this report that have not been reflected in the interim financial statements.



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

A12. Changes in composition of the Group

There were no changes in composition of the Group during the current quarter under review, except as follows:

- 1) On 5 October 2012, the Company acquired the entire issued and paid-up share capital of Arena Influx Sdn Bhd (“AISB”) for a total cash consideration of RM2.00 (“Acquisition”). With the Acquisition, AISB became a wholly-owned subsidiary of the Company.
- 2) Dijaya Wangsa Sdn Bhd, a 60% owned subsidiary of Tropicana Development (Penang) Sdn Bhd (formerly known as Seleksi Kembara Sdn Bhd), which in turn is a wholly-owned subsidiary of the Company, had at its Extraordinary General Meeting held on 5 October 2012, resolved to be wound-up voluntarily pursuant to the Section 254(1)(b) of the Companies Act, 1965.
- 3) On 18 October 2012, the Company disposed of its entire equity interest comprising 2 ordinary shares of par value USD1.00 each in Dijaya (Mauritius) Limited (“DML”) to Marian Investments Limited for a cash consideration of USD2.00 only (“the Disposal”). The Disposal consequently results in DML ceasing to be a wholly-owned subsidiary of the Company. As a result of the Disposal, Dijaya-Malind JV (Mauritius) Limited and Dijaya-Malind Properties (India) Private Limited also cease to be indirect subsidiaries of the Company.
- 4) On 5 December 2012, the Company subscribed for 51 ordinary shares of RM1.00 each, representing 51% of the entire issued and paid-up share capital of Antara Buah Sdn Bhd (“ATSB”) for a total cash consideration of RM51.00 only (“Subscription”). With the Subscription, ATSB became a 51%-owned subsidiary of the Company.
- 5) On 7 December 2012, Tropicana Ivory Sdn Bhd (“TISB”), a 55% owned subsidiary of Tropicana Development (Penang) Sdn Bhd (“TDPSB”), which in turn is a 100% owned subsidiary of the Company acquired 2 ordinary shares of RM1.00 each and subscribed for 583 new ordinary shares of RM1.00 each, in aggregate representing the entire issued and paid-up share capital of Triple Three Properties Sdn Bhd (“TTPSB”) for a total cash consideration of RM585.00 only (“Investment”). With the Investment, the Company has an effective 55% equity interest in TTPSB via TISB and TDPSB.

A13. Changes in contingent liabilities or contingent assets

There were no changes in contingent liabilities since the last annual audited position at 31 December 2011 except for additional corporate guarantees (unsecured) issued by the Company to licensed financial institutions for banking facilities granted to certain subsidiaries amounting to RM781,125,000.



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134

A14. Capital commitments

The amount of commitments for capital expenditure as at 31/12/2012 is as follows:

	As at 31/12/12 RM'000	As at 31/12/11 RM'000
Capital expenditure		
Approved and contracted for	552,900	975,718
Share of joint venture's capital commitment in relation to land held for development	527,100	676,579
	<hr/> 1,080,000	<hr/> 1,652,297



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART B – EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BHD

B1. Performance review

Quarterly Results

For the current quarter, the Group registered a higher revenue of RM234.0million compared to RM157.7million in the corresponding quarter last year. Profit before taxation (“PBT”) for the current quarter was RM60.8million compared to RM62.2million in the corresponding quarter last year.

There is a net gain in fair value adjustments of RM10.1million in the current quarter compared to net gain in fair value adjustments of RM15.3million in the corresponding quarter last year. The fair value adjustments mainly arises from market securities and investment properties. Excluding the adjustments on fair value, the Group registered a profit before tax of RM50.7million compared to RM46.9million in the corresponding quarter last year.

Year-to-date Results

For the current year, the Group registered a higher revenue of RM630.0million compared to RM375.2million in corresponding period last year. PBT for the current year has increased by RM121.3million to RM220.6million compared to RM99.2million last year.

There is a net gain in fair value adjustments of RM103.4million in the current year compared to net gain in fair value adjustments RM13.6million last year. The fair value adjustments are mainly arises from market securities and investment properties. Excluding the adjustments on fair value, the Group registered a 37% increase in PBT to RM117.2million in the current year compared to RM85.6million last year.

B2. Variation of results against preceding quarter

The current quarter’s revenue of RM234.0million had increased substantially by 45% compared to RM161.1million in the immediate preceding quarter.

The current quarter has reported a profit before taxation of RM60.8million compared to RM80.1million in the immediate preceding quarter. Excluding the adjustments on fair value, the Group registered a profit before tax of RM50.7million compared to RM26.1million in the immediate preceding quarter.



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART B – EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BHD

B3. Prospects

In 2012, the Group achieved an annual sales of RM967million, a record of the Group.

The encouraging take up rate at Tropicana Gardens, overwhelming sales response in our registration for Tropicana Metropark and Penang World City, and planned launches in several prime locations in the Klang Valley, Johor and Penang is expected to contribute favorably to the Group in 2013.

Coupled with unbilled sales of RM951million as at end Dec 2012, the Board is confident that the Group will continue its growth momentum in 2013.

