

Puncak Niaga Holdings Berhad (416087-U)
Unaudited Fourth Quarterly Financial Statements Ended 31 December 2016
Condensed Consolidated Statement of Profit or Loss

| | <i>Note</i> | INDIVIDUAL QUARTER | | CUMULATIVE QUARTER | |
|--|---------------|---------------------------|------------------|---------------------------|------------------|
| | | Current Year | Preceding Year | Current Year | Preceding Year |
| | | Quarter | Corresponding | To date | Corresponding |
| | | 3 months ended | Quarter | 12 months ended | Period |
| | | 31.12.2016 | 31.12.2015 | 31.12.2016 | 31.12.2015 |
| | | RM'000 | RM'000 | RM'000 | RM'000 |
| | | Unaudited | Unaudited | Unaudited | Restated |
| Continuing operations | | | | | |
| Revenue | <i>A14(a)</i> | 20,550 | 13,390 | 73,776 | 187,987 |
| Other income | | 40,754 | 24,626 | 84,191 | 77,880 |
| Operating costs | | (41,414) | (37,924) | (240,468) | (260,578) |
| Allowance for foreseeable losses | | (20,952) | - | (66,226) | - |
| Impairment losses | | (48,516) | (97,556) | (48,516) | (97,556) |
| Depreciation and amortisation expenses | | (3,750) | (5,978) | (14,002) | (18,644) |
| Loss from operations | | (53,328) | (103,442) | (211,245) | (110,911) |
| Finance costs | | (735) | (4,390) | (3,049) | (23,131) |
| Share of results of associates | | 1 | (1) | 1 | (3) |
| Share of results of joint venture | | (68) | 37 | (112) | (75) |
| Loss before tax | | (54,130) | (107,796) | (214,405) | (134,120) |
| Taxation (expense)/credit | <i>B5</i> | (25,112) | 19,797 | (26,223) | 17,160 |
| Loss after tax from continuing operations | | (79,242) | (87,999) | (240,628) | (116,960) |
| Discontinued operations | | | | | |
| (Loss)/Profit after tax from discontinued operations | <i>A15</i> | (14,478) | (13,555) | (19,421) | 180,018 |
| (Loss)/Profit after tax | | (93,720) | (101,554) | (260,049) | 63,058 |
| Attributable to: | | | | | |
| Owners of the parent | | (92,763) | (99,725) | (258,942) | 65,576 |
| Non-controlling interests | | (957) | (1,829) | (1,107) | (2,518) |
| (Loss)/Profit after tax | | (93,720) | (101,554) | (260,049) | 63,058 |
| | | sen | sen | sen | sen |
| Basic (loss)/earnings per share attributable to owners of the parent: | | | | | |
| continuing operations | <i>B11</i> | (17.66) | (20.10) | (53.63) | (27.21) |
| discontinued operations | | (2.98) | (3.16) | (4.00) | 42.79 |
| | | (20.64) | (23.26) | (57.63) | 15.58 |

(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 2015 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 2016
Condensed Consolidated Statement of Comprehensive Income

| | INDIVIDUAL QUARTER | | CUMULATIVE QUARTER | |
|--|--|---|---|--|
| | Current Year Quarter 3 months ended 31.12.2016 RM'000 Unaudited | Preceding Year Corresponding Quarter 31.12.2015 RM'000 Unaudited | Current Year To date 12 months ended 31.12.2016 RM'000 Unaudited | Preceding Year Corresponding Period 31.12.2015 RM'000 Audited |
| (Loss)/Profit after tax | (93,720) | (101,554) | (260,049) | 63,058 |
| Other Comprehensive (loss)/income: | | | | |
| Items that may be subsequently reclassified to profit or loss | | | | |
| Foreign currency translation | (4,207) | (10,972) | 8,944 | 1,416 |
| Fair value loss on short-term investment | - | (348) | - | (242) |
| Total comprehensive (loss)/income | (97,927) | (112,874) | (251,105) | 64,232 |
| Total comprehensive (loss)/income attributable to: | | | | |
| Owners of the parent | (96,979) | (111,115) | (250,012) | 66,448 |
| Non-controlling interests | (948) | (1,759) | (1,093) | (2,216) |
| | (97,927) | (112,874) | (251,105) | 64,232 |

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2015 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 2016
Condensed Consolidated Statement of Financial Position

