

GOLDIS BERHAD

Interim Financial Report

For the financial year ended 31 December 2014

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GOLDIS BERHAD
Condensed Consolidated Income Statements
For the financial year ended 31 December 2014
(The figures have not been audited)

	Current Year Quarter 3 months ended 31.12.2014 RM'000	Preceding Year Quarter 2 months ended 31.12.2013 * RM'000	Current Year 12 months ended 31.12.2014 RM'000	Preceding Year 11 months ended 31.12.2013 * RM'000
		<i>(Restated)</i>		<i>(Restated)</i>
Revenue	323,796	249,160	1,291,520	1,114,871
Cost of sales	(159,312)	(112,266)	(583,491)	(475,797)
Gross profit	164,484	136,894	708,029	639,074
Other income	27,332	3,430	76,637	33,141
Administrative expenses	(55,707)	(51,683)	(239,069)	(230,742)
Other expenses	(14,587)	(10,434)	(66,636)	(18,204)
Operating profit	121,522	78,207	478,961	423,269
Finance income	14,445	8,548	45,336	46,518
Finance costs	(26,769)	(13,731)	(95,471)	(76,598)
Share of results of associates	4,476	(4,281)	21,365	15,224
Profit before taxation	113,674	68,743	450,191	408,413
Taxation	(23,619)	(28,592)	(102,782)	(101,124)
Profit from continuing operations	90,055	40,151	347,409	307,289
Profit from discontinued operations	-	-	-	20,052
Profit for the financial year/period	90,055	40,151	347,409	327,341
Attributable to:				
Owners of the parent				
- from continuing operations	45,332	11,706	102,165	81,184
- from discontinued operation	-	-	-	20,052
	45,332	11,706	102,165	101,236
Non-controlling interest	44,723	28,445	245,244	226,105
Profit for the financial year/period	90,055	40,151	347,409	327,341
Earnings per share attributable to equity holders of the Company				
Basic (sen)				
- from continuing operations	7.46	1.98	16.93	13.84
- from discontinued operation	-	-	-	3.42
	7.46	1.98	16.93	17.26

Note:

* The preceding year corresponding quarter and year to date were being made up for a period of 2 months & 11 months results respectively due to the change of financial year end from 31 January to 31 December. The figures also has been restated due to the change of accounting policies. (Details refer Note A1.)

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.

GOLDIS BERHAD**Condensed Consolidated Statements of Comprehensive Income**

For the financial year ended 31 December 2014

(The figures have not been audited)

	Current Year Quarter 3 months ended 31.12.2014 RM'000	Preceding Year Quarter 2 months ended 31.12.2013* RM'000	Current Year 12 months ended 31.12.2014 RM'000	Preceding Year 11 months ended 31.12.2013* RM'000
		<i>(Restated)</i>		<i>(Restated)</i>
Profit for the financial year/period	90,055	40,151	347,409	327,341
Other comprehensive income/(loss):				
Currency translation differences				
- equity	5,885	5,068	3,676	7,399
- non-controlling interests	3,146	7,598	(147)	10,107
Available-for-sale financial assets				
- net change in fair value	1,936	(957)	7,296	(8,502)
- transfer to profit or loss on disposal	(15,148)	-	(15,148)	-
Other comprehensive income for the financial year/period, net of tax	(4,181)	11,709	(4,323)	9,004
Total comprehensive income for the financial year/period	85,874	51,860	343,086	336,345
Attributable to:				
Owners of the parent				
- from continuing operations	38,005	(11,469)	97,989	80,012
- from discontinued operation	-	-	-	20,052
	38,005	(11,469)	97,989	100,064
Non-controlling interests	47,869	63,329	245,097	236,281
Total comprehensive income for the financial year/period	85,874	51,860	343,086	336,345

Note:

* The preceding year corresponding quarter and year to date were being made up for a period of 2 months & 11 months results respectively due to the change of financial year end from 31 January to 31 December. The figures also has been restated due to the change of accounting policies. (Details refer Note A1.)

The condensed consolidated statements of comprehensive income 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.

