# Puncak Niaga Holdings Berhad (416087-U) Unaudited Fourth Quarterly Financial Statements Ended 31 December 2015 Condensed Consolidated Statement of Profit or Loss

		INDIVIDUA	AL QUARTER	CUMULATI	/E QUARTER
		Current Year Quarter	Preceding Year Corresponding Quarter	Current Year To date	Preceding Year Corresponding Period
		3 mont	ths ended	12 mont	ths ended
		31.12.2015	31.12.2014	31.12.2015	31.12.2014
	Note	RM'000	RM'000	RM'000	RM'000
Continuing operations		Unaudited	Unaudited	Unaudited	Audited
Revenue	A14(a)	13,519	241,649	188,694	606,635
Other income		24,652	14,017	77,966	36,113
Operating costs		(147,209)	(222,532)	(381,856)	(622,359)
Depreciation and amortisation expenses		(6,700)	(3,150)	(21,214)	(11,161)
(Loss)/Profit from operations		(115,738)	29,984	(136,410)	9,228
Finance costs		(3,820)	(3,339)	(15,942)	(18,067)
Share of results of associates		(1)	-	(3)	(1)
Share of results of joint venture		37	-	(75)	(44)
(Loss)/Profit before tax		(119,522)	26,645	(152,430)	(8,884)
Tax credit/(expenses)	B5	19,797	(4,076)	17,160	1,659
(Loss)/Profit net of tax from continuing op	erations	(99,725)	22,569	(135,270)	(7,225)
<b>Discontinued operations</b> Profit net of tax from discontinued operations	A15	(1,829)	58,842	198,328	255,177
(Loss)/Profit net of tax	-	(101,554)	81,411	63,058	247,952
Attributable to:		(101,004)	01,411	03,000	247,332
Owners of the parent		(99,725)	81,700	65,576	248,383
Non-controlling interests		(1,829)	(289)	(2,518)	(431)
(Loss)/Profit net of tax		(101,554)	81,411	63,058	247,952
		sen	sen	sen	sen
Basic (loss)/earnings per share attributable to owners of the parent:	<b>e</b> B11				
continuing operations		(22.84)	5.53	(31.56)	(1.66)
discontinued operations		(0.43)	14.23	47.14	62.17
		(23.27)	19.76	15.58	60.51

(The Condensed Consolidated Statement of Profit or Loss should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.)

# Puncak Niaga Holdings Berhad (416087-U) Unaudited Fourth Quarterly Financial Statements Ended 31 December 2015 <u>Condensed Consolidated Statement of Comprehensive Income</u>

Current Year QuarterPreceding Year Corresponding QuarterCurrent Year Corresponding QuarterPreceding Year To datePreceding Year Corresponding Period3 monthsanonthsanonthsended12 months12 months931.12.201531.12.201431.12.201431.12.201531.12.201431.12.2014RM000RM000RM000RM000RM000RM000UnauditedUnauditedUnauditedUnauditedAudited(Loss)/Profit net of tax(101,554)81.41163.058247,952Other Comprehensive (loss)/income:Items that may be subsequently reclassified to profit or loss(106)33-213Foreign currency translation(10,972)(8,199)1,416(5,453)Net fair value difference of short-term investment(106)33-213Available-for-sale financial assets reclassified to profit or loss(242)-(242)-Item that may not be subsequently reclassified to profit or loss(112,874)123,87664,232293,343Total comprehensive (loss)/income(111,115)124,04566,448293,103Non-controlling interests(111,759)(169)(2,216)240(111,874)123,87664,232293,343		INDIVIDUA	INDIVIDUAL QUARTER		VE QUARTER
QuarterPeriod3 months ended3 months ended12 months ended31.12.201531.12.201431.12.201531.12.2014RM000RM000RM000RM000RM000UnauditedUnauditedUnauditedAudited(Loss)/Profit net of tax(101,554)81,41163,058247,952Other Comprehensive (loss)/income:Items that may be subsequently reclassified to profit or lossItems that may be subsequently reclassified to profit or loss14.16(5,453)Foreign currency translation(10,972)(8,199)1,416(5,453)Net fair value difference of short-term investment(106)33-213Available-for-sale financial assets reclassified to profit or loss(242)-(242)-Item that may not be subsequently reclassified to profit or loss(112,874)123,87664,232293,343Total comprehensive (loss)/income(111,115)124,04566,448293,103Non-controlling interests(1,759)(169)(2,216)240		Current Year	Preceding Year	Current Year	Preceding Year
3 months ended         12 months ended           31.12.2015         31.12.2014         31.12.2015         31.12.2014           RM'000         RM'000         RM'000         RM'000           Unaudited         Unaudited         Unaudited         Audited           (Loss)/Profit net of tax         (101,554)         81,411         63,058         247,952           Other Comprehensive (loss)/income:         Items that may be subsequently reclassified to profit or loss         Foreign currency translation         (10,972)         (8,199)         1,416         (5,453)           Net fair value difference of short-term investment         (106)         33         -         213           Available-for-sale financial assets reclassified to profit or loss         (242)         -         (242)         -           Item that may not be subsequently reclassified to profit or loss         -         50,631         -         50,631           Total comprehensive (loss)/income         (112,874)         123,876         64,232         293,343           Total comprehensive (loss)/income attributable to:         Covners of the parent         (111,115)         124,045         66,448         293,103           Non-controlling interests         (1,759)         (169)         (2,216)         240		Quarter	Corresponding	To date	Corresponding
31.12.2015 RM'000 Unaudited31.12.2014 RM'000 Unaudited31.12.2014 RM'000 Unaudited31.12.2014 RM'000 Audited(Loss)/Profit net of tax(101,554)81,41163,058247,952Other Comprehensive (loss)/income: </th <th></th> <th></th> <th>Quarter</th> <th></th> <th>Period</th>			Quarter		Period
RM000 UnauditedRM000 UnauditedRM000 UnauditedRM000 Audited(Loss)/Profit net of tax(101,554)81,41163,058247,952Other Comprehensive (loss)/income: </th <th></th> <th>3 mont</th> <th>hs ended</th> <th>12 mon</th> <th>ths ended</th>		3 mont	hs ended	12 mon	ths ended
UnauditedUnauditedUnauditedUnauditedAudited(Loss)/Profit net of tax(101,554)81,41163,058247,952Other Comprehensive (loss)/income: </th <th></th> <th>31.12.2015</th> <th>31.12.2014</th> <th>31.12.2015</th> <th>31.12.2014</th>		31.12.2015	31.12.2014	31.12.2015	31.12.2014
(Loss)/Profit net of tax(101,554)81,41163,058247,952Other Comprehensive (loss)/income:Items that may be subsequently reclassified to profit or lossForeign currency translation(10,972)(8,199)1,416(5,453)Net fair value difference of short-term investment(106)33-213Available-for-sale financial assets reclassified to profit or loss(242)-(242)-Item that may not be subsequently reclassified to profit or loss-50,631-50,631Realisation of revaluation reserves-50,631-50,631Total comprehensive (loss)/income(112,874)123,87664,232293,343Comprehensive (loss)/incomeUmber of the parent(111,115)124,04566,448293,103Non-controlling interests(1,759)(169)(2,216)240		RM'000	RM'000	RM'000	RM'000
Other Comprehensive (loss)/income:         Items that may be subsequently reclassified to profit or loss         Foreign currency translation       (10,972)       (8,199)       1,416       (5,453)         Net fair value difference of short-term investment       (106)       33       -       213         Available-for-sale financial assets reclassified to profit or loss       (242)       -       (242)       -         Item that may not be subsequently reclassified to profit or loss       (242)       -       50,631       -       50,631         Total comprehensive (loss)/income       (112,874)       123,876       64,232       293,343         Total comprehensive (loss)/income attributable to:       0wners of the parent       (111,115)       124,045       66,448       293,103         Non-controlling interests       (1,759)       (169)       (2,216)       240		Unaudited	Unaudited	Unaudited	Audited
Items that may be subsequently reclassified to profit or lossForeign currency translation(10,972)(8,199)1,416(5,453)Net fair value difference of short-term investment(106)33-213Available-for-sale financial assets reclassified to profit or loss(242)-(242)-Item that may not be subsequently reclassified to profit or loss-50,631-50,631Realisation of revaluation reserves-50,631-50,631Total comprehensive (loss)/income(112,874)123,87664,232293,343Mon-controlling interests(111,115)124,04566,448293,103Non-controlling interests(1,759)(169)(2,216)240	(Loss)/Profit net of tax	(101,554)	81,411	63,058	247,952
profit or lossForeign currency translation(10,972)(8,199)1,416(5,453)Net fair value difference of short-term investment(106)33-213Available-for-sale financial assets reclassified to profit or loss(242)-(242)-Item that may not be subsequently reclassified to profit or loss Realisation of revaluation reserves-50,631-50,631Total comprehensive (loss)/income(112,874)123,87664,232293,343Total comprehensive (loss)/income attributable to: Owners of the parent Non-controlling interests(111,115)124,04566,448293,103Non-controlling interests(1,759)(169)(2,216)240	Other Comprehensive (loss)/income:				
Net fair value difference of short-term investment(106)33-213Available-for-sale financial assets reclassified to profit or loss(242)-(242)-Item that may not be subsequently reclassified to profit or loss Realisation of revaluation reserves-50,631-50,631Total comprehensive (loss)/income(112,874)123,87664,232293,343Total comprehensive (loss)/income attributable to: Owners of the parent Non-controlling interests(111,115)124,04566,448293,103Non-controlling interests(1,759)(169)(2,216)240					
Available-for-sale financial assets reclassified to profit or loss(242)-(242)-Item that may not be subsequently reclassified to profit or loss Realisation of revaluation reserves-50,631-50,631Total comprehensive (loss)/income(112,874)123,87664,232293,343Total comprehensive (loss)/income attributable to: Owners of the parent Non-controlling interests(111,115)124,04566,448293,103Non-controlling interests(117,59)(169)(2,216)240	Foreign currency translation	(10,972)	(8,199)	1,416	(5,453)
Item that may not be subsequently reclassified to profit or loss Realisation of revaluation reserves-50,631-50,631Total comprehensive (loss)/income(112,874)123,87664,232293,343Total comprehensive (loss)/income attributable to: Owners of the parent Non-controlling interests(111,115)124,04566,448293,103Non-controlling interests(1,759)(169)(2,216)240	Net fair value difference of short-term investment	(106)	33	-	213
profit or loss Realisation of revaluation reserves-50,631-50,631Total comprehensive (loss)/income(112,874)123,87664,232293,343Total comprehensive (loss)/income attributable to: Owners of the parent(111,115)124,04566,448293,103Non-controlling interests(112,579)(169)(2,216)240	Available-for-sale financial assets reclassified to profit or loss	(242)	-	(242)	-
Total comprehensive (loss)/income         (112,874)         123,876         64,232         293,343           Total comprehensive (loss)/income attributable to:         0wners of the parent         (111,115)         124,045         66,448         293,103           Non-controlling interests         (1,759)         (169)         (2,216)         240					
Total comprehensive (loss)/income attributable to:           Owners of the parent         (111,115)         124,045         66,448         293,103           Non-controlling interests         (1,759)         (169)         (2,216)         240	Realisation of revaluation reserves	-	50,631	-	50,631
Owners of the parent         (111,115)         124,045         66,448         293,103           Non-controlling interests         (1,759)         (169)         (2,216)         240	Total comprehensive (loss)/income	(112,874)	123,876	64,232	293,343
Owners of the parent         (111,115)         124,045         66,448         293,103           Non-controlling interests         (1,759)         (169)         (2,216)         240					
Non-controlling interests (1,759) (169) (2,216) 240	Total comprehensive (loss)/income attributable to:				
	Owners of the parent	(111,115)	124,045	66,448	293,103
(112,874) 123,876 64,232 293,343	Non-controlling interests	(1,759)	(169)	(2,216)	240
		(112,874)	123,876	64,232	293,343