| | Note | As at 31.12.2016 RM'000 Unaudited | As at 31.12.2015 RM'000 Audited |
|---|------|--|--|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | A10 | 161,871 | 195,194 |
| Investment properties | A10 | 210,630 | 181,557 |
| Service concession assets | | 14,506 | 61,203 |
| Investment in associates | | 5 | 2 |
| Investment in joint venture | | 627 | 739 |
| Goodwill | | 1,249 | 1,249 |
| Deferred tax assets | | 2,110 | 25,722 |
| | | <hr/> 390,998 | <hr/> 465,666 |
| Current assets | | | |
| Inventories | | 151 | 106 |
| Trade and other receivables | | 159,511 | 97,063 |
| Short-term investments | | 835,053 | 922,146 |
| Tax recoverable | | 2,709 | 2,433 |
| Cash and bank balances | | 266,945 | 378,549 |
| | | <hr/> 1,264,369 | <hr/> 1,400,297 |
| Assets classified as held for sale | A15 | 24,834 | - |
| | | <hr/> 1,289,203 | <hr/> 1,400,297 |
| TOTAL ASSETS | | <hr/> 1,680,201 | <hr/> 1,865,963 |
| Equity and liabilities | | | |
| Equity attributable to equity owners of the parent | | | |
| Share capital | | 449,284 | 449,284 |
| Reserves | | 985,045 | 1,235,057 |
| Treasury shares | | (5,941) | (5,941) |
| Shareholders' equity | | <hr/> 1,428,388 | <hr/> 1,678,400 |
| Non-controlling interest | | 12,963 | (4,183) |
| Total equity | | <hr/> 1,441,351 | <hr/> 1,674,217 |
| Non-current liabilities | | | |
| Loans and borrowings | B7 | 11,261 | 31,694 |
| Deferred tax liabilities | | 12,538 | 9,720 |
| | | <hr/> 23,799 | <hr/> 41,414 |
| Current liabilities | | | |
| Loans and borrowings | B7 | 10,806 | 39,488 |
| Trade and other payables | | 185,869 | 110,700 |
| Tax payable | | 2 | 144 |
| | | <hr/> 196,677 | <hr/> 150,332 |
| Liabilities classified as held for sale | A15 | 18,374 | - |
| | | <hr/> 215,051 | <hr/> 150,332 |
| Total liabilities | | <hr/> 238,850 | <hr/> 191,746 |
| TOTAL EQUITY AND LIABILITIES | | <hr/> 1,680,201 | <hr/> 1,865,963 |
| Net assets per share attributable to owners of the parent (RM) | | <hr/> 3.19 | <hr/> 3.75 |

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2015 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 2016
Condensed Consolidated Statement of Changes in Equity

| | ← Attributable to Owners of the Parent → | | | | | | | | | | | |
|---|--|------------------|--------------------|--|-------------------------|------------------------------------|-------------------|------------------------------------|----------------------|------------------|----------------------------------|------------------|
| | ← Non-distributable | | | | | | → Distributable | | | | | |
| | Share Capital | Share Premium | Treasury Shares | Foreign Currency Translation Reserves | Revaluation Reserves | Equity Component of RCSSI | Other Reserves | Available- for-sale Reserves | Retained Earnings | Total | Non- controlling Interests | Total Equity |
| RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | |
| 12 months period ended 31 December 2016 | | | | | | | | | | | | |
| At 1 January 2016 | 449,284 | 105,379 | (5,941) | 211 | 119,719 | - | (20,123) | - | 1,029,871 | 1,678,400 | (4,183) | 1,674,217 |
| Foreign currency translation | - | - | - | 8,934 | - | - | (4) | - | - | 8,930 | 14 | 8,944 |
| Total other comprehensive income/(expense) | - | - | - | 8,934 | - | - | (4) | - | - | 8,930 | 14 | 8,944 |
| Loss for the period | - | - | - | - | - | - | - | - | (258,942) | (258,942) | (1,107) | (260,049) |
| Total comprehensive income/(expense) | - | - | - | 8,934 | - | - | (4) | - | (258,942) | (250,012) | (1,093) | (251,105) |
| Effect arising from acquisition of subsidiary | - | - | - | - | - | - | - | - | - | - | 18,239 | 18,239 |
| At 31 December 2016 | 449,284 | 105,379 | (5,941) | 9,145 | 119,719 | - | (20,127) | - | 770,929 | 1,428,388 | 12,963 | 1,441,351 |
| 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 | - | - | - | 1,132 | - | - | (18) | - | - | 1,114 | 302 | 1,416 |
| Recycled to profit or loss on disposal of investment | - | - | - | - | - | - | - | (242) | - | (242) | - | (242) |
| Total other comprehensive income/(expense) | - | - | - | 1,132 | - | - | (18) | (242) | - | 872 | 302 | 1,174 |
| Profit/(loss) for the period | - | - | - | - | - | - | - | - | 65,576 | 65,576 | (2,518) | 63,058 |
| Total comprehensive income/(expense) | - | - | - | 1,132 | - | - | (18) | (242) | 65,576 | 66,448 | (2,216) | 64,232 |
| Contribution by and distributions to owners of the Company : | | | | | | | | | | | | |
| Exercise of warrants | 32,574 | - | - | - | - | - | - | - | - | 32,574 | - | 32,574 |
| Realisation of reserve on disposal of a subsidiary | - | - | - | - | - | - | 320,654 | - | (320,654) | - | - | - |
| Dividend paid | - | - | - | - | - | - | - | - | (447,172) | (447,172) | - | (447,172) |
| Repurchase of Redeemable Convertible Secured Sukuk Ijarah ("RCSSI") | - | - | - | - | - | (6,410) | - | - | (44,488) | (50,898) | - | (50,898) |
| Conversion of RCSSI | 750 | 750 | - | - | - | - | - | - | - | 1,500 | - | 1,500 |
| Total transactions with owners of the Company | 33,324 | 750 | - | - | - | (6,410) | 320,654 | - | (812,314) | (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 |

