# **KrisAssets Holdings Berhad** (24123-H) (Incorporated in Malaysia)

## **Interim Financial Report** for the 3-month ended 30 September 2012

### **Contents**

	Page
Condensed Consolidated Statement of Comprehensive Income	1
Condensed Consolidated Statement of Financial Position	2-3
Condensed Consolidated Statement of Changes in Equity	4-5
Condensed Consolidated Cash Flow Statement	6
Explanatory Notes to the Interim Financial Statements:	
M1 - Basis of preparation	7
M2 – Auditors' report on preceding annual financial statements	7
M3 – Seasonality or cyclicality factors	7
M4 – Significant unusual items	7
M5 – Material changes in estimates	8
M6 – Capital management: debt and equity securities	8
M7 – Dividends paid	8
M8 – Segment reporting	9
M9 – Valuations	9
M10 – Material events subsequent to the end of the interim period	9
M11 – Changes in the composition of the Group	9
M12 – Contingent liabilities and contingent assets	9
K1 – Review of performance	10
K2 – Comparison with immediate preceding quarter	10
K3 – Prospects for 2012	11
K4 – Profit forecast/profit guarantee	11
K5 – Tax	11
K6 – Unquoted investments and properties	11
K7 – Quoted securities	11
K8 – Corporate proposals	12
K9 – Group borrowings and debt securities	13
K10 – Financial instruments	13
K11 – Material litigation	13
K12 – Dividend	13
K13 – Earnings per share	13
K14 – Realised and unrealised retained earnings	14
K15 – Authorised for issue	14

#### **Notes:**

M1 to M12 are explanatory notes in accordance with MFRS 134 and IAS 34.

K1 to K15 are explanatory notes in accordance with paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

(Incorporated in Malaysia)

#### **Condensed Consolidated Statement of Comprehensive Income**

(The figures have not been audited)

(The figures have not been audited)	Individua Current Year Quarter 30.09.2012 RM' 000	Preceding Year Corresponding Quarter 30.09.2011 RM' 000	Cumulativ Current Year To Date 30.09.2012 RM' 000	Preceding Year Corresponding Period 30.09.2011 RM' 000
Revenue	84,629	90,867	276,510	273,131
Cost of sales	(36,233)	(25,577)	(84,998)	(83,389)
Gross profit	48,396	65,290	191,512	189,742
Other income	1,690	2,096	5,744	7,102
Fair value gain on investment properties	-	25,000	1,296,523	80,000
Gain on disposal of investment properties	819,302	-	819,302	-
Fair value gain on assets held for sale	327,600	-	327,600	
Interest income	1,673	1,844	5,820	5,408
Administrative expenses	(6,410)	(4,011)	(20,753)	(20,413)
Profit from operations	1,192,251	90,219	2,625,748	261,839
Finance costs	(13,634)	(10,144)	(33,030)	(29,595)
Profit before tax	1,178,617	80,075	2,592,718	232,244
Tax expense	(54,781)	(21,978)	(87,055)	(61,432)
Profit for the period from continuing operations	1,123,836	58,097	2,505,663	170,812
Profit for the period	1,123,836	58,097	2,505,663	170,812
Other comprehensive income				
Total comprehensive income for the period	1,123,836	58,097	2,505,663	170,812
Profit attributable to:				
Owners of the Parent	1,123,836	58,097	2,505,663	170,812
Earnings per share				
- basic (sen)	215.72	13.30	480.95	39.10
- diluted (sen)	215.72	13.09	480.95	37.32
Total comprehensive income attributable to:				
Owners of the Parent	1,123,836	58,097	2,505,663	170,812

The disposals of Mid Valley Megamall and The Gardens Mall together with the related assets were completed on 20 September 2012. The financial results for the current quarter refer to 2 months and 19 days period from 1 July 2012 to 19 September 2012.

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2011 and the accompanying notes attached to the interim financial statements.