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.)

# Puncak Niaga Holdings Berhad (416087-U) Unaudited Fourth Quarterly Financial Statements Ended 31 December 2015 Condensed Consolidated Statement of Financial Position

	Note	As at 31.12.2015 RM'000 Unaudited	As at 31.12.2014 RM'000 Audited
ASSETS			
Non-current assets			
Property, plant and equipment	A10	195,194	244,414
Investment properties	A10	181,557	181,495
Service concession assets		61,203	64,512
Investment in associates		2	46
Investment in joint venture Goodwill		739 1,249	814 26,351
Deferred tax assets		25,722	18,227
			10,227
		465,666	535,859
Current assets			
Inventories		106	1,211
Trade and other receivables		97,063	239,318
Short-term investments		922,146	10,269
Tax recoverable Cash and bank balances		2,433 378,549	6,799 446,347
Cash and bank balances		· · · · · · · · · · · · · · · · · · ·	
Assets classified as held for sale	A15	1,400,297	703,944
Assets classified as field for sale	ATS		3,618,098
		1,400,297	4,322,042
TOTAL ASSETS		1,865,963	4,857,901
Equity and liabilities			
Equity attributable to equity owners of the parent			
Share capital		449,284	415,960
Reserves		1,235,057	1,665,929
Treasury shares		(5,941)	(5,941)
Shareholders' equity		1,678,400	2,075,948
Non-controlling interest		(4,183)	(1,967)
Total equity		1,674,217	2,073,981
Non-current liabilities			
Loans and borrowings	B7	31,979	191,380
Trade and other payables		-	150
Deferred tax liabilities		9,720	21,235
		41,699	212,765
Current liabilities			
Loans and borrowings	B7	39,203	29,981
Trade and other payables		110,700	269,518
Tax payable		144	306
		150,047	299,805
Liabilities classified as held for sale	A15	-	2,271,350
		150,047	2,571,155
Total liabilities		191,746	2,783,920
TOTAL EQUITY AND LIABILITIES		1,865,963	4,857,901
Net assets per share attributable to owners of the parent (RM)		3.75	5.02

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.)

#### Puncak Niaga Holdings Berhad (416087-U) Unaudited Fourth Quarterly Financial Statements Ended 31 December 2015 Condensed Consolidated Statement of Changes in Equity

