

## **INTERIM FINANCIAL STATEMENTS**

## - For The Quarter and Period of Six Months Ended 30th June 2014

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# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2014 (The figures have not been audited)

		3 months ended 30 June		6 months 30 Ji	
	Note	2014 RM	2013 RM	2014 RM	2013 RM
Continuing Operations Revenue	9	60,025,940	50,725,209	127,637,281	126,873,187
Cost of sales		(47,928,809)	(42,225,214)	(105,392,489)	(105,756,111)
Gross profit	9	12,097,131	8,499,995	22,244,792	21,117,076
Other income	10	6,994,011	1,132,882	14,162,785	2,361,640
Marketing and distribution expenses		(824,371)	(172,148)	(1,123,866)	(629,889)
Administrative expenses		(5,226,425)	(4,091,946)	(9,227,184)	(7,671,430)
Other expenses		(13,210)	(1)	(13,210)	(1)
Result from operating activities	9	13,027,136	5,368,782	26,043,317	15,177,396
Finance costs	10	(4,388,853)	(425,001)	(10,319,815)	(898,384)
Profit before taxation	10	8,638,283	4,943,781	15,723,502	14,279,012
Income tax expense	21	(2,800,601)	(1,230,591)	(4,709,653)	(3,591,932)
Total comprehensive income for the period		5,837,682	3,713,190	11,013,849	10,687,080
Attributable to:					
Owners of the parent Minority interests		5,839,923 (2,241)	3,712,950 240	11,016,674 (2,825)	10,688,348 (1,268)
Total comprehensive income attributable to equity holders of the parent	-	5,837,682	3,713,190	11,013,849	10,687,080
Earnings per share attributable to equity holders of the parent: Basic (sen)	26	8.02	5.10	15.13	14.68

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.



## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2014

(The figures have not been audited)

	Note	30.06.2014 RM	31.12.2013 RM
Assets			
Non-current assets			
Property, plant and equipment	12	62,071,702	62,924,220
Land held for property development	100	97,034,421	98,248,821
Interest in unincorporated joint venture		2,502	449,802
Investment securities		10,456,486	5,381,811
Deferred tax assets		739,536	727,263
Trade receivable		249,837,455	253,967,412
		420,142,102	421,699,329
Current assets			
Property development costs		40,671,124	76,411,044
Inventories		21,375,134	16,452,303
Trade and other receivables		188,590,093	188,614,955
Tax recoverable		463,496	592,092
Cash and bank balances		92,308,173	101,588,643
		343,408,020	383,659,037
Total assets		763,550,122	805,358,366
Equity and Liabilities			
Current liabilities			
Loans and borrowings	23	44,770,813	25,111,453
Trade and other payables		151,839,604	185,128,606
Income tax payable		2,338,689	1,933,744
Dividend payable	1.0	47,601	15,540
		198,996,707	212,189,343
Non-current liabilities			
Loans and borrowings	23	283,333,319	318,080,971
Deferred tax liabilities		2,002,465	1,790,350
		285,335,784	319,871,321
Total liabilities		484,332,491	532,060,664
Equity attributable to owners of the parent			
Share capital		72,815,856	72,815,856
Other reserves		17,072,415	17,072,415
Retained earnings		181,261,567	175,341,431
		271,149,838	265,229,702
Non-controlling interests		8,067,793	8,068,000
Total equity		279,217,631	273,297,702
Total equity and liabilities		763,550,122	805,358,366

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



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2014 (The figures have not been audited)

	<		ole to owners of ibutable> Foreign	f the parent Distributable	>		
	Share capital RM	Share premium RM	currency translation reserve RM	Retained earnings RM	Total RM	Non- controlling interests RM	Total equity RM
As at 1 January 2013	72,815,856	17,062,137	10,278	159,295,274	249,183,545	8,071,476	257,255,021
Total comprehensive income	-			10,688,348	10,688,348	20,486	10,708,834
As at 30 June 2013	72,815,856	17,062,137	10,278	169,983,622	259,871,893	8,091,962	267,963,855
As at 1 January 2014	72,815,856	17,062,137	10,278	175,341,431	265,229,702	8,068,000	273,297,702
Total comprehensive income			-	11,016,674	11,016,674	(207)	11,016,467
Dividend paid				(5,096,537)	(5,096,537)	1 1 <del>1</del>	(5,096,537)
As at 30 June 2014	72,815,856	17,062,137	10,278	181,261,567	271,149,838	8,067,793	279,217,631