## KrisAssets Holdings Berhad (24123-H) (Incorporated in Malaysia)

## **Condensed Consolidated Statement of Financial Position**

(The figures have not been audited)

	As at	As at	As at
	30.09.2012	31.12.2011	01.01.2011
	RM '000	RM '000	RM '000
ASSETS			
Non-current assets			
Property, plant and equipment	-	16,162	17,269
Investment property	-	3,290,000	2,740,000
Deposits with licensed banks		1,983	1,924
Current assets	<del></del>	3,308,145	2,759,193
Assets held for sale	3,740,100	_	_
Trade and other receivables	11,736	25,439	23,558
Amounts owing by other related companies	6,208	4,025	9,700
Tax recoverable	838	809	9,177
Deposits with licensed banks	1,726,808	80,955	18 <i>7</i> ,531
Cash and bank balances	14,169	18,281	34,239
	5,499,859	129,509	264,205
TOTAL ASSETS	5,499,859	3,437,654	3,023,398
EQUITY AND LIABILITIES			
Equity attributable to owners of the Parent	F20 077	440, 422	420.206
Share capital Redeemable preference shares	520,977	440,432	430,386
•	- 766,803	- E47.660	250,000 532,046
Share premium Treasury shares	700,003	547,669 (220)	(220)
Capital redemption reserve	4,193	4,093	293
Retained earnings	4,133	7,055	233
- realised	1,462,938	97,600	42,506
- unrealised	-	334,682	244,682
Current year profit		33 .,002	2,002
- realised	2,505,663	142,978	124,666
- unrealised	· · · -	412,500	90,000
	5,260,574	1,979,734	1,714,359
Other reserve		14,628	565
Total equity	5,260,574	1,994,362	1,714,924
NI de l'Ale			
Non-current liabilities		170,000	220,000
Fixed term loans Red eemable secured bonds	-	170,000 200,000	230,000 150,000
Redeemable convertible secured bonds	-	253,013	150,000
Financial liabilities at amortised cost	- -	35,480	30,728
Deferred taxation	-	560.995	407.351
		1,219,488	818,079
Current liabilities		, ,	,
Trade and other payables	86,258	104,004	104,820
Amounts owing to holding & other related companies	75,178	10,296	266,725
Fixed term loans	-	60,000	60,000
Revolving credit	-	40,000	-
Redeemable secured bonds	-	-	50,000
Deferred taxation	64,000	-	-
Taxation	13,849	9,504	8,850
T 4 10 190	239,285	223,804	490,395
Total liabilities TOTAL EQUITY AND LIABILITIES	239,285 5,499,859	1,443,292 3,437,654	1,308,474 3,023,398
TOTAL EQUITE AND LIABILITIES	5,477,057	3,43/,034	3,023,398
Net assets per share	10.10	4.49	3.98
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(Incorporated in Malaysia)

#### **Condensed Consolidated Statement of Financial Position (continued)**

(The figures have not been audited)

Assets held for sale are units in IGB Real Estate Investment Trust ("IGB REIT") held by Mid Valley City Sdn Bhd ("MVC") arising from the disposal of Mid Valley Megamall to IGB REIT. IGB REIT's results have not been consolidated for the financial period ended 30 September 2012 as the holding of IGB REIT units by MVC was short term and all IGB REIT units were distributed to KrisAssets Holdings Berhad ("KrisAssets") and subsequently to entitled shareholders of KrisAssets on 19 October 2012.

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2011 and the accompanying notes attached to the interim financial statements.

## KrisAssets Holdings Berhad (24123-H) (Incorporated in Malaysia)

## **Condensed Consolidated Statement of Changes in Equity** (The figures have not been audited)

I		A1	ttributable to	owners of the P	arent		I		
	Issued and fully shares of	paid ordinary RM1.00 each							
	Number of shares '000	Nominal value RM '000	Treasury shares RM '000	Share premium RM '000	Capital redemption reserve RM '000	Retained earnings RM '000	Total RM'000	Other reserve RM'000	Total equity RM '000
As at 1 January 2012	440,432	440,432	(220)	547,669	4,093	987,760	1,979,734	14,628	1,994,362
Transferred of deferred tax liabilities to retained earnings (effects of adopting MFRS 112)	-	-	-	-	-	531,371	531,371	-	531,371
Restated balance	440,432	440,432	(220)	547,669	4,093	1,519,131	2,511,105	14,628	2,525,733
Total comprehensive income for the period Conversion of redeemable	-	-	-	-	-	2,505,663	2,505,663	-	2,505,663
convertible secured bonds	80,645	80,645	-	219,354	-	(23,168)	276,831	(14,628)	262,203
Cancellation of treasury shares	(100)	(100)	220	(220)	100	-	-	-	-
Dividend	-	-	-	-	-	(33,025)	(33,025)	-	(33,025)
As at 30 September 2012	520,977	520,977	-	766,803	4,193	3,968,601	5,260,574	-	5,260,574

There was no dividend proposed and declared for the current quarter ended 30 September 2012.