	I		No								
			INOI	n-distributable			I	Distributable			
Share Note <u>Capital</u> RM'000	Share Premium RM'000	Treasury Shares RM'000	Foreign Currency Translation <u>Reserves</u> RM'000	Revaluation <u>Reserves</u> RM'000	Equity Component of <u>RCSSI</u> RM'000	Other Reserves RM'000	Available- for-sale Reserves RM'000	Retained Earnings RM'000	Total RM'000	Non- controlling Interests RM'000	Total Equity RM'000
12 months period ended 31 December 2015 At 1 January 2015 415,960	104,629	(5,941)	(921)	119,719	6,410	(340,759)	242	1,776,609	2,075,948	(1,967)	2,073,981
Foreign currency translation - Available-for-sale financial assets reclassified	-	-	1,132	-	-	(18)	-		1,114	302	1,416
to profit or loss - Realisation of reserves on disposal of a subsidiary -	-	-	-	-	-	- 320,654	(242)	- (320,654)	(242)	-	(242) -
Total other comprehensive income/(expenses) -	-	-	1,132	-	-	320,636	(242)	(320,654)	872	302	1,174
Profit/(loss) for the year - Total comprehensive income/(expenses) -	-	-	- 1,132	-	-	- 320,636	- (242)	65,576 (255,078)	65,576 66,448	(2,518) (2,216)	63,058 64,232
Contribution by and distributions to owners of the Company : Exercise of warrantsA7(a)32,574	-	-	-	-	-	-	-	-	32,574	-	32,574
Repurchase of Redeemable Convertible Secured Sukuk Ijarah - Conversion of Redeemable Convertible	-	-	-	-	(6,410)	-	-	(44,488)	(50,898)	-	(50,898)
Secured Sukuk Ijarah ("RCSSI") 750 Dividend paid A8 -	750 -	-	-	-	-	-	-	- (447,172)	1,500 (447,172)	-	1,500 (447,172)
Total transactions with owners of the Company 33,324	750	-	-	-	(6,410)	-	-	(491,660)	(463,996)	-	(463,996)
At 31 December 2015 449,284	105,379	(5,941)	211	119,719	-	(20,123)	-	1,029,871	1,678,400	(4,183)	1,674,217
12 months period ended 31 December 2014 At 1 January 2014 411,261	102,879	(5,941)	5,387	69,088	6,770	(340,943)	29	1,528,226	1,776,756	(2,207)	1,774,549
Foreign currency translation - Fair value gain on short-term investment - Revaluation of land and buildings, net of tax	-	-	(6,308) -	- - 50,631	-	184 -	- 213	-	(6,124) 213 50,631	671 - -	(5,453) 213 50,631
Total other comprehensive income /(expenses) -	-	-	(6,308)	50,631	-	184	213	-	44,720	671	45,391
Profit/(loss) for the year - Total comprehensive income /(expenses) -	-	-	- (6,308)	- 50,631	-	- 184	- 213	248,383 248,383	248,383 293,103	(431) 240	247,952 293,343
Contribution by and distributions to         owners of the Company :         Conversion of Redeemable Convertible         Secured Sukuk Ijarah ("RCSSI")         Exercise of warrants         2,949	1,750	-	-	-	(360) -	-	-	-	3,140 2,949	-	3,140 2,949
Total transactions with owners of the Company 4,699	1,750	-			(360)	-	-	-	6,089	-	6,089
At 31 December 2014 415,960	104,629	(5,941)	(921)	119,719	6,410	(340,759)	242	1,776,609	2,075,948	(1,967)	2,073,981

(The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.)

# Puncak Niaga Holdings Berhad (416087-U)

Unaudited Fourth Quarterly Financial Statements Ended 31 December 2015 Condensed Consolidated Statement of Cash Flow

Conde	ensed Consolidated Statement of Cash Flow			
		Note	12 months ended 31.12.2015 RM'000	12 months ended 31.12.2014 RM'000
			Unaudited	Audited
Cash	flow from operating activities			
Receip	pts from customers		344,279	1,100,697
Other	income		3,884	6,449
Payme	ents for operating expenses		(150,796)	(419,189)
Payme	ents to contractors		(204,343)	(533,194)
Cash	(used in)/generated from operations		(6,976)	154,763
Tax re	efund/(paid)		3,459	(290)
Interes	st received		14,636	15,472
Net ca	ash generated from operating activities		11,119	169,945
Cash	flow from investing activities			
Purcha	ase of property, plant and equipment		(6,878)	(14,851)
Additio	ons of service concession assets		-	(464)
Net ac	dvance to associate		(5)	(2)
Net ac	dvance to joint venture		-	(179)
	eds from disposal of investment in a			
	liary and joint venture	A15	1,442,906	111
	isition of)/Proceeds from short-term investments		(902,401)	40,529
	eds from disposal of property, plant and equipment		1,846	55
Net ca	ash generated from investing activities		535,468	25,199
Cash	flow from financing activities			
Proce	eds from loans and borrowings		2,001	160,114
Repay	ment of loans and borrowings		(234,304)	(272,791)
Repay	ment of obligation under finance leases		(304)	(5,297)
Conve	ersion of warrants 2013/2018		32,574	2,949
Divide	end paid	A8	(447,172)	-
Interes	st paid		(9,509)	(136,314)
Net ca	ash used in financing activities		(656,714)	(251,339)
Net de	ecrease in cash and cash equivalents		(110,127)	(56,195)
Effects	s of exchange rate on cash and cash equivalents		589	5,261
Cash	and cash equivalents at beginning of financial yea	r	487,978	538,912
Cash	and cash equivalents at end of financial year		378,440	487,978
Cash	and cash equivalents comprise:			
Depos	sits with licensed banks		301,075	427,002
Cash a	and bank balances		77,474	187,106
		а	378,549	614,108
Less :	pledged deposits		(109)	(126,130)
			378,440	487,978
(a)	The cash and cash equivalents comprise the followin	ıg:		
. /		-		
	Deposits with licensed banks		301,075	391,427
	Cash and bank balances		<u>77,474</u> 378,549	<u>54,920</u> 446,347
	Assets held for sale			167,761
			270 540	
			378,549	614,108

(The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.)

# Puncak Niaga Holdings Berhad (416087-U) Unaudited Fourth Quarterly Financial Statements Ended 31 December 2015

# A. EXPLANATORY NOTES PURSUANT TO MFRS 134

# A1 Basis of preparation

The condensed consolidated interim financial statements are unaudited and have been prepared in accordance with MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014. 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 2014.

# A2. Significant Accounting Policies

In the preparation of this condensed consolidated interim financial statements, the accounting policies and the method of computation of the most recent annual financial statements were followed except as disclosed below:-

# (a) Adoption of Standards, Amendments and IC Interpretations

The Group adopted the following Standards, Amendments and IC Interpretations:

Description		Effective for annual periods beginning on or after
•		
Amendments to MFRS 1	First-time Adoption of Malaysian Financial	1 July 0011
	Reporting Standards (Annual Improvements 2011-2013 Cycle)	1 July 2014
Amendments to MFRS 2	Share-based Payment (Annual Improvements 2010-2012 Cycle)	1 July 2014
Amendments to MFRS 3	Business Combinations	1 July 2014
	(Annual Improvements to MFRSs 2010 - 2012 Cycle) and (Annual Improvements to MFRSs 2011 - 2013 Cycle)	
Amendments to MFRS 8	Operating Segments (Annual Improvements 2010-2012 Cycle)	1 July 2014
Amendments to MFRS 13	Fair Value Measurement (Annual Improvements 2010 -2012 Cycle) and (Annual Improvements 2011-2013 Cycle)	1 July 2014
Amendments to MFRS 116	Property, Plant and Equipment (Annual Improvements 2010-2012 Cycle)	1 July 2014
Amendments to MFRS 119	Employee Benefits – Defined Benefit Plans: Employee Contributions	1 July 2014
Amendments to MFRS 124	Related Party Disclosures (Annual Improvements 2010-2012 Cycle)	1 July 2014
Amendments to MFRS 138	Intangible Assets (Annual Improvements 2010-2012 Cycle)	1 July 2014
Amendments to MFRS 140	Investment Property (Annual Improvements 2011-2013 Cycle)	1 July 2014

The adoption of the above standards and interpretations have no material impact on the financial statements in the period of initial application.