GOLDIS BERHAD
Condensed Consolidated Statements of Financial Position

As at 31 December 2014

(The figures have not been audited)

	31.12.2014 RM'000	31.12.2013 RM'000 <i>(Restated)</i>	1.2.2013 RM'000 <i>(Restated)</i>
Assets			
Non-Current Assets			
Property, plant and equipment	2,143,311	2,032,784	1,835,847
Land held for property development	245,345	220,363	229,873
Investment properties	2,668,130	2,477,331	2,280,202
Long term prepaid lease	3,645	3,697	3,703
Intangible assets	19,608	19,720	19,540
Biological assets	331	460	647
Associates & Joint ventures	794,597	387,723	355,631
Available-for-sale financial assets	12,637	9,857	50
Concession receivables	74,739	57,703	43,161
Deferred tax assets	103	103	5,893
Deposits, cash and bank balances	480,419	95,000	95,000
	6,442,865	5,304,741	4,869,547
Current Assets			
Property development costs	303,108	306,660	231,849
Inventories	81,251	83,796	63,571
Available-for-sale financial assets	-	49,914	58,809
Financial assets at fair value through profit or loss	24,882	16,927	13,424
Concession receivables	2,113	6,198	9,595
Amount owing from associates	84,843	86,758	66,025
Amount owing from related company	42	22	-
Trade and other receivables	248,844	226,132	250,699
Tax recoverable	4,724	5,048	5,249
Cash held in Housing Development Accounts	40,500	32,984	5,259
Deposits, cash and bank balances	733,867	1,057,170	2,079,970
	1,524,174	1,871,609	2,784,450
Assets held-for-sale	-	-	71,331
	1,524,174	1,871,609	2,855,781
Total Assets	7,967,039	7,176,350	7,725,328
Equity and Liabilities			
Equity Attributable To Owners Of The Parent			
Share capital	610,494	610,494	610,494
Share premium	32,340	67,765	103,221
Treasury shares	(5,722)	(41,147)	(48,827)
Other reserves	18,805	17,760	74,398
Retained earnings	1,238,966	997,241	806,228
	1,894,883	1,652,113	1,545,514
Non-controlling interests	1,272,394	2,934,739	3,509,205
Total Equity	3,167,277	4,586,852	5,054,719
Liabilities			
Non-Current Liabilities			
Trade and other payables	70,169	73,405	64,723
Deferred tax liabilities	191,031	197,231	194,700
Hire-purchase and finance lease payables	115	194	144
Interest bearing bank borrowings	1,666,267	1,484,909	1,526,581
	1,927,582	1,755,739	1,786,148
Current Liabilities			
Trade and other payables	531,311	496,487	383,548
Amount owing to associates	2,697	4,107	22,487
Current tax liabilities	115,348	69,802	59,215
Hire-purchase and finance lease payables	79	75	70
Interest bearing bank borrowings	2,222,745	263,288	362,851
	2,872,180	833,759	828,171
Liabilities directly associated with assets held-for-sale	-	-	56,290
	2,872,180	833,759	884,461
Total Liabilities	4,799,762	2,589,498	2,670,609
Total Equity and Liabilities	7,967,039	7,176,350	7,725,328
Net assets per share attributable to ordinary equity holders of the Company	3.12	2.80	2.64

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.

GOLDIS BERHAD**Condensed Consolidated Statements of Changes in Equity**

For the financial year ended 31 December 2014

(The figures have not been audited)