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



# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2014 (The figures have not been audited)

	Cumulative	Quarter
	Current Year Ended	Preceding Year Ended
	30-Jun-14	30-Jun-13
	RM	RM
Cash flows from operating activities		
Profit before taxation	15,723,502	14,279,012
Adjustments for :		
Non-cash items	2,300,133	2,408,196
Non operating items	(2,977,167)	5,506,560
Operating profit before working capital changes	15,046,468	22,193,768
Decrease / (increase) in land held for development and property		
development costs	36,954,321	(4,982)
Decrease / (increase) in Trade and other receivables	(9,562,194)	(20,667,407)
Decrease / (increase) in Inventories	(4,922,830)	(749,838)
Increase / (decrease) in Trade and other payables	(23,700,451)	(5,920,404)
Cash generated from / (used in) operations	13,815,314	(5,148,863)
Interest paid	(10,086,845)	(6,595,310)
Taxes paid	(4,539,614)	(4,888,971)
Net cash generated from / (used in) operating activities	(811,145)	(16,633,144)
Cash flows from investing activities		(2 1)
Purchase of property, plant and equipment	(1,395,305)	(3,579,711)
Proceeds from disposal of property, plant and equipment	75,000	39,394
Proceeds from disposal of investment	30,671	663,960
Profits from Islamic deposits	729,475	796,994
Dividend received	6,392	21,811
Interest received	201,709	180,787
Unwinding of discount on non-current receivables	12,126,436	
Net cash generated from / (used in) investing activities	11,774,378	(1,876,765)
Cash flows from financing activities		
Dividends paid to shareholders of the Company	(5,065,049)	(7,365)
Drawdown of term loan	5,855,800	18,931,700
Repayment of borrowings	(20,844,953)	(14,908,791)
Net changes in finance lease creditors	(343,865)	1,049,840
Placement / (Withdrawal) of pledged deposits	(134,490)	(325,348)
Net cash generated from / (used in) financing activities	(20,532,557)	4,740,036
Net increase / (decrease) in cash and cash equivalents	(9,569,324)	(13,769,873)
Cash and cash equivalents at beginning of the period	83,888,333	105,615,760
Cash and cash equivalents at end of the period	74,319,009	91,845,887
Cash and cash equivalents comprise:		
Cash and bank balances	44,204,988	51,867,465
Short term deposit with licensed bank	48,103,186	50,198,061
Bank overdraft	(154,365)	
	92,153,809	102,065,526
Less: Deposits pledged	(17,834,800)	(10,219,639)
	74,319,009	91,845,887

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



# EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE QUARTER AND YEAR TO DATE ENDED 30<sup>th</sup> JUNE 2014

#### Part A - Explanatory Notes Pursuant to FRS 134

#### 1. Basis of Preparation

The interim financial statements other than for financial instruments have been prepared under the historical cost convention. Financial instruments have been fair valued in accordance with FRS 139 Financial Instruments: Recognition and Measurement.

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 Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa").

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2013. 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 financial year ended 31 December 2013.

The financial statements of the Economic Entity have been prepared in accordance with Financial Reporting Standards (FRS), generally accepted accounting principles and the Companies Act, 1965 in Malaysia.

#### 2. Significant Accounting Policies

#### a) Financial Reporting Standards (FRS)

The significant accounting policies adopted for this interim financial statements are consistent with those of the audited financial statements for the year ended 31 December 2013 except for the adoption of the relevant new Financial Reporting Standards (FRS), amendments to FRS and IC Interpretations that are effective for annual periods beginning on or after 1 January 2014.

The adoption of the new FRS, amendments to FRS and IC Interpretations does not have any material impact on the financial position and results of the Group.



#### b) 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 effective for annual periods beginning on or after 1 January 2012 for all entities except for 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 continue to have the option to either apply the MFRS Framework or the FRS Framework until the adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual period beginning on or after 1 January 2015.