(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 2015 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 2016
Condensed Consolidated Statement of Cash Flow

| | 12 months ended 31.12.2016 | 12 months ended 31.12.2015 |
|--|---|---|
| Note | RM'000 Unaudited | RM'000 Audited |
| <u>Continuing operations</u> | | |
| Cash flow from operating activities | | |
| Receipts from customers | 82,452 | 344,279 |
| Other income | 5,414 | 3,884 |
| Payments for operating expenses | (188,194) | (110,615) |
| Payments to contractors | (88,967) | (311,098) |
| Cash used in operations | (189,295) | (73,550) |
| Tax (paid)/refund | (290) | 3,554 |
| Interest received | 9,389 | 14,550 |
| Net cash used in operating activities | (180,196) | (55,446) |
| Cash flow from investing activities | | |
| Purchase of property, plant and equipment | (12,390) | (7,949) |
| Additions of service concession assets | - | (1,872) |
| Net advance to associate | (2) | (5) |
| Disposal of discontinued operations - Proceeds from disposal of investment in subsidiary and joint venture, net of cash and cash equivalents disposed of | - | 1,442,906 |
| Disposal of a subsidiary - Proceeds from disposal of investment in subsidiary and joint venture, net of cash and cash equivalents disposed of | 340 | (112) |
| Addition of investment properties | (1,129) | - |
| Net proceeds from/(investment in) short-term investments | 119,058 | (902,402) |
| Proceeds from disposal of property, plant and equipment | 2,203 | 1,846 |
| Net cash generated from investing activities | 108,080 | 532,412 |
| Cash flow from financing activities | | |
| Proceeds from loans and borrowings | 492 | 26,176 |
| Repayment of loans and borrowings | (34,802) | (256,340) |
| Repayment of obligation under finance leases | (1,839) | (2,440) |
| Proceeds from conversion of warrants to ordinary shares | - | 32,574 |
| Dividend paid | - | (447,172) |
| Decrease of pledged deposits | - | 50,193 |
| Interest paid | (1,837) | (9,509) |
| Net cash used in financing activities | (37,986) | (606,518) |
| Net decrease in cash and cash equivalents from continuing operations | (110,102) | (129,552) |

Puncak Niaga Holdings Berhad (416087-U)
Unaudited Fourth Quarterly Financial Statements Ended 31 December 2016
Condensed Consolidated Statement of Cash Flow

| | 12 months ended 31.12.2016 | 12 months ended 31.12.2015 |
|--|---|---|
| Note | RM'000 Unaudited | RM'000 Audited |
| Discontinued operations | | |
| Net cash (used in)/generated from operating activities | (1,433) | 16,998 |
| Net cash used in investing activities | (1) | (2,398) |
| Net cash generated from financing activities | - | 4,823 |
| Net (decrease)/increase in cash and cash equivalents from discontinued operations | <u>(1,434)</u> | <u>19,423</u> |
| Net decrease in cash and cash equivalents | (111,536) | (110,129) |
| Effects of exchange rate on cash and cash equivalents | 154 | 700 |
| Cash and cash equivalents at beginning of financial period | <u>378,522</u> | <u>487,951</u> |
| Cash and cash equivalents at end of financial period | <u><u>267,140</u></u> | <u><u>378,522</u></u> |
| Cash and cash equivalents comprise: | | |
| Deposits with licensed banks | 204,425 | 301,075 |
| Cash and bank balances | 62,747 | 77,474 |
| | <u>267,172</u> | <u>378,549</u> |
| Less : pledged deposits | (32) | (27) |
| | <u><u>267,140</u></u> | <u><u>378,522</u></u> |
| (a) The cash and cash equivalents comprise the following: | | |
| Deposits with licensed banks | 204,425 | 301,075 |
| Cash and bank balances | 62,520 | 77,474 |
| | <u>266,945</u> | <u>378,549</u> |
| Assets held for sale | 227 | - |
| | <u><u>267,172</u></u> | <u><u>378,549</u></u> |

(The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the audited financial statements for the financial year ended 31 December 2015 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 2016

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 Malaysian Financial Reporting Standard ("MFRS") 134: Interim Financial Reporting in Malaysia, IAS 34: 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 2015. The 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 2015.

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 Annual Improvements to Standards

The Group adopted the following Standards, Amendments and Annual Improvements to Standards :-

| Description | Effective for annual periods beginning on or after | |
|---|---|----------------|
| MFRS 14 | Regulatory Deferral Accounts | 1 January 2016 |
| Amendments to MFRS 5 | Non-current Assets Held for Sale and Discontinued Operations (Annual Improvements 2012-2014 Cycle) | 1 January 2016 |
| Amendments to MFRS 7 | Financial Instruments: Disclosures (Annual Improvements 2012-2014 Cycle) | 1 January 2016 |
| Amendments to MFRS 10, MFRS 12 and MFRS 128 | Consolidated Financial Statements, Disclosure of Interests in Other Entities and Investments in Associates and Joint Ventures – Investment Entities: Applying the Consolidation Exception | 1 January 2016 |
| Amendments to MFRS 11 | Joint Arrangements Accounting for Acquisitions of Interests in Joint Operations | 1 January 2016 |
| Amendments to MFRS 101 | Presentation of Financial Statements – Disclosure Initiative | 1 January 2016 |
| Amendments to MFRS 116 and MFRS 138 | Property, Plant and Equipment and Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortisation | 1 January 2016 |
| Amendments to MFRS 116 and MFRS 141 | Property, Plant and Equipment and Agriculture - Agriculture: Bearer Plants | 1 January 2016 |
| Amendments to MFRS 119 | Employee Benefits (Annual Improvements 2012-2014 Cycle) | 1 January 2016 |
| Amendments to MFRS 127 | Separate Financial Statements – Equity Method in Separate Financial Statements | 1 January 2016 |
| Amendments to MFRS 134 | Interim Financial Reporting (Annual Improvements 2012-2014 Cycle) | 1 January 2016 |