B4. Profit forecast or profit guarantee

No profit forecast or profit guarantee was issued for the financial period.

B5. Taxation

	Individual quarter		Year to date	
	31/12/12	31/12/11 (Restated)	31/12/12	31/12/11 (Restated)
	RM'000	RM'000	RM'000	RM'000
Tax expense for the period	19,363	5,137	43,325	13,659
Overprovision of tax for the previous financial year	(594)	36	(346)	(209)
Deferred tax transfers	(19,758)	1,548	(1,085)	1,138
	<u>(989)</u>	<u>6,721</u>	<u>41,894</u>	<u>14,588</u>

The effective tax rate was disproportionate to the financial results principally due to recognition of deferred tax assets and liabilities, utilisation of business losses and certain expenses/gain not deductible/taxable for tax purposes.



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART B – EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BHD

B6. Corporate Proposals

i) Status of corporate proposals

The following corporate proposals announced by the Company have not been completed as at 18 February 2013, being the latest practicable date which is not earlier than 7 days from the date of issuance of this interim Financial Report:

- 1) As announced on 8 February 2013, Wisdom 88 Sdn Bhd ("WSB"), a wholly-owned subsidiary of the Company, had on 7 February 2013 entered into a Shareholders' Agreement with Danga Bay Sdn Bhd ("DBSB" or the "Vendor") ("Shareholders' Agreement"), to regulate their relationship as shareholders of Rhythm Quest Sdn Bhd ("RQSB" or the "Purchaser") which is the special purpose vehicle used to acquire the Property (as defined below) and to undertake the development and construction of a hotel and any mixed development, if so decided by the said parties ("Proposed Joint Venture"). Pursuant to the Shareholders' Agreement, WSB and DBSB will hold equity interest in RQSB in proportion of 60% and 40% respectively.

On even date, RQSB had entered into a conditional Sale and Purchase Agreement with DBSB whereby the Vendor agreed to sell and the Purchaser agreed to purchase all that parcel of land measuring approximately 260,227 square feet presently comprising part of 2 parcels of freehold land held under title number HS(D) 455043 PTB 21345 and HS(D) 455049 PTB 21346, all in the Township and District of Johor Bahru, State of Johor and part of state lands identified as PTB 22534, PTB 22536 and a road reserve ("Property") to be held under a new title ("SPA") for a total cash consideration of RM85,874,910 ("Proposed Land Acquisition"). Barring any unforeseen circumstances, the Proposed Land Acquisition is expected to be completed in 2014.

- 2) As announced on 30 January 2013, the Company proposed to seek the approval of the Company's shareholders at the forthcoming Extraordinary General Meeting to be convened, for the authority for the Company to purchase its own shares of up to ten percent (10%) of its issued and paid-up share capital ("Proposed Share Buy-Back").

Barring any unforeseen circumstances, the shareholders' approval for the Proposed Share Buy-Back shall be obtained in the forthcoming extraordinary general meeting.



(Company No. 47908-K)

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART B – EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BHD

- 3) As announced on 31 January 2013, the Company proposed to seek the approval of the Company's shareholders at the forthcoming Extraordinary General Meeting to be convened, for the allocation of ESOS options ("ESOS Options") to the Group Chief Executive Officer namely Dato' Yau Kok Seng and the allocation of additional ESOS Options to the Executive Directors of the Company namely Mr Kong Woon Jun, Mr Koong Wai Seng and Dato' Khoo Poh Chye ("Proposed Allocations").
- 4) As announced on 31 October 2012, Dijaya Property Sdn Bhd ("DPSB"), a 100%-owned subsidiary company of the Company had, on the same date, entered into a sale and purchase agreement with Kuala Lumpur Metro (M) Sdn Bhd ("KLMSB"), wherein DPSB has agreed to sell and KLMSB has agreed to purchase two (2) parcels of freehold land, held under the following individual title:
- (a) Geran 48088, Lot 5717, Mukim Kajang, Daerah Ulu Langat, Negeri Selangor; and
 - (b) Geran Mukim 1293, Lot 1953, Mukim Kajang, Tempat Sungai Keladi, Daerah Hulu Langat, Negeri Selangor;
- measuring a total of 26.7218 hectares for a total cash consideration of RM106,423,489 ("Proposed Land Disposals").
- As at the date of this report, the Proposed Land Disposals are still pending completion and are expected to be completed in the first quarter of 2013.
- 5) As announced on 7 October 2011, Ace Rhythm Sdn Bhd (now known as Tropicana KL Development Sdn Bhd) ("ARSB"), then a 99.99% owned subsidiary (now a 100% owned subsidiary) of the Company had, on the same date, entered into the following agreements:
- (a) a conditional sale and purchase agreement between ARSB and G.P.Y. (Holding) Sdn Bhd ("GPY"), wherein GPY shall sell and ARSB shall purchase two (2) parcels of freehold vacant land held under GRN 28463, Lot 779 and GRN 28423, Lot 780, all in Seksyen 0057, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan thereon for a total cash consideration of RM22,129,936; and
 - (b) a conditional sale and purchase agreement between ARSB and the vendors, Ong Soo Keok, and the executors of the estate of Loh Ah Moy, namely Ong Ghee Sai, Ong Ghee Soon and Ong Soo Keok ("Vendors"), wherein the Vendors shall sell and ARSB shall purchase a parcel of freehold vacant land held under GRN 28425, Lot 784, Seksyen 0057, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan together with the building erected thereon for a total cash consideration of RM43,123,200.

