# **Interim Financial Report**

For the financial period ended 30 September 2014

# CONTENTS

## **Condensed Consolidated Income Statement**

**Condensed Consolidated Statement of Comprehensive Income** 

**Condensed Consolidated Statement of Financial Position** 

**Condensed Consolidated Statement of Changes in Equity** 

**Condensed Consolidated Statement of Cash Flows** 

# Part A

# Compliance with Financial Reporting Standard (FRS) 134, Interim Financial Reporting and Bursa Listing Requirements

- A1. Accounting Policies and Methods of Computation
- A2. Change of Financial Year End
- A3. Explanatory Comments about the Seasonality or Cyclicality of Interim Operations
- A4. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows
- A5. Material Changes in Estimates
- A6. Capital Management, Issuances, Repurchases, and Repayment of Debt and Equity Securities
- A7. Dividends Paid
- A8. Operating Segment Reporting
- A9. Conditional take-over offer to acquire all remaining ordinary shares of RM0.50 in IGB Corporation Berhad
- A10. Effects of Changes in the Composition of the Group
- A11. Capital Commitments
- A12. Fair Value of Financial Instruments

# Part B

# Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

- B1. Review of Performance
- B2. Comparison with Preceding Quarter's Results
- B3. Commentary on Prospects for the Remaining Period of the Current Finanicial Year
- B4. Variance of Actual Profit from Forecast Profit or Profit Guarantee
- B5. Statement by Directors
- B6. Taxation
- B7. Status of Corporate Proposals
- B8. Details of Group Borrowings and Debt Securities
- B9. Changes in Material Litigations
- B10. Proposed Dividends
- B11. Earnings Per Share
- B12. Notes to Statements of Comprehensive income
- B13. Realised and Unrealised Retained Earnings
- B14. Audit Report Qualification and Status of Matters Raised

## **Condensed Consolidated Income Statements**

For the financial period ended 30 September 2014

(The figures have not been audited)

	Current Year	Preceding Year	Current Year	Preceding Year
	Quarter	Quarter	To-Date	To-Date
	30.9.2014		30.9.2014	
	RM'000	RM'000	RM'000	RM'000
Revenue	323,674	N/A	967,724	N/A
Cost of sales	(146,598)		(424,179)	
Gross profit	177,076		543,545	
Other income	34,525		49,305	
Administrative expenses	(57,789)	N/A	(183,362)	N/A
Other expenses	(48,020)		(52,049)	
Operating profit	105,792	N/A	357,439	N/A
Finance income	8,119		30,891	
Finance costs	(23,160)		(68,702)	
Share of results of associates	5,174		16,889	
Profit before taxation	95,925	N/A	336,517	N/A
Taxation	(24,547)		(79,163)	
Profit for the financial period	71,378	N/A	257,354	N/A
Attributable to:				
Owners of the parent	12,949		56,833	
Non-controlling interest	58,429		200,521	
Profit for the financial period	71,378	N/A	257,354	N/A
Earnings per share attributable to				
equity holders of the Company				
Basic/Diluted (sen)	2.13	N/A	9.44	N/A

#### Note:

1. There is no comparative figures due to the change of financial year end from 31 January to 31 December.

The condensed consolidated income statements should be read in conjunction with the audited financial statements for the 11 months financial period ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

## **Condensed Consolidated Statements of Comprehensive Income**

For the financial period ended 30 September 2014

(The figures have not been audited)

	Current Year Quarter	Preceding Year Quarter	Current Year To-Date	Preceding Year To-Date
	30.9.2014	-	30.9.2014	
	RM'000	RM'000	RM'000	RM'000
Profit for the financial period	71,378	N/A	257,354	N/A
Other comprehensive income/(loss):				
Currency translation differences				
- equity	(402)		(2,209)	
- non-controlling interests	(4,398)		(3,293)	
Available-for-sale financial assets				
- net change in fair value	4,122		5,360	
Other comprehensive income for the financial period,				
net of tax	(678)		(142)	
Total comprehensive income for the financial period	70,700	N/A	257,212	N/A
Attributable to:				
Owners of the parent	15,564		59,984	
Non-controlling interests	55,136		197,228	
Total comprehensive income for the financial period	70,700	N/A	257,212	N/A