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:

| Description | | Effective for annual periods beginning on or after |
|------------------------------------|--|--|
| Amendments to MFRS 12 | Disclosure of Interests in Other Entities (Annual Improvements to MFRS Standards 2014-2016 Cycle) | 1 January 2017 |
| Amendments to MFRS 107 | Statements of Cash Flows – Disclosure Initiative | 1 January 2017 |
| Amendments to MFRS 112 | Income Taxes - Recognition of Deferred Tax Assets for Unrealised Losses | 1 January 2017 |
| MFRS 9 | Financial Instruments (2014) | 1 January 2018 |
| MFRS 15 | Revenue from Contracts with Customers | 1 January 2018 |
| Clarification to MFRS 15 | Revenue from Contracts with Customers | 1 January 2018 |
| IC Interpretation 22 | Foreign Currency Transactions and Advance Consideration | 1 January 2018 |
| Amendments to MFRS 1 | First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements to MFRS Standards 2014-2016 Cycle) | 1 January 2018 |
| Amendments to MFRS 2 | Share-based Payment – Classification and Measurement of Share-based Payment Transactions | 1 January 2018 |
| Amendments to MFRS 4 | Insurance Contracts – Applying MFRS 9 Financial Instruments with MFRS 4 Insurance Contracts | 1 January 2018 |
| Amendments to MFRS 128 | Investments in Associates and Joint Ventures (Annual Improvements to MFRS Standards 2014-2016 Cycle) | 1 January 2018 |
| Amendments to MFRS 140 | Investment Property – Transfers of Investment Property | 1 January 2018 |
| MFRS 16 | Leases | 1 January 2019 |
| Amendments to MFRS 10 and MFRS 128 | Consolidated Financial Statements, Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture | Yet to be determined |

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 2015 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 for the allowance for foreseeable losses and impairment losses as disclosed in Note A9.

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 allowance for foreseeable losses and impairment losses as disclosed in Note A9.

A7 Debt and equity securities

There were no significant issuances, cancellations, repurchases, resales and repayments of debt and equity securities during the current financial quarter and financial year-to-date.

A8 Dividend paid

There was no dividend paid during the current financial quarter and financial year-to-date (31.12.2015 : RM447,171,674).

A9 Segment revenue and results

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

| a) | Water and Wastewater RM'000 | Construction RM'000 | Oil and Gas 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 2016 | | | | | | | | |
| Operating Revenue | | | | | | | | |
| Sales to external customers | 4,087 | 16,256 | - | 207 | - | 20,550 | 154 | 20,704 |
| Finance income | (1) | - | 271 | 1,676 | - | 1,946 | 2 | 1,948 |
| Fair value gain on investment properties | - | - | - | 27,944 | - | 27,944 | - | 27,944 |
| Other income | 215 | (183) | 181 | 31,905 | (21,254) | 10,864 | (1) | 10,863 |
| | 4,301 | 16,073 | 452 | 61,732 | (21,254) | 61,304 | 155 | 61,459 |
| Operating expenses | (1,710) | (33,817) | (5,481) | (191,143) | 190,737 | (41,414) | (2,275) | (43,689) |
| Allowance for foreseeable losses | - | (20,952) | - | - | - | (20,952) | - | (20,952) |
| Impairment loss on property, plant and equipment | - | - | (41,622) | - | - | (41,622) | - | (41,622) |
| Impairment of service concession assets | (6,894) | - | - | - | - | (6,894) | - | (6,894) |
| Impairment loss on assets held for sale | - | - | - | - | - | - | (11,907) | (11,907) |
| Share of results of associates | - | - | - | 1 | - | 1 | - | 1 |
| Share of results of joint venture | - | - | - | (68) | - | (68) | - | (68) |
| Amortisation and depreciation | (117) | (150) | (1,529) | (1,954) | - | (3,750) | (412) | (4,162) |
| Segment results | (4,420) | (38,846) | (48,180) | (131,432) | 169,483 | (53,395) | (14,439) | (67,834) |
| Finance costs | | | | | | (735) | (39) | (774) |
| Loss before tax | | | | | | (54,130) | (14,478) | (68,608) |
| Results for 3 months ended 31 December 2015 | | | | | | | | |
| Operating Revenue | | | | | | | | |
| Sales to external customers | 74 | 10,117 | 2,994 | 205 | - | 13,390 | 129 | 13,519 |
| Finance income | 1 | 202 | 232 | 3,803 | - | 4,238 | - | 4,238 |
| Other income | 881 | 773 | 125 | 801,582 | (782,973) | 20,388 | 29 | 20,417 |
| | 956 | 11,092 | 3,351 | 805,590 | (782,973) | 38,016 | 158 | 38,174 |
| Operating expenses | (1,025) | (16,374) | (3,737) | (266,686) | 249,898 | (37,924) | (945) | (38,869) |
| Impairment loss on non-trade receivables | - | (6,194) | - | - | - | (6,194) | - | (6,194) |
| Impairment loss on property, plant and equipment | - | - | (64,022) | - | - | (64,022) | - | (64,022) |
| Impairment loss on service concession assets | (2,100) | - | - | - | - | (2,100) | - | (2,100) |
| Impairment loss on goodwill | (3,782) | - | (21,458) | - | - | (25,240) | - | (25,240) |
| Impairment loss on assets held for sale | - | - | - | - | - | - | (9,900) | (9,900) |
| Share of results of associates | - | - | - | (1) | - | (1) | - | (1) |
| Share of results of joint venture | - | - | - | 37 | - | 37 | - | 37 |
| Amortisation and depreciation | (331) | (54) | (2,904) | (2,689) | - | (5,978) | (722) | (6,700) |
| Segment results | (6,282) | (11,530) | (88,770) | 536,251 | (533,075) | (103,406) | (11,409) | (114,815) |
| Finance costs | | | | | | (4,390) | 570 | (3,820) |
| (Loss)/Profit before tax | | | | | | (107,796) | (10,839) | (118,635) |