	Attributable to owners of the parent						Non-Controlling Interests RM'000	Total Equity RM'000
	Share Capital RM'000	Share Premium RM'000	Treasury Shares RM'000	Other Reserves RM'000	Retained Earnings RM'000	Total RM'000		
At 1 January 2014								
- as previously reported	610,494	67,765	(41,147)	211,111	881,846	1,730,069	3,102,460	4,832,529
- effects of adoption of MFRS 1 and MFRS 15	-	-	-	(193,351)	115,395	(77,956)	(167,721)	(245,677)
Restated	610,494	67,765	(41,147)	17,760	997,241	1,652,113	2,934,739	4,586,852
Comprehensive income								
Profit for the financial year	-	-	-	-	102,165	102,165	245,244	347,409
Other comprehensive income	-	-	-	(4,176)	-	(4,176)	(147)	(4,323)
Total comprehensive income for the financial year	-	-	-	(4,176)	102,165	97,989	245,097	343,086
Transactions with owners								
Distribution of treasury shares as dividend	-	(35,425)	35,425	-	-	-	-	-
Dividend paid by subsidiaries to non-controlling interests	-	-	-	-	-	-	(155,119)	(155,119)
Expenses incurred on acquisition of a subsidiary	-	-	-	-	(3,690)	(3,690)	-	(3,690)
Changes in ownership interests in subsidiaries that do not result in a loss of control	-	-	-	5,221	143,250	148,471	(1,752,323)	(1,603,852)
Total transactions with owners	-	(35,425)	35,425	5,221	139,560	144,781	(1,907,442)	(1,762,661)
At 31 December 2014	610,494	32,340	(5,722)	18,805	1,238,966	1,894,883	1,272,394	3,167,277
At 1 February 2013								
- as previously reported	610,494	103,221	(48,827)	186,886	694,729	1,546,503	3,510,460	5,056,963
- effects of adoption of MFRS 1 and MFRS 15	-	-	-	(112,488)	111,499	(989)	(1,255)	(2,244)
Restated	610,494	103,221	(48,827)	74,398	806,228	1,545,514	3,509,205	5,054,719
Comprehensive income								
Profit for the financial period	-	-	-	-	101,236	101,236	226,105	327,341
Other comprehensive income	-	-	-	(56,638)	55,535	(1,103)	10,107	9,004
Total comprehensive income for the financial period - restated	-	-	-	(56,638)	156,771	100,133	236,212	336,345
Transactions with owners								
Share buy back	-	-	(47,895)	-	-	(47,895)	-	(47,895)
Disposal of treasury shares	-	(275)	20,394	-	-	20,119	-	20,119
Distribution of treasury shares as dividend	-	(35,181)	35,181	-	-	-	-	-
Disposal of a subsidiary	-	-	-	-	-	-	(2,034)	(2,034)
Dividend paid by subsidiaries to non-controlling interests	-	-	-	-	-	-	(216,070)	(216,070)
Capital reduction and repayment in a subsidiary	-	-	-	-	-	-	(505,757)	(505,757)
Changes in ownership interests in subsidiaries that do not result in a loss of control	-	-	-	-	34,242	34,242	(86,817)	(52,575)
Total transactions with owners	-	(35,456)	7,680	-	34,242	6,466	(810,678)	(804,212)
At 31 December 2013	610,494	67,765	(41,147)	17,760	997,241	1,652,113	2,934,739	4,586,852

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.

GOLDIS BERHAD**Condensed Consolidated Statement of Cash Flows**

For the financial year ended 31 December 2014

(The figures have not been audited)