### Note:

1. There is no comparative figures due to the change of financial year end from 31 January to 31 December.

# **Condensed Consolidated Statements of Financial Position**

As at 30 September 2014

(The figures have not been audited)

	30.9.2014	31.12.2013
	RM'000	RM'000
Assets		
Non-Current Assets		
Property, plant and equipment	2,381,373	2,356,844
Land held for property development	239,932	220,363
Investment properties	2,591,021	2,477,331
Long term prepaid lease	3,504	3,697
Intangible assets	19,621	19,720
Biological assets	332	460
Associates & Joint ventures	463,128	390,598
Available-for-sale financial assets	9,489	9,857
Concession receivables	63,719	57,703
Deferred tax assets	7,602	1,649
Deposits, cash and bank balances	477,286	95,000
	6,257,007	5,633,222
Current Assets		
Property development costs	293,131	297,916
Inventories	81,015	83,796
Available-for-sale financial assets	55,274	49,914
Financial assets at fair value through profit or loss	11,001	16,927
Concession receivables	6,100	6,198
Amount owing from associates	432,203	86,758
Amount owing from related company	29	22
Trade and other receivables	282,251	231,413
Tax recoverable	7,644	5,048
Cash held in Housing Development Accounts	38,264	32,984
Deposits, cash and bank balances	736,694	1,057,170
m . 1	1,943,606	1,868,146
Total Assets	8,200,613	7,501,368
Equity and Liabilities		
Equity Attributable To Owners Of The Parent	(10.10.1	(10.404
Share capital	610,494	610,494
Share premium	32,340	67,765
Treasury shares Other reserves	(5,722)	(41,147)
	219,104	211,111
Retained earnings	936,977	881,846
Non controlling interests	1,793,193	1,730,069
Non-controlling interests	3,169,090 4,962,283	3,102,460
Total Equity Liabilities	4,902,203	4,832,529
Non-Current Liabilities		
Trade and other payables	65,827	73,405
Deferred tax liabilities	277,304	276,572
Hire-purchase and finance lease payables	163	194
Interest bearing bank borrowings	1,665,927	1,484,909
interest bearing bank borrowings	2,009,221	1,835,080
Current Liabilities	_,007,221	2,000,000
Trade and other payables	445,185	496,487
Amount owing to associates	2,697	4,107
Current tax liabilities	130,287	69,802
Hire-purchase and finance lease payables	50	75
Interest bearing bank borrowings	650,890	263,288
	1,229,109	833,759
Total Liabilities	3,238,330	2,668,839
Total Equity and Liabilities	8,200,613	7,501,368
Net assets per share attributable to ordinary equity holders		
of the Company	2.95	2.93

The condensed consolidated statements of financial position should be read in conjunction with the audited financial statements for the 11 months financial period ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

## Condensed Consolidated Statements of Changes in Equity

For the financial period ended 30 September 2014

(The figures have not been audited)

	Attributable to owners of the parent							
_	Share Capital RM'000	Share Premium RM'000	Treasury Shares RM'000	Other Reserves RM'000	Retained Earnings RM'000	Total RM'000	Non- Controlling Interests RM'000	Total Equity RM'000
At 1 January 2014	610,494	67,765	(41,147)	211,111	881,846	1,730,069	3,102,460	4,832,529
<u>Comprehensive income</u> Profit for the financial period Other comprehensive income	-	-	-	- 1,718	56,833 1,433	56,833 3,151	200,521 (3,293)	257,354 (142)
Total comprehensive income for the financial period	-	-	-	1,718	58,266	59,984	197,228	257,212
Transactions with owners								
Distribution of treasury shares as dividend	-	(35,425)	35,425	-	-	-	-	-
Dividend paid by subsidiaries to non-controlling interests	-	-	-	-	-	-	(87,779)	(87,779)
Changes in ownership interests in subsidiaries that do not result in a loss of control	-	-	-	6,275	(3,135)	3,140	(42,819)	(39,679)
Total transactions with owners	-	(35,425)	35,425	6,275	(3,135)	3,140	(130,598)	(127,458)
At 30 September 2014	610,494	32,340	(5,722)	219,104	936,977	1,793,193	3,169,090	4,962,283