| | Water and Wastewater | Construction | Oil and Gas | 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 2016 | | | | | | | | |
| Operating Revenue | | | | | | | | |
| Sales to external customers | 15,198 | 57,981 | - | 597 | - | 73,776 | 615 | 74,391 |
| Finance income | 1 | - | 1,690 | 7,522 | - | 9,213 | 2 | 9,215 |
| Fair value gain on investment properties | - | - | - | 27,944 | - | 27,944 | - | 27,944 |
| Other income | 704 | 173 | 10,758 | 123,126 | (87,727) | 47,034 | - | 47,034 |
| | 15,903 | 58,154 | 12,448 | 159,189 | (87,727) | 157,967 | 617 | 158,584 |
| Operating expenses | (10,800) | (142,722) | (31,324) | (312,796) | 257,174 | (240,468) | (5,663) | (246,131) |
| Allowance for foreseeable losses | - | (66,226) | - | - | - | (66,226) | - | (66,226) |
| Impairment loss on property, plant and equipment | - | - | (41,622) | - | - | (41,622) | - | (41,622) |
| Impairment loss on service concession assets | (6,894) | - | - | - | - | (6,894) | - | (6,894) |
| Impairment loss on assets held for sale | - | - | - | - | - | - | (11,907) | (11,907) |
| Share of results of associates | - | - | - | 1 | - | 1 | - | 1 |
| Share of results of joint venture | - | - | - | (112) | - | (112) | - | (112) |
| Amortisation and depreciation | (839) | (593) | (6,096) | (6,474) | - | (14,002) | (2,323) | (16,325) |
| Segment results | (2,630) | (151,387) | (66,594) | (160,192) | 169,447 | (211,356) | (19,276) | (230,632) |
| Finance costs | | | | | | (3,049) | (145) | (3,194) |
| Loss before tax | | | | | | (214,405) | (19,421) | (233,826) |
| Results for 12 months ended 31 December 2015 | | | | | | | | |
| Operating Revenue | | | | | | | | |
| Sales to external customers | 135 | 125,023 | 62,099 | 730 | - | 187,987 | 475,901 | 663,888 |
| Finance income | 6 | 725 | 1,318 | 24,453 | - | 26,502 | 30,517 | 57,019 |
| Compensation for late payment | - | - | - | - | - | - | 144,893 | 144,893 |
| Other income | 3,030 | 742 | 439 | 832,878 | (785,711) | 51,378 | 690 | 52,068 |
| | 3,171 | 126,490 | 63,856 | 858,061 | (785,711) | 265,867 | 652,001 | 917,868 |
| Operating expenses | (3,889) | (128,371) | (29,719) | (262,048) | 227,209 | (196,818) | (234,836) | (431,654) |
| Rental expenses on project equipment | - | - | (63,760) | - | - | (63,760) | - | (63,760) |
| Impairment loss on property, plant and equipment | - | - | (64,022) | - | - | (64,022) | - | (64,022) |
| Impairment loss on service concession assets | (2,100) | - | - | - | - | (2,100) | - | (2,100) |
| Impairment loss on goodwill | (3,782) | - | (21,458) | - | - | (25,240) | - | (25,240) |
| Impairment loss on trade receivables | - | - | - | - | - | - | (6,751) | (6,751) |
| Impairment loss on non-trade receivables | - | (6,194) | - | - | - | (6,194) | - | (6,194) |
| Impairment loss on assets held for sale | - | - | - | - | - | - | - | - |
| - Service concession assets | - | - | - | - | - | - | (47,686) | (47,686) |
| - Property, plant and equipment | - | - | - | - | - | - | (120) | (120) |
| Share of results of associates | - | - | - | (3) | - | (3) | - | (3) |
| Share of results of joint venture | - | - | - | (75) | - | (75) | (12,016) | (12,091) |
| Amortisation and depreciation | (1,295) | (278) | (11,589) | (5,482) | - | (18,644) | (2,570) | (21,214) |
| Segment results | (7,895) | (8,353) | (126,692) | 590,453 | (558,502) | (110,989) | 348,022 | 237,033 |
| Finance costs | | | | | | (23,131) | (98,952) | (122,083) |
| (Loss)/Profit before tax | | | | | | (134,120) | 249,070 | 114,950 |