The Group which falls under the scope definition of Transitioning Entities has opted to defer the adoption of MFRS as allowed. When the Group presents its first MFRS financial statements in 1 January 2015, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained profits.

#### 3. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the year ended 31 December 2013 was not subject to any qualification.

#### 4. Unusual Items due to their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows for the current quarter and year to-date.

#### 5. Changes in Estimates

There were no changes in estimates of amounts previously reported that have had a material effect in the current quarter and financial year to-date.



#### 6. Seasonal or Cyclical Factors

The Group's products and services are generally dependent on the Malaysian economy, government policies and weather conditions (on the construction activities).

#### 7. Dividends

A first and final single tier dividend of 7 sen per ordinary share for the financial year ended 31 December 2013 was approved by the shareholders during Annual General Meeting on 6 April 2014 and paid on 20 May 2014.

#### 8. Debt and Equity Securities

There were no issuances, cancellations, repurchase, resale and repayments of debt and equity securities in the current quarter.



### 9. Segmental Information

6 months ended -30 June 2014	Property Development RM	Road and Quarry RM	Construction RM	Golf and Hotel RM	Investment Holding RM	Adjustment/ Elimination RM	Consolidated RM
Revenue							
External sales Inter-segment	57,127,896	36,755,719	29,937,319	2,536,800	1,279,547		127,637,281
sales	65,685	3,401,114	18,231,260	659,295	12,496,000	(34,853,354)	<u> </u>
Total revenue	57,193,581	40,156,833	48,168,579	3,196,095	13,775,547	(34,853,354)	127,637,281
Results							
Segment result Unallocated corporate	10,571,233	5,350,300	4,403,465	1,069,567	13,204,943	(12,354,716)	22,244,792
expenses Unallocated							(10,364,260)
corporate income							14,162,785
Finance costs Income tax expense							(10,319,815)
Profit for the period							(4,709,653) 11,013,849
3 months ended -30 June 2014							
Revenue							
External sales Inter-segment	26,427,990	14,890,520	16,796,355	1,357,403	553,672	-	60,025,940
sales	32,842	2,633,304	9,209,838	342,231	12,298,000	(24,516,215)	
Total revenue	26,460,832	17,523,824	26,006,193	1,699,634	12,851,672	(24,516,215)	60,025,940
Results							
Segment result Unallocated corporate	4,903,190	3,713,823	2,617,091	576,997	12,477,424	(12,191,394)	12,097,131
expenses Unallocated							(6,064,006)
corporate income Finance cost							6,994,011 (4,388,853)
Income tax expense							(2,800,601)
Profit for the period							5,837,682



#### 10. Profit before tax from continuing operations

The following items have been charged / (credited) in arriving at profit before tax from continuing operations:

	3 months ended 30 June		6 months 30 Ju	
	2014 RM	2013 RM	2014 RM	2013 RM
Interest income Other income including	(6,482,292)	(667,736)	(13,070,693)	(1,216,921)
investment income	(511,718)	(536,084)	(1,092,091)	(1,247,733)
Depreciation and amortization:				
-property, plant and				
equipment	1,155,438	1,184,763	2,290,588	2,315,638
Property, plant and equipment				
written off	567	1	567	1
(Gain) / loss on disposal of:				
-property, plant and				
equipment	2,507	(40,251)	(72,490)	(38,649)
(Reversal of) / allowance of				
impairment:				
-trade receivables	(64,000)	(56,330)	(122,989)	(399,903)
Interest expense	4,388,853	425,001	10,319,815	898,384

#### 11. Changes in Composition of the Group

There were no changes in the composition of the Group during the current quarter including business combination, acquisition or disposal of subsidiary and long-term investment, restructuring and discontinuing operation.



#### 12. Property, Plant and Equipment

The Group acquired property, plant and equipment worth RM1, 466,105 during the period under review.

Asset with a carrying amount of RM2,510 were disposed of by the Group during the six months ended 30 June 2014 (30 June 2013: NIL), resulting in a gain on disposal of RM72,490 (30 June 2013: NIL), recognized and included in Other Income in the Statement of Comprehensive Income.

There were no impairment nor reversal of such impairment during the current six months financial period.

The valuations of property, plant and equipment were brought forward without amendment from the previous audited financial statements.