Note:

1. There is no comparative figures due to the change of financial year end from 31 January to 31 December.

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the 11 months financial period ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

## **Condensed Consolidated Statement of Cash Flows**

For the financial period ended 30 September 2014

(The figures have not been audited)

	Current Year	Preceding Year
	30.9.2014	
	RM'000	RM'000
Operating Activities		
Cash receipts from customers	962,811	N/A
Cash paid to suppliers and employees	(430,440)	N/A
Cash generated from operations	532,371	N/A
Interests paid	(75,227)	
Tax refunded	12,739	
Taxation paid	(37,048)	
Net cash flow generated from operating activities	432,835	N/A
Investing Activities		
Investment in assoicate and joint venture	(56,962)	N/A
Purchases of biological assets	(37)	
Purchases of property, plant and equipments	(266,048)	
Additional investment in financial assets at fair value through profit or loss	(4,291)	
Proceed from disposal of financial assets at fair value through profit or loss	11,249	
Advances to associates & joint venture	(342,617)	
Cash arising from dilution of equity of a subsidiary	40,597	
Development expenses paid	(95)	
Interest received	30,772	
Net cash flow used in investing activities	(587,432)	N/A
Financing Activities		
Additional investment in a subsidiary from non-controlling interest	(83,315)	N/A
Proceeds from bank borrowings, net of repayments	575,206	
Payments of hire-purchase and finance lease liabilities	(56)	
Dividend paid by a subsidiary to non-control interest	(148,116)	
Deposit pledged with license bank	(477,286)	
Net cash flow generated from financing activities	(133,567)	N/A
Net decrease in cash and cash equivalents during the financial period	(288,164)	N/A
Currency translation differences	404	,
Cash and cash equivalents at beginning of the financial period	1,061,428	
Cash and cash equivalents at end of the financial period	773,668	N/A

#### Note:

1. There is no comparative figures due to the change of financial year end from 31 January to 31 December.

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the 11 months financial period ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

#### A. Compliance with Financial Reporting Standard (FRS) 134, Interim Financial Reporting and Bursa Listing Requirements

#### A1. Accounting Policies and Methods of Computation

The interim financial report are unaudited and has been prepared in accordance with FRS 134, Interim Financial Reporting and paragraph 9.22 of the Bursa Malaysia Securities Berhad Listing Requirements. The financial information for the nine months period ended 30 Septmeber 2014 have been reveiwed by the company's auditor in accordance with the International Standard on Review Engagements 2410 - Review of Interim Financial Information performed by Independent Auditor of the Entity.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the financial period ended 31 December 2013. The accounting policies and methods of computation adopted for the interim financial statements are consistent with those adopted for the annual financial statements for the period ended 31 December 2013, except for the followings:

- Amendment to FRS 132, 'Financial Instruments: Presentation'
- Amendments to FRS 10, 'Consolidated Financial Statements'
- Amendments to FRS 12, 'Disclosure of Interests in Other Entitles: Transition Guidance'
- Amendments to FRS 127, 'Separate financial statements'
- IC Interpretation 21, 'Levies'

The adoption of above Amendments to FRS and IC Interpretations has no significant impact to the Group's interim financial reports of the current quarter or the comparative consolidated financial statements of the prior financial period.

#### A2. Change of Financial Year End

On 27 December, 2013, the Board of Directors of the Group announced an immediate change of its financial year end from 31 January to 31 December.

Due to the change of financial year end, there are no comparative figures given for preceding year corresponding quarter and year-to-date in the current report.

#### A3. Explanatory Comments about the Seasonality or Cyclicality of Interim Operations

The Group's operations were not materially affected by seasonal or cyclical factors.

#### A4. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no significant unusual items that affect the assets, liabilities, equity, net income or cash flows other than as disclosed elsewhere in the notes.

#### A5. Material Changes in Estimates

There were no changes in estimates that have had material effect in the current financial year result.