| b) | Water and Wastewater RM'000 | Construction RM'000 | Oil and Gas RM'000 | Others RM'000 | Elimination RM'000 | Continuing operations RM'000 | Discontinued operations RM'000 | Total RM'000 |
|-------------------------------|-----------------------------------|------------------------|--------------------------|------------------|-----------------------|------------------------------------|--------------------------------------|------------------|
| Assets and Liabilities | | | | | | | | |
| As at 31 December 2016 | | | | | | | | |
| Segment assets | 15,963 | 93,178 | 82,683 | 1,799,132 | (340,408) | 1,650,548 | 24,834 | 1,675,382 |
| Unallocated assets | | | | | | 4,819 | - | 4,819 |
| Total assets | | | | | | 1,655,367 | 24,834 | 1,680,201 |
| Segment liabilities | 6,877 | 200,612 | 25,931 | 268,797 | (294,281) | 207,936 | 18,374 | 226,310 |
| Unallocated liabilities | | | | | | 12,540 | - | 12,540 |
| Total liabilities | | | | | | 220,476 | 18,374 | 238,850 |
| Assets and Liabilities | | | | | | | | |
| As at 31 December 2015 | | | | | | | | |
| Segment assets | 74,475 | 76,288 | 189,707 | 1,867,036 | (369,698) | 1,837,808 | - | 1,837,808 |
| Unallocated assets | | | | | | 28,155 | - | 28,155 |
| Total assets | | | | | | 1,865,963 | - | 1,865,963 |
| Segment liabilities | 64,656 | 82,854 | 177,668 | 185,782 | (329,078) | 181,882 | - | 181,882 |
| Unallocated liabilities | | | | | | 9,864 | - | 9,864 |
| Total liabilities | | | | | | 191,746 | - | 191,746 |

A10 Valuation of property, plant and equipment and investment properties

Property, plant and equipment are measured at cost/revaluation less any accumulated depreciation and any accumulated impairment losses. The valuations of property, plant and equipment have been brought forward without amendment from the latest audited annual financial statements.

The Group did not revalue any of its property, plant and equipment for the current financial quarter and year ended 31 December 2016.

The Group adopts the fair value model for its investment properties. During the current financial quarter and year-to-date, there was an indicative change in the value of its investment properties from the last financial year end that has resulted in the fair value gain of RM27.9 million which is recognised in the profit or loss.

The fair value of investment properties are based on a valuation carried out in the current financial year-to-date by external, independent property valuers, having appropriate recognised professional qualification and recent experience in the location and category of property being valued.

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 31 March 2016, the Company had acquired a dormant company, Anugerah Prasarana Sdn Bhd (“Anugerah Prasarana”), comprising two (2) ordinary shares of RM1.00 each, representing 100% of the total issued and paid up share capital of Anugerah Prasarana at a total cash consideration of Ringgit Malaysia Two (RM2.00) only (the “Acquisition”).

With the Acquisition, Anugerah Prasarana became a wholly owned subsidiary of the Company on 31 March 2016. The Acquisition is to facilitate the Group’s business expansion plans. Anugerah Prasarana will remain as a dormant company for the time being.

- b) On 30 June 2016, the Company had subscribed for six thousand (6,000) new ordinary shares of RM1.00 each, representing 60% equity interest in Aspen Streams Sdn Bhd (“ASSB”) at a total cash consideration of RM6,000.00 only (“Shares Subscription”).

With the Shares Subscription, ASSB has become a 60% owned subsidiary of the Company on 30 June 2016. The acquisition of the new subsidiary, ASSB via the Shares Subscription is to facilitate the Group’s business expansion plans in the water sector.

- c) On 28 July 2016, the Company acquired two (2) companies, Aneka Suriamas Sdn Bhd (“Aneka Suriamas”), comprising two (2) ordinary shares of RM1.00 each, representing 100% of the total issued and paid up share capital of Aneka Suriamas at a total cash consideration of Ringgit Malaysia Two (RM2.00) only and Pujian Bayu Sdn Bhd (“Pujian Bayu”), comprising two (2) ordinary shares of RM1.00 each, representing 100% of the total issued and paid up share capital of Pujian Bayu at a total cash consideration of Ringgit Malaysia Two (RM2.00) only (the “Acquisition”).

With the Acquisition, both Aneka Suriamas and Pujian Bayu have become wholly owned subsidiaries of the Company on 28 July 2016. The Acquisition is to facilitate the Group’s business expansion plans in the oil palm plantation sector. Both companies will remain as dormant companies for the time being.