#### 13. Capital Commitments

The amount of commitments for the purchase of property, plant & equipment not provided for in the interim financial statements as at 30 June 2013 are as follows:

KIVI
1,563,333
3,432,635

#### 14. Changes in Contingent Liabilities

There were no major changes in contingent liabilities since the last financial year ended 31 December 2013.



#### 15. Material Subsequent Events to the Reporting Period

On 13 July 2014, the Company entered into Heads of Agreement with its Holding Corporation, Perbadanan Kemajuan Negeri Kedah (PKNK) to acquire several parcels of land owned by PKNK measuring approximately 1,200 acres (485 hectares) in aggregate, and in consequence thereto, to finalise the Sale and Purchase Agreement of the lands. The total purchase consideration for the proposed acquisition is estimated to be approximately RM204 million. Both parties have agreed to finalise the manner and the structure of payment of purchase consideration, which may be made by way of cash, shares in the Company or a mix of cash and shares in the Company.

On 14 July 2014, the Company appointed RHB Investment Bank Berhad as the Principal Adviser and Public Investment Bank Berhad as the Independent Adviser in relation to the proposed land acquisition to comply with Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

There were no other 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.

#### 16. Significant Related Party Transactions

	ended 30.06.2014 RM
Progress billings charged to the ultimate holding corporation	341,677
Rental of quarry land to the ultimate holding corporation	50,000
Tributes charged by the holding corporation	68,426
Sales to a related company, Seri Temin Development Corporation (M) Sdn. Bhd. Estate agency fee charged by a related company, Kumpulan	643,285
Ladang-Ladang Perbadanan Kedah Sdn. Bhd.	98,553
Revenue from oil palm from a related company, Kumpulan Ladang-Ladang Perbadanan Kedah Sdn. Bhd.	1,621,366
Property Management paid to a related company, Darulaman Aset Sdn. Bhd.	44,504
Insurance paid to a related company, KSDC Insurance Brokers Sdn. Bhd.	1,101,682
	3,969,493

6 months



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

#### 17. Performance Review

#### a) Current quarter against the previous year corresponding quarter

For the second quarter ended 30 June 2014, the Group recorded revenue of RM60.0 million. The revenue rose 18% as compared to RM50.7 million posted in the same corresponding period of last year. The Group profit before tax of RM8.6 million is higher by 75% compared to RM4.9 million achieved in the same corresponding period of last year.

The overall higher revenue and profit for the quarter was mainly due to higher contributions from all the Group's core business segments, namely Property, Construction as well as Road and Quarry Divisions.

Performance of the operating business segments for the quarter ended 30 June 2014 as compared to the previous year corresponding quarter are as follows:

#### i) Road and Quarry Division

This Division contributed RM14.9 million to Group revenue compared to RM20.9 million previously, a decrease of 29% due to lower demand for quarry products. Despite lower revenue, contribution to Group profit rose more than 100% to RM3.7 million due to better margins from the on-going road pavement projects.

#### ii) Construction Division

The Construction Division recorded higher revenue of RM16.8 million compared to RM8.6 million previously. Contribution to Group profit increased from RM1.6 million previously to RM2.6 million for the quarter mainly due to higher progress of the on-going housing and infrastructure projects as well as the recognition unwinding of discount on non-current receivables.

#### iii) Property Division

The Property Division contributed RM26.4 million compared to RM19.4 million previously. The favourable result was mainly due to the higher billings from property projects in Bandar Darulaman, Jitra and Darulaman Utama, Kuala Ketil.



#### iv) Golf and Hotel Division

Golf and Hotel Division, our non-core business, recorded slightly lower revenue for the period. The Division posted a loss compared to profit last year mainly due to higher operational costs.

#### b) Current financial year to date against the previous year corresponding period

For the current financial year to date, the Group recorded revenue of RM127.6 million compared to RM126.9 million recorded in the same corresponding period of last year representing an increase of 0.6%. The Group profit before tax rose 10% to RM15.7 million compared to RM14.3 million last year.

Road and Quarry Division recorded higher revenue and profit contributed by the progress of on-going road pavement projects.

The Construction Division contributed lower revenue for the period due to lower progress billings for external projects. Profit contribution however increase mainly due to the recognition of unwinding of discount on non-current receivables.