	Current Year 12 months ended 31.12.2014 RM'000	Preceding Year 11 months ended 31.12.2013* RM'000
Operating Activities		
Cash receipts from customers	1,318,503	1,196,934
Cash paid to suppliers and employees	(641,295)	(682,893)
Cash generated from operations	677,208	514,041
Interests paid	(88,541)	(79,883)
Tax refunded	1,589	466
Taxation paid	(132,127)	(88,142)
Deposits held with trustee	-	(95)
Net cash flow generated from operating activities		
- continuing operations	458,129	345,487
- discontinued operation	-	(1,935)
	458,129	343,552
Investing Activities		
Acquisition of subsidiaries	(1,581,447)	(33,200)
Acquisition of joint ventures	(392,514)	-
Additional investment in available-for-sale financial assets	-	(10,764)
Additional investment in financial assets at fair value through profit or loss	(6,721)	(13,956)
Additions in investment properties, land held for property development and property, plant and equipments	(457,915)	(339,614)
Additions in biological assets	(37)	(13)
Additions in intangible assets	(150)	(439)
Proceed from issuance of share by subsidiaries to non-controlling interest	-	171
Proceed from disposal of subsidiaries	-	2,999
Proceed from disposal of available-for-sale financial assets	57,209	7,624
Proceed from disposal of financial assets through profit or loss	11,249	12,359
Proceed from disposal of property, plant and equipment	-	34
Advances to associates	-	(17,628)
Repayment of advances from associates	(8,768)	(664)
Cash arising from dilution of equity in a subsidiary	38,291	-
Deposit pledged with license bank	(385,419)	-
Interest received	42,030	46,061
Dividend received from associates	-	4,186
Net cash flow used in investing activities		
- continuing operations	(2,684,192)	(342,844)
- discontinued operation	-	(1,046)
	(2,684,192)	(343,890)
Financing Activities		
Additional investment in a subsidiary from non-controlling interest	(66,042)	(153,326)
Capital repayment to non-controlling interest of a subsidiary	-	(505,757)
Dividend paid by a subsidiary to non-controlling interest	(150,233)	(182,348)
Proceeds from bank borrowings	2,162,712	9,726
Repayment of borrowings	(28,767)	(145,100)
Payments of hire-purchase and finance lease liabilities	(75)	(97)
Purchase of treasury shares	-	(47,895)
Proceed from disposal of treasury shares	-	20,119
Net cash flow generated from financing activities		
- continuing operations	1,917,595	(1,004,678)
- discontinued operation	-	2,656
	1,917,595	(1,002,022)
Net decrease in cash and cash equivalents during the financial year/period	(308,468)	(1,002,360)
Currency translation differences	(7,317)	6,290
Cash and cash equivalents at beginning of the financial year/period	1,061,428	2,057,498
Cash and cash equivalents at end of the financial year/period	745,643	1,061,428

* The preceding year corresponding year to date were being made up for a period of 11 months results 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.

GOLDIS BERHAD

Notes to the Interim Financial Report

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

A1. Accounting Policies and Methods of Computation

The interim financial report is unaudited and has been prepared in accordance with MFRS 134, Interim Financial Reporting and paragraph 9.22 of the Bursa Malaysia Securities Berhad Listing Requirements. The financial information for the year ended 31 December 2014 have been reviewed 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.

These interim financial statements for the year ended 31 December 2014 are the first set of financial statements prepared in accordance with the MFRS, including MFRS 1 'First-time adoption of MFRS' has been applied and subject to the certain transition elections disclosed below, the Group have consistently applied the same accounting policies in its opening MFRS statement of financial position at 1 February 2013 (transition date) and throughout all years presented, as the requirement of FRS and MFRS are similar. Comparative figures for 31.12.2013 in these interim financial statement have been restated to give effect to these changes.

MFRS 1 'First adoption of MFRS '

In accordance with the exemptions in MFRS 1:-

(i) Property, plant and equipment

The Group has elected to adopt the cost model for its hotel properties on transition to MFRS. Accordingly, the fair value of the hotel properties have been deemed as cost at the date of transition.

(ii) Foreign currency translation reserve

Under FRS, the Group recognised translation differences on foreign operations in a separate component of equity. Cumulative foreign currency translation differences for all foreign operations are deemed to zero as at the date of transition.

MFRS 141 'Agriculture'

MFRS 141 requires the entity to fair value its biological assets and aquaculture products and apply the accounting policy retrospectively.

MFRS 15 'Revenue from Contracts with Customers'

MFRS 15 requires an entity to recognise revenue to depict the transfer of promised goods or services and control to the customer. The amount of revenue reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

The Group has elected to early adopt of MFRS 15 and the following amendments to MFRS and IC Interpretation for the year ended 31 December 2014:-

- Amendment to MFRS 132, 'Financial Instruments: Presentation'
- Amendments to MFRS 10, 'Consolidated Financial Statements'
- Amendments to MFRS 12, 'Disclosure of Interests in Other Entities: Transition Guidance'
- Amendments to MFRS 127, 'Separate financial statements'
- Amendments to MFRS 139, 'Financial instruments: Recognition and Measurements'
- IC Interpretation 21, 'Levies'

The adoption of Amendments to MFRS and IC Interpretation 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.