A6. Capital Management, Issuances, Repurchases, and Repayment of Debt and Equity Securities Details of the shares repurchased were as follows:-

No. of sharesCost<br/>RMAt 1 January 201420,553,95341,146,601Distributed as dividend(17,695,933)(35,425,180)

 As at 30 September 2014/reporting date
 2,858,020
 5,721,421

On 27 March 2014, Goldis had distributed three (3) treasury shares for every one hundred (100) existing ordinary shares of RM1.00 each held ("share dividend"). A total of 17,695,933 treasury shares have been distributed to the entitled shareholders as share dividend.

Other than the above, there were no other issuances, cancellations, repurchases, resale and repayments of debt and equity securities, share buy backs and share cancellations for the current financial period.

#### A7. Dividends Paid

Other than the share dividend distributed as disclosed in note A6, there was no payment of dividend during the financial period ended 30 September 2014.

## Notes to the Interim Financial Report

#### A. Compliance with Financial Reporting Standard (FRS) 134, Interim Financial Reporting and Bursa Listing Requirements

#### A8. Operating Segment Reporting

The Group is organised into five main business segments:-

	Property investment & management	Property development	Hotel	Construction	Investment holding	Others	Group
<u>3 months ended 30 September 2014</u>	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Total segment revenue Inter-segment revenue Revenue from external customer	170,665 (14,163) 156,502	43,420 - 43,420	94,972 (2,772) 92,200	100,542 (100,283) 259	2,545 (782) 1,763	47,343 (17,813) 29,530	459,487 (135,813) 323,674
Segment results Unallocated expenses Profit from operations Finance income Finance costs Share of results of associates	90,443	34,281	(14,896)	2,390	399	1,311	113,928 (8,136) 105,792 8,119 (23,160) 5,174
Profit before taxation Taxation Profit for the period						=	95,925 (24,547) 71,378

#### 9 months ended 30 September 2014

Total segment revenue Inter-segment revenue Revenue from external customers	520,560 (41,845) 478,715	140,739 - 140,739	285,156 (6,425) 278,731	300,181 (296,939) 3,242	16,228 (12,727) 3,501	114,453 (51,657) 62,796	1,377,317 (409,593) 967,724
Segment results Unallocated expenses	285,050	72,914	23,471	4,133	(1,229)	(3,298)	381,041 (23,602)
Profit from operations Finance income							357,439 30,891
Finance costs Share of results of associates							(68,702) 16,889
Profit before taxation							336,517
Taxation Profit for the period						_	(79,163) 257,354

# A. Compliance with Financial Reporting Standard (FRS) 134, Interim Financial Reporting and Bursa Listing Requirements

#### A9. Conditional take-over offer to acquire all remaining ordinary shares of RM0.50 in IGB Corporation Berhad

On 18 July 2014, Goldis Berhad ("Goldis") had announced the proposal to undertake a conditional take-over offer (the "Offer") to acquire all the remaining ordinary shares of RM0.50 each in IGB Corporation Berhad which are not already held by Goldis (excluding treasury shares) ("Offer Shares") at a cash offer price of RM2.88 per Offer Share.

As at 18 August 2014, the shareholding of the Person Acting in Concert ("PACs") with Goldis (in accordance with Section 216 of the CMSA) with repect to the Offer, had given their irrevocable undertaking to accept the Proposed Offer in respect of all their respective direct shareholdings in IGB Corp, amounting to approximately 229.31 million IGB Corp Shares, or 17.18% of the issued and paid-up share capital of IGB Corp (excluding treasury shares), as stated in Group the announcement dated 19 August 2014.

Taking into account the direct shareholdings of Goldis of approximately 31.11% as at 18 August 2014 and the undertakings of the PACs to accept the Offer in respect of all their respective direct shareholdings in IGB Corp as mentioned above, the collective shareholdings of Goldis and the PACs who have provided the aforementioned undertakings was approximately 48.29%.

On 20 October 2014, the company announced that the Offer has become unconditional on 17 October 2014 upon receipt of valid acceptances from the holders of the Offer Shares for a total of 269,028,887 Shares, representing approximately 20.15% of the issued and paid-up share capital of IGB Corp, resulting in Goldis holding in aggregate, together with such shares that are already held or entitled to be acquired or held by Goldis, 51.26% or 684,270,202 of the voting shares of IGB Corp Shares which was still subject to the approval of Goldis shareholders at the Extraordinary General Meeting of Goldis to be held on 21 October 2014.