# (b) Standards issued but not yet effective

At the date of authorisation of these interim financial statements, the following MFRSs, Amendments to MFRSs and IC Interpretation were issued but are not yet effective and have not been applied by the Group:

Effective for annual periods beginning on or after Description Amendments to MFRS 5 Non-current Assets Held for Sale and Discontinued Operations 1 January 2016 (Annual Improvements 2012-2014 Cycle) Financial Instruments: Disclosures Amendments to MFRS 7 1 January 2016 (Annual Improvements 2012-2014 Cycle) Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128, Yet to be Investments in Associates and Joint Ventures - Sale or determined Contribution of Assets between an Investor and its Associate or Joint Venture Amendments to MFRS 10 Consolidated Financial Statements, MFRS 12, Disclosure of 1 January 2016 Interests in Other Entities and MFRS 128, Investments in Associates and Joint Ventures - Investment Entities: Applying the Consolidation Exception Amendments to MFRS 11 1 January 2016 Joint Arrangements Accounting for Acquisitions of Interests in Joint Operations MFRS 14 **Regulatory Deferral Accounts** 1 January 2016 1 January 2016 Presentation of Financial Statements - Disclosure Initiative Amendments to MFRS 101 Amendments to MFRS 116 Clarification of Acceptable Methods of Depreciation 1 January 2016 and MFRS 138 and Amortisation Amendments to MFRS 116 Agriculture: Bearer Plants 1 January 2016 and MFRS 141 Employee Benefits (Annual Improvements 2012-2014 Cycle) 1 January 2016 Amendments to MFRS 119 Amendments to MFRS 127 Separate Financial Statements - Equity Method in Separate 1 January 2016 **Financial Statements** Amendments to MFRS 134 Interim Financial Reporting (Annual Improvements 2012-2014 Cycle) 1 January 2016 MFRS 15 Revenue from Contracts with Customers 1 January 2018 MFRS 9 Financial Instruments (2014) 1 January 2018

The Group is expected to apply the above mentioned pronouncements beginning from the respective dates the pronouncements become effective. The Group is currently assessing the impact of adopting the above pronouncements.

# A3 Auditors' report on preceding annual financial statements

The auditors' report on the financial statements for the financial year ended 31 December 2014 was not qualified.

# A4 Seasonal or cyclical factors

The business of the Group is not subject to seasonal or cyclical fluctuation.

# A5 Unusual items due to their nature, size or incidence

There was no item affecting the assets, liabilities, equity, net income or cash flows of the Group that is unusual because of their nature, size or incidence during the current financial quarter and financial year-to-date except as disclosed in Note A15.

# A6 Changes in estimates

There were no significant changes in the estimates of the amount reported in the current financial year-to-date results, except for the loss arising from impairment of property, plant and equipment, service concession assets and goodwill as disclosed in Note B1.

# A7 Debt and equity securities

Save as disclosed below, there were no issuances, cancellations, repurchases, resales and repayments of debt and equity securities during the current financial quarter and financial year-to-date.

(a) Share Capital

During the current quarter ended 31 December 2015, the issued and paid-up share capital of the Company had been increased from RM418,021,104 comprising 418,021,104 ordinary shares of RM1.00 each to RM449,283,784 comprising 449,283,784 ordinary shares of RM1.00 each by the issuance of 31,262,680 new ordinary shares of RM1.00 each at RM31,262,680 pursuant to the conversion of warrants and conversion of Redeemable Convertible Sukuk Ijarah.

As at the financial year-to-date, the issued and paid-up share capital of the Company had been increased from RM415,959,777 comprising 415,959,777 ordinary shares of RM1.00 each to RM449,283,784 comprising 449,283,784 ordinary shares of RM1.00 each by the issuance of 33,324,007 new ordinary shares of RM1.00 each at RM33,324,007 pursuant to the conversion of warrants and conversion of Redeemable Convertible Sukuk Ijarah.

On 3 December 2015, the Company had fully repurchased all outstanding 5-Year Redeemable Convertible Sukuk Ijarah of RM161.5 million in nominal value ("RCSSI") of the Company from the market at a purchase consideration of RM200.0 million. Following the completion of the RCSSI Repurchase by the Company, the RCSSI had been cancelled accordingly.

# A8 <u>Dividend paid</u>

A single tier Special Dividend of RM1.00 per ordinary share, amounting to RM447,171,674 in respect of the financial year ended 31 December 2015 was paid by the Company to the entitled shareholders of the Company on 23 December 2015 post-completion of the Proposed Disposal of Puncak Niaga (M) Sdn Bhd ("PNSB") and Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS"). (1.1.2014 to 31.12.2014 : Nil).

# A9 Segment revenue and results

The segmental analysis of the Group for the current financial quarter and financial year-to-date are as follows:

	Water and Wastewater RM'000	Oil and Gas RM'000	Construction RM'000	Others RM'000	Elimination RM'000	Continuing operations RM'000	Discontinued operations RM'000	Total RM'000
Results for 3 months ended 31 December 2015								
Operating Revenue								
Sales to external customers	193	2,994	10,127	205	-	13,519	-	13,519
Finance income	1	232	202	3,803	-	4,238	-	4,238
Other income	907	125	773	801,582	(782,973)	20,414	-	20,414
	1,101	3,351	11,102	805,590	(782,973)	38,171	-	38,171
Operating expenses	(2,854)	(4,197)	(22,568)	(266,686)	249,898	(46,407)	4,902	(41,505
Impairment loss on property, plant and equipment	-	(63,562)	-	-	-	(63,562)	-	(63,562
Impairment of service concession assets	(12,000)	-	-	-	-	(12,000)	-	(12,000
Impairment loss on goodwill	(3,782)	(21,458)	-	-	-	(25,240)	-	(25,240
Impairment loss on assets held for sale	-	-	-	-	-	-	(4,015)	(4,015
Share of results of associates	-	-	-	(1)	-	(1)	-	(1
Share of results of joint venture	-	-	-	37	-	37	-	37
Amortisation and depreciation	(1,053)	(2,904)	(54)	(2,689)	-	(6,700)	-	(6,700
Segment results	(18,588)	(88,770)	(11,520)	536,251	(533,075)	(115,702)	887	(114,81
Finance costs						(3,820)	-	(3,820
(Loss)/profit before tax						(119,522)	887	(440.000
						(119,522)	007	(118,635
Results for 3 months ended 31 December 2014						(119,322)	007	(118,635
						(113,322)	007	(118,635
Results for 3 months ended 31 December 2014	140	162,208	78,877	424	<u>-</u>	241,649	136,168	
Results for 3 months ended 31 December 2014 Operating Revenue	 140 8	162,208 1,525	78,877 152		-			377,81
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers		,	,	424 9,916 (4,870)	- - (1,142)	241,649	136,168	377,817 23,43
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income	8	1,525	152	9,916		241,649 11,601	136,168 11,830	377,817 23,43 47,86
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income	8 5,497 5,645	1,525 2,928 166,661	152 3	9,916 (4,870)	(1,142)	241,649 11,601 2,416 255,666	136,168 11,830 45,445	377,81 23,43 47,86 449,10
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income Other income Operating expenses	8 5,497	1,525 2,928 166,661 (107,662)	152 3 79,032	9,916 (4,870) 5,470	(1,142)	241,649 11,601 2,416 255,666 (186,616)	136,168 11,830 45,445 193,443	377,817 23,43 <sup>-</sup> 47,86 <sup>-</sup> 449,109 (263,539
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income Other income Operating expenses Rental expenses on project equipment	8 5,497 5,645 (1,275)	1,525 2,928 166,661	152 3 79,032	9,916 (4,870) 5,470	(1,142) (1,142) 5,939	241,649 11,601 2,416 255,666	136,168 11,830 45,445 193,443 (76,923)	377,817 23,43 47,86 449,109 (263,539 (29,030
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income Other income Operating expenses Rental expenses on project equipment Impairment of trade receivables	8 5,497 5,645 (1,275) -	1,525 2,928 166,661 (107,662)	152 3 79,032 (63,059) - -	9,916 (4,870) 5,470	(1,142) (1,142) 5,939 -	241,649 11,601 2,416 255,666 (186,616) (29,030)	136,168 11,830 45,445 193,443	377,81 23,43 47,86 (263,53 (29,030 (9,38
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income Other income Operating expenses Rental expenses on project equipment Impairment of trade receivables Impairment of service concession assets	8 5,497 5,645 (1,275)	1,525 2,928 166,661 (107,662)	152 3 79,032	9,916 (4,870) 5,470	(1,142) (1,142) 5,939 -	241,649 11,601 2,416 255,666 (186,616)	136,168 11,830 45,445 193,443 (76,923) - (9,388) -	377,81 23,43 47,86 (263,53 (29,03) (9,38 (6,88)
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income Other income Operating expenses Rental expenses on project equipment Impairment of trade receivables	8 5,497 5,645 (1,275) -	1,525 2,928 166,661 (107,662)	152 3 79,032 (63,059) - -	9,916 (4,870) 5,470	(1,142) (1,142) 5,939 -	241,649 11,601 2,416 255,666 (186,616) (29,030)	136,168 11,830 45,445 193,443 (76,923)	377,817 23,43 47,86 (263,533 (29,030 (9,384 (6,886 (3,84)
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income Other income Operating expenses Rental expenses on project equipment Impairment of trade receivables Impairment of service concession assets Share of results of joint venture	8 5,497 5,645 (1,275) - - (6,887) -	1,525 2,928 166,661 (107,662) (29,030) - - -	152 3 79,032 (63,059) - - 1 - 1	9,916 (4,870) 5,470 (20,559) - - - - - -	(1,142) (1,142) 5,939 - - - - - -	241,649 11,601 2,416 255,666 (186,616) (29,030) - (6,886) -	136,168 11,830 45,445 193,443 (76,923) - (9,388) - (3,843)	(118,633 377,817 23,437 47,867 (263,533 (29,030 (9,388 (6,886 (3,843 (7,098 129,325
Results for 3 months ended 31 December 2014 Operating Revenue Sales to external customers Finance income Other income Operating expenses Rental expenses on project equipment Impairment of trade receivables Impairment of service concession assets Share of results of joint venture Amortisation and depreciation	8 5,497 5,645 (1,275) - (6,887) - (824)	1,525 2,928 166,661 (107,662) (29,030) - - - (2,142)	152 3 79,032 (63,059) - - 1 - (26)	9,916 (4,870) 5,470 (20,559) - - - - (158)	(1,142) (1,142) 5,939 - - - - - - - -	241,649 11,601 2,416 255,666 (186,616) (29,030) - (6,886) - (3,150)	136,168 11,830 45,445 193,443 (76,923) - (9,388) - (3,843) (3,948)	377,817 23,43 47,86 449,109 (263,539 (29,030 (9,384 (6,886 (3,843) (7,098

