



## **INTERIM FINANCIAL STATEMENTS**

*- For The Quarter and Period of Nine Months  
Ended 30th September 2014*

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**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2014**  
(The figures have not been audited)

	Note	3 months ended 30 September		9 months ended 30 September	
		2014 RM	2013 RM	2014 RM	2013 RM
<b>Continuing Operations</b>					
Revenue	9	61,340,518	62,275,774	188,977,799	189,148,961
Cost of sales		<u>(49,679,091)</u>	<u>(49,050,897)</u>	<u>(155,071,580)</u>	<u>(154,807,008)</u>
<b>Gross profit</b>		11,661,427	13,224,877	33,906,219	34,341,953
Other income	10	6,922,593	1,352,176	21,085,378	3,713,816
Marketing and distribution expenses		<u>(2,281,229)</u>	<u>(244,387)</u>	<u>(3,405,095)</u>	<u>(874,276)</u>
Administrative expenses		<u>(4,731,824)</u>	<u>(3,500,258)</u>	<u>(13,959,008)</u>	<u>(11,171,688)</u>
Other expenses		<u>(7,325)</u>	<u>(723)</u>	<u>(20,535)</u>	<u>(724)</u>
<b>Result from operating activities</b>	9	11,563,642	10,831,685	37,606,959	26,009,081
Finance costs	10	<u>(4,378,996)</u>	<u>(365,082)</u>	<u>(14,698,811)</u>	<u>(1,263,466)</u>
<b>Profit before taxation</b>	10	7,184,646	10,466,603	22,908,148	24,745,615
Income tax expense	21	<u>(1,704,628)</u>	<u>(2,708,368)</u>	<u>(6,414,281)</u>	<u>(6,300,300)</u>
<b>Total comprehensive income for the period</b>		<u>5,480,018</u>	<u>7,758,235</u>	<u>16,493,867</u>	<u>18,445,315</u>
Attributable to:					
Owners of the parent		5,483,667	7,759,470	16,500,341	18,447,818
Minority interests		<u>(3,649)</u>	<u>(1,235)</u>	<u>(6,474)</u>	<u>(2,503)</u>
<b>Total comprehensive income attributable to equity holders of the parent</b>		<u>5,480,018</u>	<u>7,758,235</u>	<u>16,493,867</u>	<u>18,445,315</u>
<b>Earnings per share attributable to equity holders of the parent:</b>					
Basic (sen)	26	7.53	10.65	22.65	25.33

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 SEPTEMBER 2014  
(The figures have not been audited)**

	Note	30.09.2014 RM	31.12.2013 RM
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	12	62,726,373	62,924,220
Land held for property development		100,244,209	98,248,821
Interest in unincorporated joint venture		2,502	449,802
Investment securities		5,529,971	5,381,811
Deferred tax assets		739,536	727,263
Trade and other receivables		<u>249,837,455</u>	<u>253,967,412</u>
		<u>419,080,046</u>	<u>421,699,329</u>
<b>Current assets</b>			
Property development costs		68,835,343	76,411,044
Inventories		19,506,423	16,452,303
Trade and other receivables		201,750,557	188,614,955
Tax recoverable		2,004,965	592,092
Cash and bank balances		<u>84,709,958</u>	<u>101,588,643</u>
		<u>376,807,246</u>	<u>383,659,037</u>
<b>Total assets</b>		<u><u>795,887,292</u></u>	<u><u>805,358,366</u></u>
<b>Equity and Liabilities</b>			
<b>Current liabilities</b>			
Loans and borrowings	23	40,825,018	25,111,453
Trade and other payables		189,356,084	185,128,606
Income tax payable		2,584,441	1,933,744
Dividend payable		31,578	15,540
		<u>232,797,121</u>	<u>212,189,343</u>
<b>Non-current liabilities</b>			
Loans and borrowings	23	276,390,057	318,080,971
Deferred tax liabilities		2,002,465	1,790,350
		<u>278,392,522</u>	<u>319,871,321</u>
<b>Total liabilities</b>		<u>511,189,643</u>	<u>532,060,664</u>
<b>Equity attributable to owners of the parent</b>			
Share capital		72,815,856	72,815,856
Other reserves		17,072,415	17,072,415
Retained earnings		<u>186,744,662</u>	<u>175,341,431</u>
		276,632,933	265,229,702
<b>Non-controlling interests</b>		<u>8,064,716</u>	<u>8,068,000</u>
<b>Total equity</b>		<u>284,697,649</u>	<u>273,297,702</u>
<b>Total equity and liabilities</b>		<u><u>795,887,292</u></u>	<u><u>805,358,366</u></u>