GOLDIS BERHAD

Notes to the Interim Financial Report

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

A1. Accounting Policies and Methods of Computation (continued)

The effects from adoption of MFRS 1 and MFRS 15 on the condensed consolidated statement of comprehensive income and condensed consolidated statement of financial positions are shown as below:-

Reconciliation of consolidated statement of comprehensive income for the 2 months period ended 31.12.2013

	As previously reported 2 mths ended 31.12.2013 RM'000	Effect of the changes RM'000	Restated RM'000
Revenue	251,799	(2,639)	249,160
Cost of sales	(113,603)	1,337	(112,266)
Gross profit	138,196	(1,302)	136,894
Other operating income	3,430	-	3,430
Administration expenses	(52,032)	349	(51,683)
Other operating expenses	(10,434)	-	(10,434)
Operating profit	79,160	(953)	78,207
Finance income	8,548	-	8,548
Finance costs	(13,731)	-	(13,731)
Share of results of associates	(2,928)	(1,353)	(4,281)
Profit before taxation	71,049	(2,306)	68,743
Taxation	(28,823)	231	(28,592)
Profit from continuing operations	42,226	(2,075)	40,151
Profit from discontinued operation	-	-	-
Profit for the financial period	42,226	(2,075)	40,151
Other comprehensive income	252,764	(241,055)	11,709
Total comprehensive income for the period	294,990	(243,130)	51,860
Attributable to:			
Owners of the parent			
- from continuing operations	65,588	(77,057)	(11,469)
- from discontinued operation	-	-	-
	65,588	(77,057)	(11,469)
Non-controlling interest	229,402	(166,073)	63,329
Total comprehensive income for the period	294,990	(243,130)	51,860

GOLDIS BERHAD

Notes to the Interim Financial Report

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

A1. Accounting Policies and Methods of Computation (continued)

Reconciliation of consolidated statement of comprehensive income for the 11 months period ended 31.12.2013

	As previously reported 11 mths ended 31.12.2013 RM'000	Effect of the changes RM'000	Restated RM'000
Revenue	1,118,682	(3,811)	1,114,871
Cost of sales	(477,148)	1,351	(475,797)
Gross profit	641,534	(2,460)	639,074
Other operating income	33,141		33,141
Administration expenses	(232,153)	1,411	(230,742)
Other operating expenses	(18,204)		(18,204)
Operating profit	424,318	(1,049)	423,269
Finance income	46,518	-	46,518
Finance costs	(76,598)	-	(76,598)
Share of results of associates	17,935	(2,711)	15,224
Profit before taxation	412,173	(3,760)	408,413
Taxation	(102,280)	1,156	(101,124)
Profit from continuing operations	309,893	(2,604)	307,289
Profit from discontinued operation	20,052	-	20,052
Profit for the financial period	329,945	(2,604)	327,341
Other comprehensive income	250,059	(241,055)	9,004
Total comprehensive income for the period	580,004	(243,659)	336,345
Attributable to:			
Owners of the parent			
- from continuing operations	157,236	(77,224)	80,012
- from discontinued operation	20,052	-	20,052
	177,288	(77,224)	100,064
Non-controlling interest	402,716	(166,435)	236,281
Total comprehensive income for the period	580,004	(243,659)	336,345

Reconciliation of equity as at 31.12.2013

	As previously reported as at 31.12.2013 RM'000	Effect of the changes RM'000	Restated RM'000
Share capital	610,494	-	610,494
Share premium	67,765	-	67,765
Treasury shares	(41,147)	-	(41,147)
Other reserves	211,111	(193,351)	17,760
Retained earnings	881,846	115,395	997,241
	1,730,069	(77,956)	1,652,113
Non-controlling interests	3,102,460	(167,721)	2,934,739
Total Equity	4,832,529	(245,677)	4,586,852

Reconciliation of equity as at 1.2.2013

	As previously reported as at 1.2.2013 RM'000	Effect of the changes RM'000	Restated RM'000
Share capital	610,494	-	610,494
Share premium	103,221	-	103,221
Treasury shares	(48,827)	-	(48,827)
Other reserves	186,886	(112,488)	74,398
Retained earnings	694,729	111,499	806,228
	1,546,503	(989)	1,545,514
Non-controlling interests	3,510,460	(1,255)	3,509,205
Total Equity	5,056,963	(2,244)	5,054,719

GOLDIS BERHAD

Notes to the Interim Financial Report

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

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 in financial year end, the preceding year corresponding quarter and year-to-date in the current report, were made up for the period of 2 months results from November 2013 to December 2013 and 11 months results from February 2013 to December 2013 respectively.