	Water and Wastewater	Oil and Gas	Construction	Others	Elimination	Continuing operations	Discontinued operations	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Results for 12 months ended 31 December 2015								
Operating Revenue								
Sales to external customers	654	62,099	125,211	730	-	188,694	475,194	663,888
Finance income	6	1,318	725	24,453	-	26,502	30,517	57,019
Other income	3,116	439	742	832,878	(785,711)	51,464	145,497	196,961
	3,776	63,856	126,678	858,061	(785,711)	266,660	651,208	917,868
Operating expenses	(10,326)	(79,906)	(134,753)	(260,619)	218,583	(267,021)	(221,506)	(488,527)
Rental expenses on project equipment	-	(14,033)	-	-	-	(14,033)	-	(14,033)
Impairment loss on property, plant and equipment	-	(63,562)	-	-	-	(63,562)	-	(63,562)
Impairment of service concession assets	(12,000)	-	-	-	-	(12,000)	-	(12,000)
Impairment loss on goodwill	(3,782)	(21,458)	-	-	-	(25,240)	-	(25,240)
Impairment of trade receivables	-	-	-	-	-	-	(6,751)	(6,751)
Impairment loss on assets held for sale	-	-	-	-	-	-	(37,906)	(37,906)
Share of results of associates	-	-	-	(3)	-	(3)	-	(3)
Share of results of joint venture	-	-	-	(75)	-	(75)	(12,016)	(12,091)
Amortisation and depreciation	(3,865)	(11,589)	(278)	(5,482)	-	(21,214)	(6,705)	(27,919)
Segment results	(26,197)	(126,692)	(8,353)	591,882	(567,128)	(136,488)	366,324	229,836
Finance costs						(15,942)	(98,944)	(114,886)
(Loss)/profit before tax						(152,430)	267,380	114,950
Results for 12 months ended 31 December 2014								
Operating Revenue								
Sales to external customers	581	476,525	128,815	714	-	606,635	562,734	1,169,369
Finance income	8	2,922	152	24,116	-	27,198	49,885	77,083
Other income	1,935	2,922	6	4,816	(1,823)	8,915	175,523	184,438
		,					-	
	2,524	483,428	128,973	29,646	(1,823)	642,748	788,142	1,430,890
Operating expenses	(1,814)	(359,455)	(120,296)	(57,172)	14,498	(524,239)	(277,498)	(801,737)
Rental expenses on project equipment	-	(91,233)	-	-	-	(91,233)	-	(91,233)
Impairment of trade receivables	-	-	-	-	-	-	(46,677)	(46,677)
Impairment of service concession assets	(6,887)	-	-	-	-	(6,887)	-	(6,887)
Share of results of associates	-	-	-	(1)	-	(1)	-	(1)
Share of results of joint venture	-	-	-	(44)	-	(44)	(14,950)	(14,994)
Amortisation and depreciation	(1,994)	(8,466)	(99)	(602)	-	(11,161)	(15,086)	(26,247)
Segment results	(8,171)	24,274	8,578	(28,173)	12,675	9,183	433,931	443,114
Finance costs		,		/	, -	(18,067)	(131,577)	(149,644)
(Loss)/profit before tax						(8,884)	302,354	293,470
· · · · / · · · · · · · · · · · · · · ·						(0,001)		200,11

	Water and	Oil and				Continuing	Discontinued	
	Wastewater	Gas	Construction	Others	Elimination	operations	operations	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Assets and Liabilities								
As at 31 December 2015								
Segment assets	99,126	189,707	76,065	1,887,222	(414,312)	1,837,808	-	1,837,808
Unallocated assets						28,155	-	28,155
Total assets						1,865,963	-	1,865,963
Segment liabilities	28,920	177,668	82,633	221,739	(329,078)	181,882	-	181,882
Unallocated liabilities						9,864	-	9,864
Total liabilities						191,746	-	191,746
Assets and Liabilities								
As at 31 December 2014								
Segment assets	73,372	402,402	79,114	2,043,433	(1,383,544)	1,214,777	3,537,925	4,752,702
Unallocated assets						25,026	80,173	105,199
Total assets						1,239,803	3,618,098	4,857,901
Segment liabilities	50,422	342,259	78,429	576,440	(556,521)	491,029	1,779,547	2,270,576
Unallocated liabilities						21,541	491,803	513,344
Total liabilities						512,570	2,271,350	2,783,920

# A10 Valuation of property, plant and equipment and investment properties

The carrying value of investment properties are based on a valuation carried out by independent qualified valuers. No revaluation surplus or deficit has been recognised in the current quarter and year-to-date.

# A11 Subsequent events

There were no material events subsequent to the end of the current financial quarter that have not been reflected in the financial statements of the Group for the current financial quarter.

# A12 Changes in the composition of the Group

- a) On 15 October 2015, the Board of Directors of the Company announced that the Company had received the balance purchase price of RM1,554.3 million from Air Selangor. The Proposed Disposals have been completed on 15 October 2015. Accordingly, PNSB and Syabas had ceased to be a subsidiary and joint venture company of PNHB Group respectively with effect from 15 October 2015.
- b) On 15 October 2015, PNSB had transferred all the shares held in its two (2) wholly-owned subsidiaries, namely, Ideal Water Resources Sdn Bhd ("IWRSB") and Unggul Raya (M) Sdn Bhd ("URSB") comprising two (2) ordinary shares of RM1.00 each and one hundred (100) ordinary shares of RM1.00 each respectively to the Company at a cash consideration of RM2.00 and RM100.00 respectively ("Transfer") in accordance with the terms and conditions as stipulated in the conditional sale and purchase agreement dated 11 November 2014 between the Company and Air Selangor ("SPA").
- c) On 8 December 2015, the Company has been notified by Hebei Sino Panlong Industrial Water Supply Co., Ltd ("Hebei Sino Co Ltd") that the regulatory authority in the People's Republic of China had on 8 December 2015 issued the Business License approving the transfer of the Company's subsidiary, Sino Water Pte Ltd's 80% equity interest in Hebei Sino Co Ltd to Yuanshi County Panlong Industrial Water Supply Co., Ltd. As such, Hebei Sino Co Ltd has ceased to be a subsidiary of Sino Water Pte Ltd with effect from 8 December 2015.