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 NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2014  
(The figures have not been audited)**

	<-----Attributable to owners of the parent----->						Non- controlling interests RM	Total equity RM
	<----Non-distributable----->			Distributable		Total RM		
	Share capital RM	Share premium RM	Foreign currency translation reserve RM	Retained earnings RM				
<b>As at 1 January 2013</b>	72,815,856	17,062,137	10,278	159,295,274	249,183,545	8,071,476	257,255,021	
Dividend paid	-	-	-	(5,097,110)	(5,097,110)	-	(5,097,110)	
Total comprehensive income	-	-	-	18,447,818	18,447,818	8,517	18,456,335	
<b>As at 30 September 2013</b>	<u>72,815,856</u>	<u>17,062,137</u>	<u>10,278</u>	<u>172,645,982</u>	<u>262,534,253</u>	<u>8,079,993</u>	<u>270,614,246</u>	
<b>As at 1 January 2014</b>	72,815,856	17,062,137	10,278	175,341,431	265,229,702	8,068,000	273,297,702	
Dividend paid	-	-	-	(5,097,110)	(5,097,110)	-	(5,097,110)	
Total comprehensive income	-	-	-	16,500,341	16,500,341	(3,284)	16,497,057	
<b>As at 30 September 2014</b>	<u>72,815,856</u>	<u>17,062,137</u>	<u>10,278</u>	<u>186,744,662</u>	<u>276,632,933</u>	<u>8,064,716</u>	<u>284,697,649</u>	

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 NINE-MONTH PERIOD ENDED 30 SEPTEMBER 2014  
(The figures have not been audited)**

	Cumulative Quarter	
	Current Year Ended 30-Sep-14 RM	Preceding Year Ended 30-Sep-13 RM
<b>Cash flows from operating activities</b>		
Profit before taxation	22,908,148	24,745,615
Adjustments for :		
Non-cash items	3,503,472	3,687,445
Non operating items	(5,216,920)	9,532,296
Operating profit before working capital changes	<u>21,194,700</u>	<u>37,965,356</u>
Decrease / (increase) in land held for development and property development costs	5,580,313	(546,159)
Decrease / (increase) in Trade and other receivables	(20,006,234)	(36,792,439)
Decrease / (increase) in inventories	(3,054,120)	(8,315,540)
Increase / (decrease) in Trade and other payables	15,960,706	1,235,137
Cash generated from/ (used in) operations	19,675,365	(6,453,645)
Interest paid	(14,307,555)	(11,055,334)
Taxes paid	(7,540,632)	(7,981,797)
Net cash generated from / (used in) operating activities	<u>(2,172,822)</u>	<u>(25,490,776)</u>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(3,123,349)	(4,352,518)
Proceeds from disposal of property, plant and equipment	75,638	41,794
Proceeds from disposal of investment	30,671	663,960
Interest received	276,798	618,998
Dividend received	6,392	21,811
Unwinding of discount on non-current receivables	18,043,720	-
Profits from Islamic deposits	1,198,231	751,209
Net cash generated from / (used in) investing activities	<u>16,508,101</u>	<u>(2,254,746)</u>
<b>Cash flows from financing activities</b>		
Dividends paid to shareholders of the Company	(5,081,072)	(5,080,395)
Drawdown of term loan	5,855,800	25,281,800
Drawdown of revolving credit	-	500,000
Repayment of borrowings	(31,353,860)	(14,664,882)
Net changes in finance lease creditors	(634,832)	791,480
Placement / (withdrawal) of pledged deposits	(3,243,567)	(7,259,564)
Net cash generated from / (used in) financing activities	<u>(34,457,531)</u>	<u>(431,561)</u>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(20,122,252)</b>	<b>(28,177,083)</b>
<b>Cash and cash equivalents at beginning of the period</b>	<b>83,888,333</b>	<b>105,615,760</b>
<b>Cash and cash equivalents at end of the period</b>	<b><u>63,766,081</u></b>	<b><u>77,438,677</u></b>
<b>Cash and cash equivalents comprise of the followings:</b>		
Cash and bank balances	46,603,691	51,494,465
Short term deposit with licensed bank	38,106,267	43,247,598
Bank overdraft	-	(149,531)
	<u>84,709,958</u>	<u>94,592,532</u>
Less: Deposits pledged	(20,943,877)	(17,153,855)
	<u>63,766,081</u>	<u>77,438,677</u>