- d) On 17 October 2016, the Company’s wholly-owned subsidiary, Murni Estate Sdn Bhd (“MESB”) had acquired six hundred thousand (600,000) ordinary shares of RM1.00 each, representing 60% equity interest in Danau Semesta Sdn Bhd (“DSSB”) via the transfer of two (2) existing ordinary shares of RM1.00 each and the subscription of 599,998 new ordinary shares of RM1.00 each in DSSB for a total cash consideration of RM600,000.00 only (“Shares Subscription”). The remaining balance of 300,000 ordinary shares of RM1.00 each and 100,000 ordinary shares in DSSB are held by Sunshine Upland Sdn Bhd (“SUSB”) and Astaka Suria Sdn Bhd (“ASSB”), respectively.

With the Shares Subscription, DSSB has become a 60% owned sub-sub-subsidiary of the Company on 17 October 2016. The acquisition of the new sub-sub-subsidiary, DSSB via the Share Subscription is to facilitate the Group’s business expansion plans in the oil palm plantation sector.

Subsequently, on 16 November 2016, MESB had subscribed for additional 26,790,341 ordinary shares of RM1.00 each in its 60% owned subsidiary, DSSB out of 44,650,569 new ordinary shares of DSSB at a subscription price of RM26,790,341.00, representing 60% of the enlarged issued and paid-up share capital of DSSB. MESB's total investment in DSSB amounted to RM27,390,341 as at 31 December 2016.

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

Save as disclosed in Note B9 Material Litigation, there were no other material contingent liabilities and contingent assets as at 31 December 2016.

A14 Other material disclosures

a) Revenue

| | INDIVIDUAL QUARTER | | CUMULATIVE QUARTER | |
|----------------------------------|--------------------|-----------------------|--------------------|----------------------|
| | Current Year | Preceding Year | Current Year | Preceding Year |
| | Quarter | Corresponding Quarter | To date | Corresponding Period |
| | 3 months ended | 3 months ended | 12 months ended | 12 months ended |
| | 31.12.2016 | 31.12.2015 | 31.12.2016 | 31.12.2015 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Water and wastewater revenue | 4,087 | 74 | 15,198 | 135 |
| Construction revenue | 16,256 | 10,117 | 57,981 | 125,023 |
| Oil and gas construction revenue | - | 2,994 | - | 62,099 |
| Others | 207 | 205 | 597 | 730 |
| | <u>20,550</u> | <u>13,390</u> | <u>73,776</u> | <u>187,987</u> |

b) Commitments

Other than those described in Notes B6 (a) and B6 (b), the following are the commitments of the Group:-

| | As at 31.12.2016 RM'000 |
|---|-------------------------------|
| Capital expenditure: Contracts approved and contracted for | <u>1,025</u> |

c) Acquisition and disposal of property, plant and equipment

| | 12 months ended 31.12.2016 | | |
|-------------|----------------------------|--------------------------|----------------|
| | At cost | Accumulated Depreciation | Net Book Value |
| | RM'000 | RM'000 | RM'000 |
| Acquisition | 19,425 | 401 | 19,024 |
| Disposal | (570) | (106) | (464) |
| | <u>18,855</u> | <u>295</u> | <u>18,560</u> |

A15 Discontinued operation

On 13 July 2016, the Company's 98.65% subsidiary, Sino Water Pte Ltd and Environmental Holding Pte Ltd had entered into a Framework Agreement with Lushan County People's Government for the proposed disposal of the entire equity interests in Luwei (Pingdingshan) Water Co., Ltd to Lushan County Chengnan Water Co., Ltd, a state-owned enterprise at zero cash consideration and a settlement sum of RMB10.0 million (equivalent to approximately RM6.4 million) only to be paid to Sino Water and its subsidiary for repayment of the outstanding shareholder loans and outstanding consultancy service fees (the "Proposed Disposal").

The Proposed Disposal is expected to be completed in the second quarter of 2017. As at 31 December 2016, Luwei was classified as held for sale and as discontinued operation. The comparative consolidated Statements of Profit or Loss have been re-presented to show the discontinued operations separately from the continuing operations.

The loss after tax from discontinued operations are as follows :

| | 31.12.2016 | 31.12.2015 |
|--|-------------------|-------------------|
| | RM'000 | RM'000 |
| Revenue | 615 | 707 |
| Other income | 2 | 83 |
| Impairment loss on assets held for sale | (11,907) | (9,900) |
| Operating expenses | (5,663) | (6,625) |
| Depreciation and amortisation expenses | (2,323) | (2,570) |
| Finance costs | (145) | (8) |
| Loss after tax from discontinued operation | <u>(19,421)</u> | <u>(18,313)</u> |

Assets and liabilities classified as held for sale are as follows :

| | 31.12.2016 |
|-------------------------------|-------------------|
| | RM'000 |
| Assets | |
| Property, plant and equipment | 323 |
| Service concession assets | 24,146 |
| Trade and other receivables | 118 |
| Inventories | 20 |
| Cash and bank balances | 227 |
| | <u>24,834</u> |
| Liabilities | |
| Loans and borrowings | (11,700) |
| Trade and other payables | (6,674) |
| | <u>(18,374)</u> |

The net cash flow incurred by Luwei are as follows:

| | 31.12.2016 |
|---------------------------------------|-------------------|
| | RM'000 |
| Net cash used in operating activities | (1,433) |
| Net cash used in investing activities | (1) |
| Net cash outflow | <u>(1,434)</u> |