Save as disclosed above, there were no other changes in the composition of the Group during the current financial quarter and financial year-to-date.

#### A13 Contingent liabilities and contingent assets

There were no material contingent liabilities and contingent assets as at 31 December 2015.

# A14 Other material disclosures

a) Revenue

	INDIVIDUA	INDIVIDUAL QUARTER		VE QUARTER
	Current Year	Preceding Year	Current Year	Preceding Year
	Quarter	Corresponding	To date	Corresponding
		Quarter		Period
	3 mont	hs ended	12 mon	ths ended
	31.12.2015	31.12.2014	31.12.2015	31.12.2014
	RM'000	RM'000	RM'000	RM'000
Water and wastewater	193	140	654	581
Oil and gas construction revenue	2,994	162,208	62,099	476,525
Other construction revenue	10,127	78,877	125,211	128,815
Others	205	424	730	714
	13,519	241,649	188,694	606,635

# b) Commitments

As at
31.12.2015
RM'000

197

Capital expenditures:

Contracts approved and contracted for

12

# c) Acquisition and disposal of property, plant and equipment

	12 mor	12 months ended 31.12.2015				
	At cost RM'000	Accumulated Depreciation RM'000	Net Book Value RM'000			
Acquisition	11,726	872	10,854			
Disposal	(10,857)	(5,750)	(5,107)			

# A15 Discontinued operations / Disposal of subsidiary

On 11 November 2014, the Company entered into a conditional sale and purchase agreement with Air Selangor, a wholly owned subsidiary of Kumpulan Darul Ehsan Berhad ("KDEB") for the proposed disposal by the Company of the entire equity interest and cumulative convertible redeemable preference shares held in PNSB and the proposed disposal by the Company of 70% equity interest and RM212.0 million nominal value of redeemable convertible unsecured loan stocks held in Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS") for a total cash consideration of RM1,555.3 million (collectively referred to as the "Proposed Disposals").

The Proposed Disposals was completed on 15 October 2015. The comparative consolidated statements of profit or loss and comprehensive income have been re-presented to show the discontinued operations separately from the continuing operations.

Profit net of tax from discontinued operations based on management's best estimates were summarised as follows :

	2015 RM'000	2014 RM'000
Revenue	475,194	562,734
Other income	176,014	225,408
Impairment loss on assets held for sale Operating expenses	(37,906) (228,257)	- (324,175)
Depreciation and amortisation expenses	(6,705)	(15,086)
Finance costs	(98,944)	(131,577)
Share of results of joint venture	(12,016)	(14,950)
	267,380	302,354
Taxation	(69,052)	(47,177)
Profit net of tax from discontinued operations	198,328	255,177
		2015
		RM'000
Effect of disposal on the financial position of the Group Property, plant and equipment		2,217
Service concession assets		14,899
Operating financial assets		684,810
Trade and other receivables		3,016,184
Inventories		6,260
Tax recoverable		80,173
Cash and bank balances		109,094
Loans and borrowings Trade and other payables		(1,725,319)
Deferred tax liabilities		(81,157) (555,161)
		(000,101)
Net assets disposed	-	1,552,000
Net disposal proceed		1,552,000
Cash & cash equivalent of subsidiary disposed of		(109,094)
Net cash inflow to the Group on disposal	-	1,442,906

# A16 Financial instruments

The carrying amounts of cash and cash equivalents, short-term receivables and payables and short-term borrowings reasonably approximate fair values due to the relatively short-term nature of these financial instruments.

The following are the analysis of the carrying amount and fair value of those financial instruments not carried at fair value. These fair values are categorised under Level 3 of the fair value hierarchy.

	Carrying	Fair	Carrying	Fair
	amount	value	amount	value
	31.12.2015	31.12.2015	31.12.2014	31.12.2014
	RM'000	RM'000	RM'000	RM'000
Financial liabilities :				
Loans and borrowings	(71,182)	(71,363)	(221,361)	(219,952)

Short-term investment of the Group and of the Company amounted to RM922,146,000 (31.12.2014 : RM10,269,000) which is carried at fair value is categorised under Level 2 of the fair value hierarchy.

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

# Level 1 fair value

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical financial assets or liabilities that the entity can access at the measurement date.

#### Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

# Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the financial assets and liabilities using discounted cash flow method.

# A17 Significant related party transactions

Related party transactions have been entered in the normal course of business under normal trade terms. The significant related party trasactions of the Group for the financial year-to-date are shown below:

	2015 RM'000	2014 RM'000
Transactions with joint venture :-		
RCULS interest receivable	12,016	11,107
Compensation for late payment	144,893	124,812
Sales of bulk quantity of treated water	452,579	416,246

# B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

# B1 <u>Review of performance</u>

#### Continuing operations

For the current financial quarter, the Group recorded a revenue of RM13.5 million compared to RM241.6 million reported in the preceding year's corresponding financial quarter, representing a decrease of RM228.1 million or 94.4%.

For the current financial year-to-date, the Group reported a revenue of RM188.7 million compared to RM606.6 million reported in the preceding year's corresponding period, representing a decrease of RM417.9 million or 68.9%.

The decrease in revenue in the current financial quarter and financial year-to-date was mainly due to lower revenue contribution from the Oil and Gas segment as a result of the downturn in the oil and gas sector.

For the current financial quarter, the Group reported a loss before tax ("LBT") of RM119.5 million compared to a profit before tax ("PBT") of RM26.6 million reported in the preceding year's corresponding financial quarter, representing a negative variance of RM146.1 million.

The Group recorded a LBT of RM152.4 million for the current financial year-to-date as compared to a LBT of RM8.9 million recorded in the preceding year's corresponding financial year-to-date, representing a negative variance of RM143.5 million. The higher LBT reported in the current financial year-to-date was mainly due to lower revenue in oil and gas segment, impairment loss of goodwill and assets, coupled with higher operating costs from construction segment.

The review of the Group's performance by each segment is as follows:

(a) <u>Water and Wastewater :</u>

The Water and Wastewater segment reported a loss before interest and tax ("LBIT") of RM18.6 million in the current financial quarter compared to RM3.3 million in the preceding year's corresponding financial quarter, representing a negative variance of RM15.3 million. The higher LBIT in the current financial quarter was mainly due to impairment of goodwill and assets amounting to RM15.8 million.

For the current financial year-to-date, the Water and Wastewater segment reported a LBIT of RM26.2 million compared to RM8.2 million in the preceding year's corresponding financial year-to-date, representing a negative variance of RM18.0 million or 219.5%. The higher LBIT in the current financial year-to-date was mainly due to lower revenue and impairment loss on goodwill and assets totalling RM15.8 million.

(b) Oil and Gas :

For the current financial quarter, the Oil and Gas segment reported a LBIT of RM88.8 million as compared to a profit before interest and tax ("PBIT") of RM27.8 million reported in the preceding year's corresponding financial quarter, representing a negative variance of RM116.6 million. The LBIT reported for the current financial quarter was mainly due to lower revenue as a result of the downturn in the oil and gas sector and impairment loss on goodwill and asset totalling RM85.0 million.