On 21 October 2014, the company announced that the approval of shareholders of Goldis for the Offer has been received at the Extraordinary General Meeting and accordingly all the conditions in relation to the Offer have been met and the Offer has become wholly unconditional as of 21 October 2014.

Subsequent to the end of the interim period, on the Final Offer Closing Date, Goldis holds in aggregate, together with such Shares that are already held or entitled to be acquired or held by Goldis 978,790,103 IGB Corp Shares, representing approximately 73.32% of the issued and paid-up share capital of IGB Corp (excluding treasury shares).

#### A10. Effects of Changes in the Composition of the Group

On the 10 July 2014 the Group announced to Bursa Malaysia that further to the announcement dated 1 November 2013 pertaining to the members' voluntary winding up of Ecosem Sdn Bhd (In Members' Voluntary Winding Up) ("Ecosem"), a wholly-owned subsidiary of Goldis Berhad ("Goldis"), the Board of Directors of Goldis wishes to announce that the Liquidators of Ecosem had convened a Final Meeting on 10 July 2014 to conclude the Members' Voluntary Winding Up of Ecosem.

The Return by Liquidator Relating To Final Meeting of Ecosem was lodged on 10 July 2014 with the Companies Commission of Malaysia and the Official Receiver.

On 12 August 2014, the Group via its subsidiary, IGB Corporation Berhad ("IGB") announced to Bursa Malaysia that Pacific Land Sdn Bhd, a wholly owned subsidiary of IGB, had acquired the entire issued and paid-up share capital of 2 ordinary shares of RM1.00 each in a company incorporated in Malaysia known as Majestic Path Sdn Bhd for cash consideration of RM2.00.

On 19 September 2014, the Group, announced to Bursa Malaysia that, Goldis had subscribed for 8 ordinary shares of RM1.00 each, representing 80% equity interest in the capital of AFMS Solutions Sdn Bhd (formerly known as Clear Equation Sdn Bhd ("AFMS") for cash consideration of RM8.00, resulting in AFMS becoming a subsidiary of Goldis.

On 29 September 2014, the Group announced to Bursa Malaysia that, Goldis had acquired the entire issued and paid-up share capital of 2 ordinary shares of RM1.00 each in Perfect Encore Sdn Bhd, for cash consideration of RM2.00.

On 29 September 2014, the Group announced to Bursa Malaysia that, Goldis had acquired the entire issued and paid-up share capital of 2 ordinary shares of RM1.00 each in Genius Momentum Sdn Bhd, for cash consideration of RM2.00.

On 27 October 2014, the Group announced to Bursa Malaysia that, Goldis had acquired the entire issued and paid-up share capital of 2 ordinary shares of RM1.00 each in Silver Sanctuary Sdn Bhd, for cash consideration of RM2.00.

Notes to the Interim Financial Report

# A. Compliance with Financial Reporting Standard (FRS) 134, Interim Financial Reporting and Bursa Listing Requirements

#### A11. Capital Commitments

Authorised capital commitments not recognised in the interim financial statements as at 30 September 2014 are as follows:

	RM'000
Approved and contracted for:	
- Investment properties	16,186
- Property, plant and equipment	276,805
	292,991
Approved but not contracted for:	
- Investment properties	1,150,988
- Property, plant and equipment	7,062
	1,158,050

#### A12. Fair Value of Financial Instruments

The Group uses following hierarchy for determing the fair value of all financial instruments carried at fair value:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 Valuation inputs (other than level 1 input) that are observable for the asset or liability, either directly or indirectly
- Level 3 Valuation inputs that are not based on observable market data

The following table presents the Group's financial assets that are measured at fair value:

	Level 1	Level 2	Level 3	Total
	RM'000	RM'000	RM'000	RM'000
Financial assets at fair value through profit or loss	11,001	-	-	11,001
Available-for-sale financial assets	55,274	9,489	-	64,763
	66,275	9,489	-	75,764

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared with the last financial period ended 31 December 2013.

There have been no transfers between the levels of the fair value hierarchy during the nine months ended 30 September 2014.