A3. Explanatory Comments about the Seasonality or Cyclicity 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 shares	Cost RM
At 1 January 2014	20,553,953	41,146,601
<u>Distributed as dividend</u> March 2014	(17,695,933)	(35,425,180)
As at 31 December 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 year ended 31 December 2014.

GOLDIS BERHAD

Notes to the Interim Financial Report

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

A8. Operating Segment Reporting

The Group is organised into six main business segments:-

	Property investment & management - retail RM'000	Property investment & management - commercial RM'000	Property development RM'000	Hotel RM'000	Construction RM'000	Investment holding RM'000	Others RM'000	Group RM'000
<u>12 months ended 31 December 2014</u>								
Total segment revenue	488,250	212,818	184,731	376,797	419,713	16,937	152,206	1,851,452
Inter-segment revenue	(35,779)	(19,660)	-	(8,591)	(412,286)	(13,367)	(70,249)	(559,932)
Revenue from external customer	452,471	193,158	184,731	368,206	7,427	3,570	81,957	1,291,520
Segment results	282,394	101,394	98,283	34,415	6,518	13,464	(14,543)	521,925
Unallocated expenses								(42,964)
Profit from operations								478,961
Finance income								45,336
Finance costs								(95,471)
Share of results of associates								21,365
Profit before taxation								450,191
Taxation								(102,782)
Profit for the financial year								347,409
<u>11 months ended 31 December 2013 (restated) *</u>								
Total segment revenue	415,174	189,895	138,243	360,413	193,511	73,212	96,296	1,466,744
Inter-segment revenue	(34,150)	(11,506)	-	(7,463)	(187,436)	(71,043)	(40,275)	(351,873)
Revenue from external customers	381,024	178,389	138,243	352,950	6,075	2,169	56,021	1,114,871
Segment results	204,579	95,760	73,779	91,544	2,311	(691)	(1,213)	466,069
Unallocated expenses								(42,800)
Profit from operations								423,269
Finance income								46,518
Finance costs								(76,598)
Share of results of associates								15,224
Profit before taxation								408,413
Taxation								(101,124)
Profit from continuing operations								307,289
Profit from discontinued operation								20,052
								327,341

* The preceding year corresponding year to date were being made up for a period of 11 months results due to the change of financial year end from 31 January to 31 December in previous financial year. The figures also has been restated due to the change of accounting policies. (Details refer Note A1.)

GOLDIS BERHAD

Notes to the Interim Financial Report

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

A9. Material Events Subsequent to the End of the Interim Period

There were no material events subsequent to the end of the interim period up to the date of this report, other than disclosed in Note B7.

A10. 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 CMA) with respect 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 the Group 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.

On 6 November 2014, on the Final Offer Closing Date, Goldis holds in aggregate, together with such Shares that are already 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).

A11. 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.

GOLDIS BERHAD

Notes to the Interim Financial Report

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

A11. Effects of Changes in the Composition of the Group (continued)

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.

On 11 February 2015, the Group via its subsidiary, IGB announced to Bursa Malaysia that TTD sdn Bhd, a wholly own subsidiary of Tan & Tan Developments Berhad which in turn is a wholly owned subsidiary of the Group, had acquired the entire issued and paid up share capital of 2 ordinary shares of RM 1.00 each in a company incorporated in Malaysia known as Future Pinnacle Sdn Bhd ("FPSB") for cash consideration of RM 2.00. The intended principal activity of FPSB is property development.

A12. Capital Commitments

Authorised capital commitments not recognised in the interim financial statements as at 31 December 2014 are as follows:

	RM'000
Approved and contracted for:	
- Investment properties	281,609
- Property, plant and equipment	181,800
	<u>463,409</u>
Approved but not contracted for:	
- Investment properties	967,923
- Property, plant and equipment	48,905
	<u>1,016,828</u>

A13. Fair Value of Financial Instruments

The Group uses following hierarchy for determining 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 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Financial assets at fair value through profit or loss	24,882	-	-	24,882
Available-for-sale financial assets	-	12,637	-	12,637
	<u>24,882</u>	<u>12,637</u>	<u>-</u>	<u>37,519</u>

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 financial year ended 31 December 2014.