Consequently, for the current financial year-to-date, the Oil and Gas Division reported a segment LBIT of RM126.7 million as compared to PBIT of RM24.3 million reported in the preceding year's corresponding financial year-to-date, representing a negative variance of RM151.0 million. The LBIT reported for the current financial year was mainly due to lower revenue as a result of the downturn in the oil and gas sector and impairment loss on goodwill and asset totalling RM85.0 million.

(c) Construction :

The Construction segment reported a LBIT of RM11.5 million in the current financial quarter as compared to a PBIT of RM15.9 million in the preceding year's corresponding financial quarter, representing a decrease of RM27.4 million. The segment LBIT reported in the current financial quarter was mainly due to higher operating expenses.

For the current financial year-to-date, the Construction segment reported a LBIT of RM8.4 million as compared to a PBIT of RM8.6 million in the preceding year's corresponding financial year-to-date, representing a negative variance of RM17.0 million. The LBIT reported in the current financial year-to-date was mainly due to higher operating costs.

(d) Discontinued operations :

The Water Treatment segment had been separately reported as discontinued operations as disclosed in Note A15 in the current financial quarter and financial year-to-date. The Water Treatment segment reported a PBIT of RM0.9 million in the current financial quarter as compared to RM99.3 million in the preceding year's corresponding financial quarter, representing a decrease of RM98.4 million or 99.1%. For the current financial year-to-date, the Water Treatment segment reported a lower PBIT of RM366.3 million as compared to RM433.9 million in the preceding year's corresponding financial year-to-date, representing a decrease of RM67.6 million or 15.6%. The lower PBIT in the current financial quarter and financial year-to-date were mainly due to lower water treatment renenue generated, due to deconsolidation of the financial performance of the discontinued operations following the completion of the disposal of PNSB on 15 October 2015.

# B2 Comparison of profit before taxation with the immediate preceding financial quarter

The Group reported a LBT of RM119.5 million from the continuing operations for the current financial quarter compared to a LBT of RM12.4 million from the continuing operations registered in the immediate preceding financial quarter, representing a decrease of RM107.1 million. The higher LBT reported in the current financial quarter was mainly due to impairment loss on goodwill and assets of RM100.8 million.

# B3 Prospects

Post completion of the Proposed Disposals on 15 October 2015, the Group is continuously looking to expand its operations in areas related to its core businesses and core competencies in water and wastewater, sewerage, environmental engineering and construction, both locally and abroad as well as exploring opportunities in new business sectors such as oil palm plantation, property development and food and beverage sectors.

On the Construction sector, the Group will continue to be involved in the construction of water-related and sewerage facilities. The Group's current projects include the construction of new sewer pipe network and pumping stations including the rationalisation of the existing sewerage infrastructure in Bunus, Kuala Lumpur as well as operation and maintenance of a water treatment plant in Beaufort, Sabah. The Group is also currently involved in several ongoing construction tenders related to the water and environmental sectors in Malaysia.

Due to the huge drop in crude oil prices coupled with no projects secured in 2015, it was extremely difficult to sustain normal operational activities in the Oil and Gas Division. The Group had implemented right sizing exercise to cut down staffing and operational costs to minimal levels as the Group reviews its position in the sector.

# B4 Variances from profit forecast and profit guarantee

The disclosure requirements for explanatory notes for variances from profit forecast or profit guarantee are not applicable.

# B5 Income tax expenses

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER		
	Current	Preceding	Current	Preceding	
	Year	Year	Year	Year	
	Quarter	Corresponding	To date	Corresponding	
		Quarter		Period	
	3 mont	3 months ended		12 months ended	
	31.12.2015	31.12.2014	31.12.2015	31.12.2014	
	RM'000	RM'000	RM'000	RM'000	
Continuing operations					
Income tax					
<ul> <li>current year tax credit/(expenses)</li> </ul>	4,347	208	(575)	154	
- under provision in prior year	-	-	(75)	-	
	4,347	208	(650)	154	
Deferred tax					
- origination and reversal of temporary differences	5,411	(4,284)	7,771	1,505	
<ul> <li>over provision in prior year</li> </ul>	10,039	-	10,039	-	
	15,450	(4,284)	17,810	1,505	
	19,797	(4,076)	17,160	1,659	
Discontinued operations					
- deferred tax	(2,716)	(7,306)	(69,052)	(47,177)	
	17,081	(11,382)	(51,892)	(45,518)	

The effective tax rate of the Group for the current financial quarter and financial year-to-date was lower than the Malaysian statutory tax rate mainly due to unabsorbed tax losses and capital allowance.

# B6 <u>Status of corporate proposals</u>

There are no corporate proposals prior to the issuance of this interim financial statements.

# B7 Loans and borrowings

Details of the Group's borrowings and debt securities as at 31 December 2015 are as follows:-

	Current RM'000	Non-current RM'000
Secured		
Term loans	663	7,108
USD term loan	34,348	8,587
Obligation Under Finance Leases	1,176	4,103
Revolving Credit Facility	1,073	-
	37,260	19,798
Unsecured		
Lushan MOF Novated World Bank Loan	1,943	12,181
	39,203	31,979

All loans and borrowings are denominated in Ringgit Malaysia except for Lushan MOF Novated World Bank Loan and KGL's USD term loan which are denominated in United States Dollar ("USD") totalling USD3.3 million and USD10.0 million respectively.

# B8 Off balance sheet financial instruments

As at the latest practicable date prior to the issuance of this interim financial statements, the Group has not entered into any financial instruments with off balance sheet risk.

# B9 Material litigation

# a) Kris Heavy Engineering & Construction Sdn Bhd ("KHEC")

# 1) The First Arbitration Proceedings

KHEC, a sub-contractor for the Chennai Water Supply Augmentation Project 1 - Package III ("Chennai Project"), has initially referred certain disputed claims totalling Rs8,44,26,981 (equivalent to approximately RM6.75 million) against PNHB-LANCO-KHEC JV ("the Consortium"), a jointly controlled entity in India of the Company.

Arising from the arbitration proceedings initiated by KHEC, both KHEC and the Consortium have each appointed a qualified civil engineer as their arbitrator respectively, and both arbitrators have selected a retired Judge of the High Court in Chennai, India as the third arbitrator who will also act as the presiding arbitrator of the arbitral tribunal. The arbitral tribunal was officially constituted on 24 September 2005. On 28 September 2005, the Company was informed that the arbitral tribunal has fixed the following dates for the filing of the arbitration cause papers as part of the preliminary procedural formalities:-

- i) claim by the claimant, KHEC to be filed before 4 October 2005;
- ii) rejoinder by the respondent, the Consortium to be filed before 18 November 2005; and
- iii) reply rejoinder by the claimant, KHEC to be filed before 5 December 2005.

The Consortium had on 2 January 2006, filed its counter-claim amounting to Rs13,61,61,931 (equivalent to approximately RM10.89 million) against KHEC's claim of Rs8,44,26,981 (equivalent to approximately RM6.75 million) to the arbitral tribunal in India.

The Statement of Claim lodged by KHEC had subsequently been revised from Rs8,44,26,981 (equivalent to approximately RM6.75 million) to Rs9,84,58,245 (equivalent to approximately RM7.88 million) whilst the counter-claim submitted by the Consortium, had also been revised as per the rejoinder, from Rs13,61,61,931 (equivalent to approximately RM10.89 million) to Rs13,63,39,505 (equivalent to approximately RM10.91 million).

The Company was notified on 4 March 2009 by solicitors acting on behalf of Consortium that the Arbitration Panel had at its meeting held on 26 February 2009 accepted the letter of withdrawal from the Arbitration Panel dated 18 February 2009 from the arbitrator nominated by KHEC. As such, the date for further meeting of the Arbitration Panel was to be communicated after the appointment of the substitute arbitrator to be nominated by KHEC under Section 15(2) of the Arbitration and Conciliation Act, 1996 of India.