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 SEPTEMBER 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 during 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**

There was no dividend paid during the quarter under review.

**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**

	Property Development RM	Road and Quarry RM	Construction RM	Golf and Hotel RM	Investment Holding RM	Adjustment/ Elimination RM	Consolidated RM
<b>9 months ended -30 September 2014</b>							
<b>Revenue</b>							
External sales	77,452,150	60,391,524	45,728,746	3,722,211	1,683,168	-	188,977,799
Inter-segment sales	98,528	6,027,618	27,873,759	895,326	12,694,000	(47,589,231)	-
Total revenue	<u>77,550,677</u>	<u>66,419,142</u>	<u>73,602,505</u>	<u>4,617,537</u>	<u>14,377,168</u>	<u>(47,589,231)</u>	<u>188,977,799</u>
<b>Results</b>							
Segment result	13,277,989	11,780,261	6,422,487	1,382,838	13,560,735	(12,518,090)	33,906,219
Unallocated corporate expenses							(17,384,638)
Unallocated corporate income							21,085,378
Finance costs							(14,698,811)
Income tax expense							<u>(6,414,281)</u>
Profit for the period							<u>16,493,867</u>
<b>3 months ended -30 September 2014</b>							
<b>Revenue</b>							
External sales	20,324,254	23,635,805	15,791,427	1,185,411	403,621	-	61,340,518
Inter-segment sales	32,843	2,626,504	9,642,499	236,031	198,000	(12,735,877)	-
Total revenue	<u>20,357,096</u>	<u>26,262,309</u>	<u>25,433,926</u>	<u>1,421,442</u>	<u>601,621</u>	<u>(12,735,877)</u>	<u>61,340,518</u>
<b>Results</b>							
Segment result	2,706,756	6,429,961	2,019,022	313,271	355,792	(163,374)	11,661,427
Unallocated corporate expenses							(7,020,378)
Unallocated corporate income							6,922,593
Finance cost							(4,378,996)
Income tax expense							<u>(1,704,628)</u>
Profit for the period							<u>5,480,018</u>

## 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 Sept		9 months ended 30 Sept	
	2014 RM	2013 RM	2014 RM	2013 RM
Interest income	(6,473,281)	(394,267)	(19,543,974)	(1,611,188)
Other income including investment income	(449,314)	(957,909)	(1,541,405)	(2,102,628)
Depreciation and amortization:				
-property, plant and equipment	948,627	1,235,506	3,239,215	3,551,144
Property, plant and equipment written off	51,537	-	52,104	1
Gain on disposal of:				
-property, plant and equipment	(636)	(18)	(73,126)	(38,667)
(Reversal of) / allowance of impairment:				
-trade receivables	(81,011)	(169,211)	(204,000)	(569,114)
Interest expense	4,378,996	365,082	14,698,811	1,263,466

## 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 RM3,202,508 during the period under review.

Assets with carrying amount of RM2,510 were disposed of by the Group during the nine months ended 30 September 2014 (30 September 2013: NIL), resulting in a gain on disposal of RM73,126 (30 September 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 nine 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 and equipment not provided for in the interim financial statements as at 30 September 2014 are as follows:

	<u>RM</u>
Approved and contracted for	3,199,207
Approved but not contracted for	<u>7,718,969</u>

## **14. Changes in Contingent Liabilities**

As at 30 September 2014, the Group does not have any contingent liabilities.