A14. Significant Related Party Transactions

On 15 December 2014, the Board of Directors of Goldis Berhad had announced that the Company had on 11 December 2014 disposed 20 million units held in IGB Real Estate Investment Trust ("IGB REIT") to Wah Seong (Malaya) Trading Co Sdn Bhd ("WST") for a total cash consideration of RM25,560,400, and on 12 December 2014, had disposed 10 million units held in IGB REIT to Tan Chin Nam Sdn Bhd ("TCNSB") for a total cash consideration of RM12,786,000.

WST and TCNSB are the substantial shareholder of Goldis Berhad and a person connected to certain directors as disclosed in the announcement dated 15 December 2014.

B. Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad**B1. Review of Performance**

The Group changed our financial year end from 31 January to 31 December in December 2013 and as a result of the change in our financial year end the comparative financial performance for the preceeding period ended 31 December 2013 was only made up for a period of 11 months.

The Group recorded a total revenue of RM323.8 million and profit before tax of RM113.7 million for the 3 months period ended 31 December 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 - Retail and Commercial

The property investment and management - retail segment represented by IGB REIT, the owner of Midvalley Megamall and The Garden Mall, registered a higher revenue of RM452.5 million and segment results of RM282.4 million during the 12 months financial year ended 31 December 2014 as compared to revenue and segmental results of RM381.0 million and RM204.6 million respectively for the 11 months financial period ended 31 December 2013. The improved performance was attributable to the increase from assets enhancement initiatives and turnover rentals.

As for the property investment and management - Commercial segment recorded an improved revenue of RM193.2 million and segmental result of RM101.4 million for the 12 months financial year ended 31 December 2014 as compared to the revenue of RM178.4 million and segment result of RM95.8 million for the 11 months financial period ended 31 December 2013.

Property Development

Our Group's Property Development segment registered higher revenue of RM184.7million and segmental results of RM98.3 million during the 12 months financial year ended 31 December 2014 as compared to the revenue and segmental results of RM138.2 million and RM73.8 million for the 11 months financial period ended 31 December 2013. For financial year ended 31 December 2014, about 99% of the available 468 units of service apartments at G Residence have been sold with total sales value of about RM376 million. Our Group's service apartment development, known as Three28 Tun Razak, which was launched in October 2013 has achieved sales of over 92% with total sales value of RM157 million.

Hotel

The hotel segment revenue of RM368.2 million for the 12 months financial year ended 31 December 2014 was higher as compared to the revenue of RM353.0 million for the 11 months financial period ended 31 December 2013 as the Group's hotel continues to achieve stable occupancy rate and higher average room rates during the current financial year. The segment results of RM34.4 million during the current year was lower compared to the segmental results of RM91.5 million for 11 months financial period ended 31 December 2013 mainly due to the Group's decision to redevelop Pangkor Island Beach Resort Hotel which is more than 30 years old, resulting in a write off of the hotel property, and property, plants and equipments of RM43.8 million during current financial year.

B2. Comparison with Preceding Quarter's Results

Due to the changes of the financial year end from 31 January to 31 December in December 2013, the comparative preceeding quarter performance for the period ended 31 December 2013 was only made up for a period of 2 months.

The Group's recorded revenue of RM323.8 million as compared to the preceeding quarter of RM323.7 million.

The Group recorded higher PBT of RM113.7 million compared to RM95.9 million reported in the preceeding quarter due to the increase in other income and reduction in administrative expenses for the current quarter.

B3. Prospects for 2015

The Board is cautiously optimistic that the better operational results seen in FY2014 will carry through to 2015 and that the performance for the Group for FY2015 will be satisfactory although 2015 is expected to be a challenging year.

Property Investment and Management - Retail and Commercial

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

GOLDIS BERHAD

Notes to the Interim Financial Report

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

B3. Prospects for 2015 (continued)

Property Development

2015 is expected to be a tough year for the property development segment.