(Incorporated in Malaysia)

### **Condensed Consolidated Statement of Changes in Equity (Restated)**

(The figures have not been audited)

	]		Attribut	table to owner	rs of the Parent			I			
	Issued and fully p	aid ordinary									
	shares of R	M1.00 each									
			Redeemable			Capital					
	Number of	Nominal	preference	Treasury	Share	redemption	Retained		Warrants	Other	Total
	shares	value	shares	shares	premium	reserve	earnings	Total	reserve	reserve	equity
	'000	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000	RM'000	RM'000	RM'000	RM '000
As at 1 January 2011 Total comprehensive	430,386	430,386	250,000	(220)	532,046	293	501,854	1,714,359	565	-	1,714,924
income for the period Issuance of redeemable	-	-	-	-	-	-	170,812	170,812	-	-	170,812
convertible secured bonds	-	-	-	-	-	-	-	-	-	14,628	14,628
Redemption of RPS	-	-	(250,000)	-	-	3,800	(3,800)	(250,000)	-	-	(250,000)
Exercise of warrants	10,046	10,046	-	-	15,623	-	11	25,680	(565)	-	25,115
Dividend		-	-	-	-	-	(32,756)	(32,756)	-	-	(32,756)
As at 30 September 2011	440,432	440,432	-	(220)	547,669	4,093	636,121	1,628,095	-	14,628	1,642,723

There was no dvidend proposed and declared for the quarter ended 30 September 2011.

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2011 and the accompanying notes attached to the interim financial statements.

(Incorporated in Malaysia)

#### **Condensed Consolidated Cash Flow Statement**

(The figures have not been audited)

	9 months ended 30.09.2012 RM'000	9 months ended 30.09.2011 RM'000
Operating activities		
Profit before tax	2,592,718	232,244
Adjustment for non-cash flow items:		
Noncash items	(2,441,750)	(79,497)
Non-operating items (which are investing or financing)	27,210	24,187
Operating profit before changes in working capital	178,178	176,934
Net change in current assets	11,520	4,917
Net change in current liabilities	(2,584)	(35,214)
Cash flow from operations	187,114	146,637
Income taxes	(43,487)	(22,894)
Net cash generated from operating activities	143,627	123,743
Investing activities		
Purchase of property, plant & equipment	-	(559)
Proceeds from disposal of investment properties	2,050,059	-
Acquisition of subsidiary	-	(215,455)
Interest received	5,820	3,354
Net cash generated from/(used in) investing activities	2,055,879	(212,660)
Financing activities		
Repayment of redeemable secured bonds	(200,000)	-
Redemption of redeemable preference shares	-	(250,000)
Proceeds from issuance of redeemable convertible secured bands	-	267,790
Repayment of fixed term loans	(230,000)	-
Repayment of revolving credit	(40,000)	(10,000)
Proceeds fram exercise of warrants	-	25,115
Interest paid	(23,698)	(29,848)
Dividend paid for ordinary shares	(66,050)	(65,027)
Net cash (used in)/generated from financing activities	(559,748)	(61,970)
Net increase in cash and cash equivalents	1,639,758	(150,887)
Cash and cash equivalents at beginning of period	101,219	223,694
Cash and cash equivalents at end of period	1,740,977	72,807

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the financial year ended 31 December 2011 and the accompanying notes attached to the interim financial statements.