## 15. Material Subsequent Events to the Reporting Period

On 31 October 2014, the Company issued a circular to shareholders and Notice of Extraordinary General Meeting in relation to the following corporate proposals:

- i. Proposed acquisition of approximately 1,154.8 acres (467.4 hectares) of land located in Kedah Darulaman, for a total consideration of RM202 million (“Proposed Acquisition”);
- ii. Proposed renounceable rights issue of new ordinary shares of RM1.00 each in BDB (“BDB shares”) to raise gross proceeds of up to RM95 million, together with a bonus issue of new BDB shares;
- iii. Proposed increase in authorised share capital from RM100,000,000 comprising 100,000,000 BDB shares to RM400,000,000 comprising 400,000,000 BDB shares (“Proposed IASC”); and
- iv. Proposed amendment to Memorandum and Articles of Association (“Proposed M&A amendment”).

The above agendas are subject to shareholders’ approval at the Company’s Extraordinary General Meeting (EGM) scheduled on 23 November 2014 at Centre of Learning, Level 4 Menara BDB, 88, Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darulaman.

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

	<b>9 months ended 30.09.2014 RM</b>
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	113,442
Estate agency fee charged by a related company, Kumpulan Ladang-Ladang Perbadanan Kedah Sdn. Bhd.	187,066
Revenue from oil palm from a related company, Kumpulan Ladang-Ladang Perbadanan Kedah Sdn. Bhd.	2,101,076
Progress billings charged to a related company, KTPC Construction Sdn. Bhd.	643,285
Insurance paid to a related company, KSDC Insurance Brokers Sdn. Bhd.	1,387,369
Property Management paid to a related company, Darulaman Aset Sdn. Bhd.	70,829
	<b><u>4,894,744</u></b>

## **17. Performance Review**

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

For the third quarter ended 30 September 2014, the Group recorded revenue of RM61.3 million. The revenue declined by 2% as compared to RM62.3 million posted in the same corresponding quarter of last year. The Group profit before tax of RM7.2 million is lower by 31% compared to RM10.5 million achieved in the same corresponding period of last year.

Lower profit for the quarter ended 30 September 2014 was mainly due to higher marketing and administrative expenses as well as lower contributions from Property and Construction Divisions.

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

#### **i) Road and Quarry Division**

This Division contributed RM23.6 million to Group revenue compared to RM25.2 million previously, a decrease of 6% due to lower demand for quarry products. Despite lower revenue, contribution to profit rose by 94% to RM6.4 million due to better margins from the on-going road pavement projects.

#### **ii) Construction Division**

The Construction Division recorded higher revenue of RM15.8 million compared to RM12.0 million previously. Contribution to Group profit however declined from RM5.1 million to RM2.0 million for the quarter due to lower margins from on-going projects.

#### **iii) Property Division**

The Property Division contributed RM20.3 million to Group revenue compared to RM23.1 million previously, a decrease of 12%. Similarly, profit for the quarter declined from RM3.5 million to RM2.7 million mainly due to the cancellation of sales by Purchasers who are unable to secure end-financing as a result of mortgage loan tightening policies.

#### **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 RM189.0 million compared to RM189.1 million recorded in the same corresponding period of last year representing a slight decrease of 0.1%. The Group profit before tax declined 7% from RM24.7 million to RM22.9 million this year mainly due to higher marketing and administrative expenses.

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 and profit for the period due to lower progress billings for external projects.

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 lower revenue and posted higher losses for the period mainly due to higher operational costs.

## 18. Variation of Results Against Preceding Quarter

	Current quarter ended 30 September 2014 RM	Preceding quarter ended 30 June 2014 RM
Revenue	61,340,518	60,025,940
Profit Before Taxation	7,184,646	8,638,283

In comparison with the preceding quarter, revenue rose 2% mainly due to higher contribution from Road and Quarry Division.

The Group profit before tax declined by 17% mainly due to higher marketing and administrative expenses incurred during the quarter.

## **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 and the Division is awaiting Letter of Awards to commence a few construction projects.