The Company was notified on 25 June 2009 that the first sitting of the newly formed Arbitration Panel for the First Arbitration Proceedings comprising the Presiding Arbitrator, the arbitrator nominated by the Consortium and the substitute arbitrator nominated by KHEC was held on 20 June 2009.

The continued hearing date for the First Arbitration Proceedings were fixed on 31 August 2013, 28 September 2013 and 29 September 2013, 9 November 2013 and 10 November 2013.

At the hearing held on 10 November 2013, the Arbitration Panel has tentatively fixed the continued hearing of the First Arbitration Proceedings on 4 January 2014 and 5 January 2014.

The continued hearing tentatively scheduled on 4 January 2014 and 5 January 2014 did not proceed as scheduled.

On 29 January 2014, the Arbitration Panel had fixed the continued hearing of the First Arbitration Proceedings on 8 February 2014 and 9 February 2014, respectively.

The continued hearing proceeded on 8 February 2014 but the hearing date of 9 February 2014 was vacated due to nonavailability of the Chief Arbitrator. The Arbitration Panel has fixed the continued hearing dates for the First Arbitration Proceedings on 29 May 2014 and 30 May 2014.

The hearing for the First Arbitration Proceedings fixed on 29 May 2014 and 30 May 2014 did not proceed as scheduled and was fixed by the Arbitration Panel on 4 July 2014 to be fixed on 16 August 2014 and 17 August 2014.

The hearing of the First Arbitration Proceedings fixed on 16 August 2014 and 17 August 2014 proceeded as scheduled.

The Arbitration Panel has tentatively fixed the next continued hearing dates on 24 October 2014 and 25 October 2014.

The hearing of the First Arbitration Proceedings fixed on 24 October 2014 and 25 October 2014 proceeded as scheduled.

On 17 November 2014, the Arbitration Panel has fixed the continued hearing dates for the First Arbitration Proceedings on 6 and 7 December 2014 respectively.

On 26 November 2014, the Arbitration Panel has rescheduled the continued hearing dates for the First Arbitration Proceedings originally scheduled on 6 December 2014 and 7 December 2014 to 24 January 2015 and 25 January 2015, respectively.

On 7 January 2015, the Arbitration Panel postponed the continued hearing dates for the First Arbitration Proceedings originally scheduled on 24 January 2015 and 25 January 2015. The Panel has yet to schedule new dates for the continued hearing.

On 14 December 2015, the the counsel of the Consortium notified the Presiding Arbitrator that the Arbitrator in charge is unable to continue as Arbitrator in view of his continued ill-health. An alternative Arbitrator will be appointed in due course. The Panel has yet to schedule new dates for the continued hearing for the First Arbitration Proceedings.

#### 2) The Second Arbitration Proceedings

KHEC had commenced a second arbitration proceedings against the PNHB-Lanco members of the Consortium ("the Second Arbitration") on the basis of the terms of the Joint Venture Agreement dated 13 February 2003 and the Supplemental Agreement to the Joint Venture Agreement dated 26 March 2003 respectively, entered into between the Company, Lanco Infratech Limited and KHEC whereby KHEC is claiming for loss of profit (inclusive of interest and other cost) amounting to Rs5,44,32,916 (equivalent to approximately RM4.35 million) as they allege that they, despite being a 10% shareowner, received only 4.31% out of the total value of the contract works of the Chennai Project. Subsequently, KHEC had filed in an amended claim for damages and lost of profit from Rs5,44,32,916 to Rs55,44,32,916 (equivalent to approximately RM4.3 million). PNHB-Lanco's counsel had filed an interim application to dismiss the claim of Rs50,00,000,000 (equivalent to approximately RM39.9 million) for compensation for loss of opportunity on the basis that it is frivolous and unreasonable.

The Second Arbitration proceedings which were heard by a single arbitrator have been completed wherein the parties have submitted their respective written submissions on 1 December 2012.

On 1 April 2013, PNHB-Lanco members of the Consortium received the Arbitrator's Final Award dated 29 March 2013 wherein the PNHB-Lanco members of the Consortium are to pay interest for the delayed payment of enabling cost of Rs.58 Lakhs amounting to Rs14,62,503 (approximately RM83,627.38) only to the claimant, KHEC Heavy Engineering and Construction Sdn Bhd on or before 30 April 2013 and all other claims by the claimant were rejected.

PNHB-Lanco member of consortium had on 27 April 2013 complied with the Final Award of the Arbitration dated 29 March 2013 by paying the interest for the delayed payment of enabling cost of Rs.58 Lakhs amounting to Rs.14,62,503 to KHEC.

KHEC had informed the Company of its intention to challenge the Final Award of the Arbitrator dated 29 March 2013. However, as of to-date, no documents have been served by KHEC on the PNHB-LANCO members of the Consortium. The claimant, KHEC Heavy Engineering & Construction Sdn Bhd had on 4 November 2013 served the PNHB-LANCO members of the Consortium with a copy of the Petition filed at the Madras High Court to appeal against the decision of the Arbitrator dated 29 March 2013. The Madras High Court had fixed the Petition for hearing on 2 December 2013.

On 2 December 2013, the Madras High Court postponed the hearing of the Petition filed by KHEC to 3 December 2013.

On 3 December 2013, the Madras High Court fixed the continued hearing of the Petition filed by KHEC on 10 December 2013.

On 10 December 2013, the Madras High Court postponed the hearing of the Petition filed by KHEC, wherein the new hearing date had yet to be fixed by the Madras High Court.

# B10 Dividend

Save for the payment of a Special Dividend to the entitled shareholders of the Company post-completion of the Proposed Disposal of PNSB and SYABAS as disclosed in Note A8, no dividend had been proposed or declared during the current financial quarter and financial year-to-date under review (1.1.2014 to 31.12.2014 : Nil).

# B11 (Loss)/Earnings per share

# Basic (loss)/earnings per ordinary share

Basic (loss)/earnings per share are calculated based on the profit attributable to owners of the parent and the weighted average number of ordinary shares outstanding, excluding treasury shares held by the Company.

		INDIVIDUAL QUARTER		CUMULATIVE QUARTER		
		Current Year	Preceding Year	Current Year	Preceding Year	
		Quarter	Corresponding	to date	Corresponding	
			Quarter		Period	
		3 mont	3 months ended		12 months ended	
		31.12.2015	31.12.2014	31.12.2015	31.12.2014	
(Loss)/profit net of tax attributable to owners of the parent	(RM'000)					
- continuing operations		(97,896)	22,858	(132,752)	(6,794)	
- discontinued operations		(1,829)	58,842	198,328	255,177	
		(99,725)	81,700	65,576	248,383	
Weighted average number of ordinary shares in issue	('000)	428,602	413,379	420,684	410,437	
Basic (loss)/earnings per share	(sen)					
- continuing operations		(22.84)	5.53	(31.56)	(1.66)	
- discontinued operations		(0.43)	14.23	47.14	62.17	
		(23.27)	19.76	15.58	60.51	

# Diluted (loss)/earnings per ordinary share

The diluted (loss)/earnings per share has not been disclosed as it is anti-dilutive.

# B12 Retained earnings

	As at	As at
	31.12.2015	31.12.2014
	RM'000	RM'000
Total retained earnings of the Company and its subsidiaries :		
- realised	989,755	2,646,781
- unrealised	55,667	(488,263)
	1,045,422	2,158,518
Total share of accumulated losses		
of joint ventures :		
- realised	-	(348,458)
Less : Consolidation adjustments	(15,551)	(33,451)
	(15,551)	(381,909)
Total retained earnings	1,029,871	1,776,609

# By Order of the Board

# TAN BEE LIAN (MAICSA 7006285) LEE SIEW YOKE (MAICSA 7053733) Secretaries

Shah Alam 25 February 2016