Hotel

Our Group expects to generate stable performance within our hotel segment going forward although the hotel operation industry had experienced muted Average Room Rate growth.

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.

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 the prior financial period.

B6. Taxation

	Current Quarter RM'000	Current YTD RM'000
Current tax:		
- Malaysian tax	31,861	107,431
- Foreign tax	2,492	5,547
	<u>34,353</u>	<u>112,978</u>
Deferred Tax	<u>(10,734)</u>	<u>(10,196)</u>
	<u>23,619</u>	<u>102,782</u>

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:

- (i) 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");
- (ii) 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 will be utilised to partially refinance borrowings amounting to approximately RM1.6 billion obtained in connection with the Conditional take-over 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 RCPS on the Main Market of Bursa Securities.

Bursa Malaysia has granted its conditional approval for the listing of and quotation 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.

GOLDIS BERHAD

Notes to the Interim Financial Report

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

B7. Status of Corporate Proposals (continued)

On 23 December 2014, Goldis announced that with respect to the Rights Issue of RCPS, the Board has determined that:

- (i) the entitlement basis for the Rights Issue of RCPS has been fixed at three (3) RCPS for every four (4) existing Goldis Shares held as at the entitlement date; and
- (ii) the conversion price of the RCPS to be issued pursuant to the Rights Issue of RCPS has been fixed at RM2.28 per RCPS based on the 5-day volume weighted average market price of Goldis Shares up to and including 22 December 2014.

On 12 February 2015, Goldis had announced that as at the close of acceptance, excess application and payment for the Rights Issue of RCPS at 5.00 p.m. on 6 February 2015 ("Closing Date"), the Company had received valid acceptances and excess applications for a total of 464,317,795 RCPS. This represents an over-subscription of 1.89% over the total number of RCPS available for subscription under the Rights Issue of RCPS.

The RCPS is expected to be listed on the Main Market of Bursa Malaysia Securities Berhad on 24 February 2015.

B8. Details of Group Borrowings and Debt Securities

The Groups' borrowings and debts securities as at 31 December 2014 are as follows:

	Secured RM'000	Unsecured RM'000	Total RM'000
Current			
Revolving credits	2,112,224	110,521	2,222,745
Non-current			
Term loans	1,666,267	-	1,666,267
Total	3,778,491	110,521	3,889,012

The currency exposure profile of bank borrowings is as follows:

	Local currency (in '000)	RM equivalent (in '000)
Ringgit Malaysia		3,455,581
British Pound Sterling	62,500	338,494
Australian Dollar	27,000	77,442
United States Dollar	5,000	17,495
		3,889,012

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 year 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 year.

	Current Quarter	Current YTD
Net profit attributable to ordinary equity holders of the Company (RM'000)	45,332	102,165
Weighted average no. of ordinary shares in issue ('000)	607,636	603,515
Basic earnings per share (sen)	7.46	16.93

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

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Notes to the Interim Financial Report

B. Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad**B12. Notes to Statements of Comprehensive income**

	Current Quarter	Current YTD
	RM'000	RM'000
(a) Interest income	14,445	45,336
(b) Other income including investment income	27,332	76,637
(c) Interest expenses	26,769	95,471
(d) Depreciation and amortisation	31,192	139,935
(e) Allowance for and write off of assets	-	43,775
(f) Gain/(loss) on disposal of quoted/unquoted investment or properties	15,350	16,178
(g) Reversal of impairment on hotel properties	-	7,425
(h) Reversal of impairment on land held for property development	-	21,036
(i) Foreign exchange gain/(loss)	2,029	1,090

B13. Realised and Unrealised Retained Earnings

	As at 31.12.2014	As at 31.12.2013
	RM'000	RM'000
Total Retained Earnings		<i>(Restated)</i>
- Realised	1,113,277	1,352,281
- Unrealised	(201,449)	(287,649)
	<u>911,828</u>	1,064,632
Total Share of Retained Profits from Associate		
- Realised	221,371	197,242
- Unrealised	(4,117)	4,277
	<u>1,129,082</u>	1,266,151
Less: Consolidation Adjustments	109,884	(268,910)
Total Retained Earnings	<u>1,238,966</u>	997,241

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.