#### B. Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

#### **B1.** Review of Performance

The Group recorded a total revenue of RM323.7 million and segmental results of RM113.9 million for the 3 months period ended 30 September 2014.

Subsequent to the adoption of FRS 10, the Group's major contribution to revenue and profit is derived from property investment and management of property such as malls, offices and property development, construction and hotels after the consolidation of IGB Corporation Berhad ("IGB") performance.

#### **Property Investment and Management**

The property investment and management segment recorded a revenue of RM156.5 million which decreased by 3.2% compared to the preceeding quarter of RM161.6 million. The segment result of RM90.4 million, represented a decrease of 7.9% compared to the preceeding quarter of RM98.2 million.

#### **Property Development**

The revenue from Property Development segment was RM43.4 million which decreased by approximately 12.3% compared to the preceeding quarter of RM49.5 million. However the segment result of RM34.3 million was higher compared to the preceeding quarter of RM20.6 million due to a partial reversal of provision for impairment loss on land held for property development in a subsidiary amounting to RM21.0 million.

#### Hotel

The hotel segment revenue was RM92.2 million which increased by approximately 1.7% compared to the preceeding quarter of RM90.7 million. The segment had recorded a significant loss of RM14.9 million during the quarter mainly due to the write off of the hotel properties arising from the Group's decision to redevelop Pangkor Island Beach Resort Hotel which is more than 30 years old. As a result, the hotel property amounting to RM43.8 million was write off during the current quarter.

In addition a reversal of an impairment loss on a hotel property by a subsidiary amounting to RM 7.4million was made during the current quarter due to improved operating conditions.

#### B2. Comparison with Preceding Quarter's Results

The Group's recorded a revenue of RM323.7 million compared to the preceeding quarter of RM320.0 million which has increased of 1.2%. The increase in revenue was mainly contributed by higher income achieved in the other segments of the Group.

The Group recorded PBT of RM95.9 million which was approximately 20.2% lower compared to the PBT of RM119.8 million reported in the preceeding quarter due to increase in cost of sales and other expenses in the current quarter.

#### **B3.** Current Year Prospect

The Board expect the overall performance of the Group to remain positive.

#### **Property Investment and Management**

The property investment and management segment will be more challenging in the short term with an increase in the supply of new office space, electricity tariff hikes and the increase in assessment in Kuala Lumpur.

#### **Property Development**

The Group's property development activities are expected to continue to be satisfactory with the continuing developments being undertaken. For 2014, about 97% of the available 474 units of service apartments at G Residence have been sold with total sales value of about RM369 million. Our Group's new service apartment development, known as Three28 Tun Razak, which was launched in October 2013 has achieved sales of over 90% with total sales value of RM152.7 million. Our Group will also soon be launching 41 units of strata bungalows called Park Manor.

#### Hotel

Although the hotel operations industry registered muted ARR growth, our Group expects to generate stable performance within our hotel segment going forward.

#### B4. Variance of Actual Profit from Forecast Profit or Profit Guarantee

The Group did not issue any profit forecast or profit guarantee in the current quarter or in the prior financial period.

#### B. Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

#### **B5.** Statement by Directors

The Group did not disclose or announce any profit forecast or projection in any public document in the current quarter or prior financial period.

#### B6. Taxation

	Current Quarter	<b>Current YTD</b>
Current tax:	RM'000	RM'000
- Malaysian tax	28,633	75,570
- Foreign tax	865	3,055
	29,498	78,625
Deferred Tax	(4,951)	538
	24,547	79,163

The effective tax rate of the Group for the current quarter was higher than the statutory tax rate as certain expenses incurred durint the current quarter were not allowable for tax purposes.

The effective income tax rate of the Group for the current year to date is lower than the statutory tax rate mainly due profit attributable to non-controlling interest of a subsidiary which was not subjected to tax.