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 property schemes in its existing townships development including Darulaman Perdana in Sungai Petani, Kedah with new concepts and re-branding.

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 Food and Beverage outlets, hotel room occupancy, 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 September 2014.

## 21. Income Tax Expense

	9 months ended 30 September 2014 RM	9 months ended 30 September 2013 RM
Malaysian income tax	<b>6,414,281</b>	6,300,300

The Group's effective tax rate for the current period is approximately 28%. 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

(i) Proposed acquisition of approximately 1,154.8 acres (467.4 hectares) of land located in Kedah Darulaman ("landbank"), for a total consideration of RM202 million ("Proposed Acquisition");

(ii) Proposed renounceable rights issue of new ordinary shares of RM1.00 each in BDB ("BDB shares") ("rights shares") to raise gross proceeds of up to RM95 million, together with a bonus issue of new BDB shares ("bonus shares") ("Proposed Rights Issue");

(iii) Proposed increase in authorised share capital of BDB from RM100,000,000 to RM400,000,000 comprising 400,000,000 BDB shares ("Proposed IASC"); and

(iv) Proposed amendment to the Memorandum and Articles of Association of BDB ("Proposed M&A amendment")

On 14 July 2014, the Company entered into a Heads of Agreement with Perbadanan Kemajuan Negeri Kedah ("**PKNK**" or Vendor) in relation to the proposed acquisition of land owned by PKNK measuring approximately 1,200 acres (485 hectares) in aggregate for a total purchase consideration of approximately RM204 million ("HOA").

On 4 September 2014, the Company, entered into a sale and purchase agreement with PKNK for the Proposed Acquisition for a total purchase consideration of RM202 million ("**Purchase Consideration**"). The revision in the Purchase Consideration from RM204 million to RM202 million is a result of the decision of the Vendor and BDB to exclude a plot of land located in Mukim of Jabi, District of Pokok Sena from the transaction subsequent to the signing of the HOA.

In conjunction with the Proposed Acquisition, the Company proposed to implement the Proposed Rights Issue, the Proposed IASC and the Proposed M&A Amendment.

On 8 October 2014, an additional listing application in respect of the Proposed Acquisition and Proposed Right Issue has been submitted to Bursa Securities.

On 27 October 2014, Bursa Securities approved the following application subject to a few conditions to be fulfilled:-



- a) listing and quotation of up to 93,739,838 new BDB shares;
- b) listing and quotation of up to 91,019,820 new Rights shares;
- c) listing and quotation of up to 91,019,820 new Bonus shares.

On 31 October 2014, the Company issued a circular to shareholders and Notice of Extraordinary General Meeting scheduled on 23 November 2014 at Centre of Learning, Level 4 Menara BDB, No. 88, Lebuhraya Darulaman, 05100 Alor Setar, Kedah Darulaman to approve the Corporate Proposals.

### **23. Group borrowings and Debt Securities**

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

	<b>Short-term RM</b>	<b>Long-term RM</b>
Term loans	30,726,379	275,902,136
Revolving credit	9,000,000	-
Hire purchase	1,098,639	487,921
<b>TOTAL</b>	<b><u>40,825,018</u></b>	<b><u>276,390,057</u></b>

### **24. Material Litigation**

There is no pending material litigation since the last annual balance sheet date of 31<sup>st</sup> December 2013.

### **25. Dividends Payable**

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

## 26. Earnings Per Share

### a. Basic earnings per share

	<b>3 months ended 30.09.2014 RM</b>	<b>9 months ended 30.09.2014 RM</b>
Profit attributable to owners of the Parent	5,483,667	16,500,341
Weighted average number of ordinary shares in issue	72,815,856	72,815,856
Basic earnings per share (sen)	7.53	22.65

### b. Diluted earnings per share

Not applicable.

## 27. Disclosure of Realised and Unrealised Retained Earnings

	<b>As at 30 September 2014 RM'000</b>	<b>As at 31 December 2013 RM'000</b>
Total retained earnings of the Company and subsidiaries:		
-Realised	186,048	173,144
-Unrealised	697	2,197
Total retained earnings	186,745	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 16<sup>th</sup> November 2014.