(Incorporated in Malaysia)

## Explanatory Notes to the Interim Financial Statements for the 3-month ended 30 September 2012

#### M1 Basis of preparation

This Interim Financial Report is unaudited and has been prepared in accordance with the requirements of Malaysian Financial Reporting Standard (MFRS) 134 "Interim Financial Reporting" issued by Malaysian Accounting Standards Board and International Accounting Standards (IAS) 34 "Interim Financial Reporting" issued by International Accounting Standards Board and paragraph 9.22 together with Part A, Appendix 9B of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This Interim Financial Report should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2011. The accounting policies and methods of computation adopted in this Interim Financial Report are consistent with those adopted in the Group's audited financial statements for the financial year ended 31 December 2011 except for the following:

MFRS 10 Consolidated financial statements

MFRS 13 Fair value measurement
MFRS 124 (revised) Related party disclosures
MFRS 127 (revised) Separate financial statements

Amendment to MFRS 101 Presentation of items of other comprehensive income

Amendment to MFRS 112 Income taxes

This Interim Financial Report formed a 3-month period covered by MFRS framework for annual financial statements ("MFRS Framework"). The MFRS 1, "First-time Adoption of Malaysian Financial Reporting Standards", has been adopted in the transition to the MFRS Framework on 1 January 2012. Save as disclosed in this Interim Financial Report, the adoption of the revised MFRSs and Amendments to MFRSs that are applicable to the Group and effective from 1 January 2012 has no material effect to the Group's financial statements of the current financial year or the comparative financial statements of the preceding financial year.

#### M2 Auditors' report on preceding annual financial statements

The auditors' report of the Group's annual financial statements for the financial year ended 31 December 2011 was not subject to any audit qualification.

#### M3 Seasonality or cyclicality factors

Not applicable.

#### M4 Significant unusual items

There were no significant unusual items that affect the assets, liabilities, equity, net income or cash flows during the current financial period except as disclosed in this Interim Financial Report.

(Incorporated in Malaysia)

#### M5 Material changes in estimates

Not applicable.

#### M6 Capital management: debt and equity securities

The overall objective of capital management is to create a more efficient or optimal capital structure. This would enable continuing operations to be run as going concern whilst providing fair returns to stakeholders such as holders of ordinary shares as well as bonds in the Group.

Save as disclosed below, there were no issuance and repayment of debt and equity securities, share buy-backs, share cancellations and resale of treasury shares for the current financial quarter and year-to-date.

- (i) Redemption of RM200 million redeemable secured bonds issued by Mid Valley Capital Sdn Bhd on 20 September 2012;
- (ii) Conversion of RM300 million nominal value redeemable convertible secured bonds issued by the Company into 80,645,160 ordinary shares on 19 September 2012 at the conversion price of RM3.72 per share;
- (iii) Repayment of RM230 million fixed term loans by Mid Valley City Gardens Sdn Bhd on 20 September 2012;
- (iv) Repayment of RM40 million revolving credits by Mid Valley City Gardens Sdn Bhd on 20 September 2012; and
- (v) Cancellation of the Company's 100,000 treasury shares on 18 September 2012.

#### M7 Dividends paid

The following dividends were declared or paid during the current financial year-to-date:

(i) Interim dividend for the financial year	31.12.2011
Approved and declared on	22.11.2011
Date paid	20.01.2012
Number of ordinary shares on which dividends were paid ('000)	440,332
Amount per share (single-tier) (sen)	7.5
Net dividend paid (RM'000)	33,025
(ii) Interim dividend for the financial year	31.12.2011
Approved and declared on	21.02.2012
Date paid	30.03.2012
Number of ordinary shares on which dividends were paid ('000)	440,332
Amount per share (single-tier) (sen)	7.5
Net dividend paid (RM'000)	33,025

(Incorporated in Malaysia)

#### M8 Segment reporting

Not applicable.

#### M9 Valuations

The Group had disposed-off its investment properties, i.e. Mid Valley Megamall and The Gardens Mall together with related assets on 20 September 2012 thus revaluation is not required for the financial period ended 30 September 2012.

Save as disclosed above, the carrying values of property, plant and equipment have been brought forward without material changes from the audited financial statements for the financial year ended 31 December 2011.

#### M10 Material events subsequent to the end of the interim period

Save as disclosed in Section K8 (Corporate Proposals), there were no material events subsequent to the end of the interim period up to the date of this Interim Financial Report.

#### M11 Changes in the composition of the Group

There were no changes in the composition of the Group for the current financial quarter and year-to-date

#### M12 Contingent liabilities and contingent assets

There were no contingent liabilities or contingent assets as at the date of this Interim Financial Report.