The Property Division was the biggest contributor to Group revenue and profit due to the higher contribution of property projects in Bandar Darulaman, Jitra and Darulaman Utama, Kuala Ketil.

Golf and Hotel Division recorded higher revenue for the period mainly due to higher contribution from golfing activities. The Division however posted higher losses mainly due to higher operational costs.



#### 18. Variation of Results Against Preceding Quarter

	Current quarter ended 30 June 2014 RM	Preceding quarter ended 31 March 2014 RM
Revenue	60,025,940	67,611,341
Profit Before Taxation	8,638,283	7,085,219

In comparison with the preceding quarter, revenue declined by 10% mainly due to completion of several property residential schemes in Darulaman Utama, Kuala Ketil which was recognised fully in the preceding quarter.

The Group profit before tax rose 22% mainly due to better margins from on-going road pavement projects.

#### 19. Current year prospects

The Group's core businesses are expected to record respectable performance for the current financial year since the Group has sufficient land bank and projects in hand to provide sustainable revenue.

Profit contribution from Road and Quarry Division is expected to remain stable based on the current demand for quarry products and the progress of on-going road pavement projects.

The Construction Division will be focusing on completing and delivering all on-going projects within scheduled time, budget and quality. The Division will continue to benefit from construction works generated by the Group's Property Division. Prospective projects are constantly identified that will enable the Division to continue to be a key contributor to the Group.

The Property market in the north is resilient and demand in Kedah remains strong for first time buyers and buyers seeking upgrade. Our Property Division should be able to maintain its contribution given the encouraging responses for its products launches in Bandar Darulaman, Jitra and Darulaman Utama, Kuala Ketil. The Division is on track to launch new schemes in its existing townships development including Darulaman Perdana in Sungai Petani, Kedah with new concepts and branding.



#### 19. Current year prospects (cont'd)

The Golf and Hotel Division is expected to register reasonable performance in the current year. The Division will continue to focus on the promotions for hotel room occupancy and golf activities as well as quality of service which is the trademark of service industry.

Barring unforeseen circumstances such as sharp increase in oil and commodities prices, skilled labour shortage, a further hike in interest rate, further tightening of access to mortgage loans and other negative economic and political situations, the Group expects to turn in a respectable performance in 2014.

#### 20. Variance from Profit Forecast or Profit Guarantee

Not applicable for the financial period ended 30 June 2014.

#### 21. Income Tax Expense

	6 months ended 30 June 2014 RM	6 months ended 30 June 2013 RM	
Malaysian income tax	4,709,653	3,591,932	

The Group's effective tax rate for the current period is approximately 30%. The higher rate was due to certain expenses not being deductible for tax purposes and losses by certain subsidiaries not available to set-off with the profit during the period.

#### 22. Status of Corporate Proposals

There was no outstanding corporate proposal during the quarter under review.



#### 23. Group borrowings and Debt Securities

Total loans and borrowings as at 30 June 2014 were as follows:

	Short-term RM	Long-term RM
Term loans	43,476,379	282,632,770
Hire purchase	1,140,069	700,549
Bank overdraft	154,365	. <u></u>
TOTAL	44,770,813	283,333,319

#### 24. Material Litigation

There is no pending material litigation since the last annual balance sheet date of 31 December 2013.

#### 25. Dividends Payable

No interim dividend has been declared during the current quarter ended 30 June 2014.

#### 26. Earnings Per Share

#### a. Basic earnings per share

3 months ended 30.06.2014 RM	6 months ended 30.06.2014 RM
5,839,923	11,016,674
72,815,856	72,815,856
8.02	15.13
	30.06.2014 RM 5,839,923 72,815,856

#### b. Diluted earnings per share

Not applicable.



### 27. Disclosure of Realised and Unrealised Retained Earnings

	As at 30 June 2014 RM'000	As at 31 December 2013 RM'000
Total retained earnings of the Company and subsidiaries:		
-Realised	180,564	173,144
-Unrealised	697	2,197
Total retained earnings	181,261	175,341

#### 28. Authorization for Issue

The interim financial statements were authorized for issue by the Board of Directors in accordance with a resolution of the directors on 14<sup>th</sup> August 2014.