As at the date of this report, the above-mentioned proposed land acquisitions are still pending completion and the completion date is expected to be in the second quarter of year 2013.

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART B – EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BHD

ii) Status of utilisation of proceeds

The issuance of 265,931,873 new ordinary shares of RM1.00 each at an issue price of RM1.20 per rights share, together with an attached bonus issue of 66,482,968 new bonus shares on the basis of four rights shares for every five existing of the Company's shares held and one bonus share for every four rights shares was completed on 19 October 2012.

As at 31 December 2012, the status of the utilisation of proceeds raised under the Rights Issue exercise are as follow:

Purpose	Proposed Utilisation	Actual Utilisation	Balance Unutilised	Intended Timeframe for Utilisation
	RM'000	RM'000	RM'000	
Partially settle the Purchase Consideration	247,500	(247,500)	-	-
Working capital	65,618	(29,248)	36,370	Year 2013
Defraying expenses relating to the Acquisitions and Rights Issue	6,000	(8,800)	(2,800)	-
Total	319,118	(285,548)	33,570	

B7. Interest-bearing loans and borrowings

	As at 31/12/12 RM'000	As at 31/12/11 RM'000
Secured short term borrowings	223,865	145,729
Secured long term borrowings	1,457,517	845,625
Unsecured long term borrowings	184,542	-
	<u>1,865,924</u>	<u>991,354</u>

All of the above borrowings are denominated in Ringgit Malaysia.

B8. Material litigation

As at 20 February 2013, being 7 days prior to the date of this report, there has been no material litigation of which the value exceeds 5% of the Group's net tangible assets.

B9. Dividend payable

The Board of Directors recommends a first and final dividend of 6.4% or 6.4 sen per ordinary share less income tax of 25% in respect of the financial year ended 31 December 2012.

The proposed dividend is subject to the approval of the shareholders at the Annual General Meeting to be held on a date which to be announced later.

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART B – EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BHD

B10. Earnings per share

a) Basic earnings per ordinary share

Basic earnings per share amounts were calculated by dividing profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	Individual quarter		Year to date	
	31/12/12	(Restated) 31/12/11	31/12/12	(Restated) 31/12/11
Profit attributable to ordinary equity holders of the Company (RM'000)	60,207	50,962	169,196	77,012
Weighted average number of ordinary shares in issue ('000)	724,436	457,345	526,578	455,919
Basic earnings per share (sen)	8.31	11.14	32.13	16.89

(b) Diluted earnings per ordinary share

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the period have been adjusted for the dilutive effects of all potential ordinary shares from the exercise of share options under the ESOS, the Warrants and the RCULS.

	Individual quarter		Year to date	
	31/12/12	(Restated) 31/12/11	31/12/12	(Restated) 31/12/11
Profit attributable to ordinary equity holders of the Company (RM'000)	60,207	50,962	169,196	77,012
Weighted average number of ordinary shares in issue ('000) for the purpose of basic earnings per share	724,436	457,345	526,578	455,919
Effects of dilution :				
- ESOS ('000)	19,408	1,600	19,408	1,600
- Warrants ('000)	154,323	-	135,971	-
Adjusted weighted average number of ordinary shares in issue ('000) for the purpose of diluted earnings per share	898,167	458,945	681,957	457,519
Diluted earnings per share (sen)	6.70	11.10	24.81	16.83

INTERIM FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 DECEMBER 2012

PART B – EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BHD

B11. Realised/Unrealised Retained Profits/Losses

	Current Quarter RM'000	Immediate preceding quarter RM'000
Total retained profits of the Group:		
- Realised	534,602	397,006
- Unrealised	(195,910)	(131,073)
	338,692	265,933
Total share of retained earnings from associate		
- Realised	(1,500)	(819)
Total share of retained earnings from jointly controlled entities		
- Realised	24,727	24,118
Consolidation Adjustment	(40,729)	(38,197)
Total retained profits c/f	321,190	251,035

B12. Notes to the Statement of Comprehensive Income

	Individual quarter 31/12/12 RM'000	Year to date 31/12/12 RM'000
Profit for the period is arrived at after crediting/(charging):-		
Interest income	1,145	4,154
Other income including investment income	33,524	147,758
Interest expense	(13,853)	(31,670)
Depreciation and amortization	(5,292)	(17,309)
Provision for and write off of receivables	-	-
Gain/(loss) on disposal of quoted investment	-	(1,977)
Impairment of assets (fair value adjustments)	(763)	(6,106)
Foreign exchange gain/(loss)	(13)	212

B13. Authorisation for issue

The interim financial statements were authorised for issuance by the Board of Directors in accordance with the Directors' resolution dated 27 February 2013.