(Incorporated in Malaysia)

#### K1 Review of performance

For the current quarter ended 30 September 2012, the Group's revenue, reflecting mainly the operations of Mid Valley Megamall and The Gardens Mall, decreased by 6.93% to RM84.6 million, compared with RM90.9 million in the corresponding quarter in 2011. This was mainly due to completion of disposal of Mid Valley Megamall and The Gardens Mall on 20 September 2012.

The Group recorded a pre-tax profit of RM1,178.6 million, representing 14.71 times higher, compared with pre-tax profit of RM80.1 million in the corresponding quarter in 2011. This was mainly due to gain on disposal of investment properties in current quarter.

Excluding the impact of disposal of investment properties, the Group would have recorded a total revenue (inclusive of 11-day revenue recorded by IGB REIT) of RM96.8 million, representing 6.49% increase, compared with revenue of RM90.9 million in the corresponding quarter in 2011. This was mainly due to higher total rental income in current quarter.

Excluding the impact of disposal of investment properties, fair value gain on investment properties and fair value gain on assets held for sale, the Group recorded pre-tax profit of RM40.7 million, representing 26.13% decrease, compared with pre-tax profit of RM55.1 million in the corresponding quarter in 2011. This was mainly due to higher finance and property maintenance/upgrade costs in current quarter.

#### K2 Comparison with immediate preceding quarter

For the current quarter ended 30 September 2012, the Group's revenue was RM84.6 million, representing 13.05% decrease over the immediate preceding quarter ended 30 June 2012 of RM97.3 million. This was mainly due to completion of disposal of Mid Valley Megamall and The Gardens Mall on 20 September 2012.

The Group recorded a pre-tax profit for the current quarter ended 30 September 2012 of RM1,178.6 million, approximately 20.57 times higher, compared with pre-tax profit of RM57.3 million in the immediate preceding quarter. This was mainly due to gain on disposal of investment properties in current quarter.

Excluding the impact of disposal of investment properties, the Group would have recorded a total revenue (inclusive of 11-day revenue recorded by IGB REIT) of RM96.8 million, representing 0.51% decrease, compared with revenue of RM97.3 million in the immediate preceding quarter. This was mainly due to lower total rental income in current quarter.

Excluding the impact of disposal of investment properties, fair value gain on investment properties and fair value gain on assets held for sale, the Group recorded pre-tax profit of RM40.7 million, representing 28.97% increase, compared with pre-tax profit of RM57.3 million in the immediate preceding quarter. This was mainly due to higher finance and property maintenance/upgrade costs in current quarter.

(Incorporated in Malaysia)

#### K3 Prospects for 2012

Not applicable.

#### K4 Profit forecast/profit guarantee

Not applicable.

#### K5 Tax

Current quarter ended 30.09.2012 RM '000	Current year-to-date ended 30.09.2012 RM '000
54,781	86,614
	441
54,781	87,055
	ended 30.09.2012 RM '000 54,781

The effective tax rate for the current financial year-to-date is lower than the statutory tax rate mainly due to recognition of fair value gain on investment properties which is non-taxable under the Malaysian income tax pursuant to MFRS 112.

#### **K6** Unquoted investments and properties

Save for the disposal of Mid Valley Megamall and The Gardens Mall together with related assets, there was no sale of unquoted investments or properties for the current financial quarter and year-to-date.

#### K7 Quoted securities

Save for the cancellation of the Company's 100,000 treasury shares on 18 September 2012, there was no purchase or disposal of quoted securities for the current financial quarter and year-to-date.

#### **K8** Corporate proposals

Save as disclosed below, there were no corporate proposals announced but not completed as at the date of this Interim Financial Report.

(a) On 16 April 2012, on behalf of the Board of Directors of IGB Corporation Berhad ("IGB") and the Company, CIMB Investment Bank Berhad and Hong Leong Investment Bank Berhad ("Joint Principal Advisers" or "JPA") announced that IGB proposed to establish and list a real estate investment trust on the Main Market of Bursa Securities, which comprised of Mid Valley Megamall and The Gardens Mall ("IGB REIT").