#### **B7.** Status of Corporate Proposals

- On 13 October 2014, the Board of Directors of Goldis had announced that Goldis proposes to undertake the following:
- proposed renounceable rights issue of up to 460.0 million new redeemable convertible cumulative preference shares of RM0.01 each in Goldis ("RCPS"), convertible into ordinary shares of RM1.00 each in Goldis ("Proposed Rights Issue");
- proposed increase in the authorised share capital of Goldis from RM1,000,000,000 comprising 1,000,000,000 Goldis Shares to RM1,510,000,000 comprising 1,500,000,000 Goldis Shares and 1,000,000,000 RCPS ("Proposed Increase in Authorised Share Capital"); and
- (iii) proposed amendments to the Memorandum and Articles of Association of Goldis in respect of the issuance of RCPS pursuant to the Proposed Rights Issue and Proposed Increase in Authorised Share Capital ("Proposed Amendments").

The entire proceeds from the Proposed Rights Issue are proposed to be utilised to partially refinance borrowings amounting to approximately RM1.6 billion obtained in connection with the Offer, which had closed on 6 November 2014 based on a final acceptance level of 40.69%. No proceeds will be raised upon conversion of the RCPS into New Shares as the conversion will be satisfied by the RCPS holders surrendering such number of RCPS based on the Conversion Price to receive the New Shares.

On 10 November 2014, Goldis announced that a listing application has been submitted to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for RCPS and the new Goldis Shares to be issued pursuant to the conversion of the RCPSon the Main Market of Bursa Securities.

Bursa Malaysia has granted its conditional approval for the listing of and quotaion for RCPS and new Goldis Shares to be issued pursuant to the conversion of the RCPS on the Main Market of Bursa Securities on 25 November 2014.

#### **B8. Details of Group Borrowings and Debt Securities**

The Groups' borrowings and debts securities as at 30 September 2014 are as follows:

Current	Secured RM'000	Unsecured RM'000	Total RM'000
Revolving credits	534,580	115,008	649,588
Term loans	1,302	-	1,302
	535,882	115,008	650,890
Non-current			
Term loans	1,665,927	-	1,665,927
Total	2,201,809	115,008	2,316,817

The currency exposure profile of bank borrowings is as follows:

	Local currency	RM equivalent
	(in '000)	(in '000)
Ringgit Malaysia		1,901,223
British Pound Sterling	62,500	338,494
Australian Dollar	27,000	77,100
		2,316,817

#### B. Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

#### **B9.** Changes in Material Litigations

As at the reporting date, there were no pending material litigations since the last financial period ended 31 December 2013 and up to the reporting date.

#### **B10.** Proposed Dividends

The Directors have not proposed any dividend for the current financial period under review.

#### **B11.** Earnings Per Share

The basic earnings per share of the Group is calculated by dividing the net profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial period.

Net profit attributable to ordinary equity holders of the Company (RM'000)	Current Quarter 12,949	Current YTD 56,833
Weighted average no. of ordinary shares in issue ('000)	607,636	602,126
Basic earnings per share (sen)	2.13	9.44

Diluted earning per shares equal to basic earnings per share as there are no potential dilutive shares in issue.

#### B12. Notes to Statements of Comprehensive income

		Current Quarter	Current YTD
		RM'000	RM'000
(a)	Interest income	8,119	30,891
(b)	Other income including investment income	34,525	49,305
(c)	Interest expenses	23,160	68,702
(d)	Depreciation and amortisation	35,405	108,743
(e)	Allowance for and write off of assets	43,775	43,775
(f)	Gain/(loss) on disposal of quoted/unquoted investment or properties	544	828
(g)	Reversal of impairment on hotel properties	7,425	7,425
(h)	Reversal of impairment on land held for property development	21,036	21,036
(i)	Foreign exchange gain/(loss)	(2,996)	(939)

#### **B13. Realised and Unrealised Retained Earnings**

. Realised and oni curised Retained Larinings		
	As at 30.9.2014	As at 31.12.2013
Total Retained Earnings	RM'000	RM'000
- Realised	1,343,731	1,236,886
- Unrealised	(287,331)	(287,649)
	1,056,400	949,237
Total Share of Retained Profits from Associate		
- Realised	215,744	197,242
- Unrealised	201	4,277
	1,272,345	1,150,756
Less: Consolidation Adjustments	(335,368)	(268,910)
Total Retained Earnings	936,977	881,846

#### B14. Audit Report Qualification and Status of Matters Raised

The audit report of the Group's annual financial statements for the period ended 31 December 2013 did not contain any qualification.