On 11 May 2012, the JPA announced the following proposals on behalf of the Board of Directors of the Company:

- (i) Proposed disposal of Mid Valley Megamall and The Gardens Mall together with related assets for a total purchase consideration of RM4,612.6 million to be satisfied via proposed issuance of 3,400 million units in IGB REIT and balance in cash ("Disposal");
- (ii) Proposed offer for sale by MVCG of 670 million units in IGB REIT via an initial public offering;
- (iii) Proposed distribution by the Company of 2,730 million units in IGB REIT and remaining cash proceeds from proposals (i) & (ii) above to entitled shareholders of the Company at an entitlement date to be determined and announced later ("Distribution-In-Specie"); and
- (iv) Proposed amendments to the Memorandum and Articles of Association of the Company to alter the par value of ordinary shares from RM1.00 to RM0.02 to facilitate a proposed capital reduction and repayment.

Please refer to the announcement dated 11 May 2012 for further details of the corporate proposals.

On 14 May 2012, the application for the Distribution-In-Specie was submitted by the JPA to the Securities Commission ("SC") and SC had in its letter dated 8 June 2012 approved the application.

On 26 July 2012, on behalf of the Board of Directors of the Company, the JPA announced that the Vendors (together with Mid Valley City Developments Sdn Bhd as the registered land proprietor and a wholly-owned subsidiary of IGB in the case of The Gardens Mall and The Gardens Mall Related Assets) had entered into the respective Sale and Purchase Agreements with AmTrustee Berhad (on behalf of IGB REIT) for the Disposal at a total consideration of RM4,612.6 million.

The Disposal was completed on 20 September 2012.

(b) On 21 September 2012, on behalf of the Board of Directors of the Company, the JPA announced that a total of up to 2,730 million units in IGB REIT pursuant to the Distribution-In-Specie would be declared to the entitled shareholders of the Company on the basis of 524 units in IGB REIT for 100 ordinary shares of RM1.00 each in the Company held on 5 October 2012.

The Distribution-In-Specie was completed on 19 October 2012.

(Incorporated in Malaysia)

#### **K9** Group borrowings and debt securities

There were no borrowings and debt securities as at 30 September 2012.

#### **K10** Financial instruments

The Group does not have any off-balance sheet financial instruments. With the adoption of MFRS 139, off-balance sheet financial instruments, if any, will be recognised on the statement of financial position.

#### K11 Material litigation

The Board is not aware of any pending material litigation as at the date of this Interim Financial Report.

#### K12 Proposed dividend

Two (2) single-tier interim dividends of 7.5 sen per ordinary share each for the financial year ended 31 December 2011 were paid on 20 January 2012 and 30 March 2012. No dividend is declared for the current quarter ended 30 September 2012.

In addition, the Board of Directors has approved a single-tier interim dividend of 28.8 sen per ordinary share for the financial year ending 31 December 2012, to be payable on 28 December 2012 to every member who is entitled to receive the single-tier interim dividend as at 4.00 p.m. on 12 December 2012.

#### K13 Earnings per share

		Current quarter ended 30.09.2012	Preceding quarter ended 30.09.2011	Current year-to-date ended 30.09.2012	Preceding year-to-date ended 30.09.2011
Profit for the period	RM'000	1,123,836	58,097	2,505,663	170,812
Weighted average number of ordinary shares in issue Basic earnings per share	'000 sen	520,977 215.72	436,882 13.30	520,977 480.95	436,882 39.10
Weighted average number of ordinary shares in issue Adjustments for Convertible Bonds	'000'	520,977 -	436,882 6,951	520,977	436,882
Weighted average number of ordinary shares in issue for diluted earnings per share Diluted earnings per share	'000 sen	520,977 215.72	443,833 13.09	520,977 480.95	457,736 37.32

(Incorporated in Malaysia)

### K14 Realised and unrealised retained earnings

	As at	As at
	30.09.2012	31.12.2011
	RM'000	RM'000
Total retained earnings		
(Company and subsidiaries)		
- realised	3,968,601	240,578
- unrealised	-	747,182
Total group retained earnings as per consolidated		
financial statements	3,968,601	987,760

#### K15 Authorised for issue

This Interim Financial Report was approved by the Board of Directors at its meeting held on 27 November 2012.