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 amount | Fair value | Carrying amount | Fair value |
|--------------------------------|--------------------|-----------------|--------------------|-----------------|
| | 31.12.2016 | 31.12.2016 | 31.12.2015 | 31.12.2015 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Financial liabilities : | | | | |
| Loans and borrowings | <u>(22,067)</u> | <u>(19,808)</u> | <u>(71,182)</u> | <u>(70,751)</u> |

Short-term investment of the Group and of the Company amounted to RM835,053,000 (31.12.2015 : RM922,146,000) which is carried at fair value is categorised as fair value through profit and loss ("FVTPL") financial assets 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

During the year, there were no significant related party transactions within the Group compared with the previous year as follows:-

| | 31.12.2016 | 31.12.2015 |
|---|-----------------------------|-----------------------------|
| | RM'000 | RM'000 |
| Transactions with joint venture :- | | |
| RCULS interest receivable | - | 12,016 |
| Compensation for late payment | - | 144,893 |
| Storage fee charged | - | 497 |
| Sales of bulk quantity of treated water | - | 557,682 |
| | <u> </u> | <u> </u> |

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

B1 Review of performance

For the current financial quarter, the Group recorded revenue of RM20.6 million compared to RM13.4 million reported in the preceding year's corresponding financial quarter, representing an increase of RM7.2 million or 53.7% mainly due to higher revenue contribution from the Construction segment.

For the current financial year-to-date, the Group reported revenue of RM73.8 million compared to RM188.0 million reported in the preceding year's corresponding period, representing a decrease of RM114.2 million or 60.7% mainly due to lower revenue contribution from the Construction segment and no revenue contribution from the Oil and Gas segment .

The Group recorded loss before tax ("LBT") of RM54.1 million for the current financial quarter and RM214.4 million for the current financial year-to-date as compared to LBT of RM107.8 million and RM134.1 million reported in the preceding year's corresponding financial quarter and financial year-to-date, representing a positive variance of RM53.7 million and a negative variance of RM80.3 million respectively. The lower LBT reported in the current quarter was mainly due to lower impairment losses on assets and recognition of fair value gain on investment properties. The higher LBT reported in the current financial year-to-date was mainly due to recognition of allowance for foreseeable losses in respect of the Construction segment's ongoing sewerage contract as a result of cost increase arising from the termination of the previous sub-contractor due to various breaches of contract and slow work progress despite several notices given.

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

(a) Water and Wastewater :

The Water and Wastewater segment reported Loss Before Interest and Tax ("LBIT") of RM4.4 million compared to LBIT of RM6.3 million in the preceding year's corresponding financial quarter, representing a positive variance of RM1.9 million. For the current financial year-to-date, the Water and Wastewater segment reported LBIT of RM2.6 million compared to LBIT of RM7.9 million in the preceding year's corresponding financial year-to-date, representing a positive variance of RM5.3 million. The positive variance is mainly due to profit contribution from the operation and maintenance of a water treatment plant in Beaufort, Sabah which commenced on 1 February 2016.

(b) Construction :

The Construction segment reported LBIT of RM38.8 million in the current financial quarter as compared to LBIT of RM11.5 million in the preceding year's corresponding financial quarter, representing a negative variance of RM27.3 million. For the current financial year-to-date, the Construction segment reported LBIT of RM151.4 million as compared to LBIT of RM8.4 million in the preceding year's corresponding financial year-to-date, representing a negative variance of RM143.0 million. The higher LBIT for the Construction segment reported in the current financial quarter and financial year-to-date was mainly due to recognition of allowance for foreseeable losses in respect of its ongoing sewerage contract as a result of cost increase subsequent to the termination of the previous sub-contractor for non-performance and slow work progress. The project cost to completion increased due to the appointment of new sub-contractor for the remaining works post-termination of the previous sub-contractor and shorter period of construction which requires utilization of more resources and accelerated work progress.

(c) Oil and Gas :

For the current financial quarter, the Oil and Gas segment reported LBIT of RM48.2 million as compared to LBIT of RM88.8 million reported in the preceding year's corresponding financial quarter, representing a positive variance of RM40.6 million. For the current financial year-to-date, the Oil and Gas segment reported LBIT of RM66.6 million as compared to RM126.7 million reported in the preceding year's corresponding financial year-to-date, representing a positive variance of RM60.1 million. The lower LBIT reported in the current financial quarter and financial year-to-date was mainly due to lower operating expenses following implementation of the right sizing exercises in the Oil and Gas Division and lower impairment loss on the derrick lay barge.

B2 Comparison of loss before taxation with the immediate preceding financial quarter

The Group reported LBT of RM54.1 million for the current financial quarter compared to LBT of RM102.3 million in the immediate preceding financial quarter, representing a positive variance of RM48.2 million. The higher LBT reported in the previous financial quarter was mainly due to the initial recognition of allowance for foreseeable losses in respect of the Construction segment's ongoing sewerage contract as a result of cost increase following the termination of the previous non-performing sub-contractor.

B3 Prospects

The Group is continuously looking to expand its operations in areas related to its core businesses and competencies in the 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 and property development.

On the Construction sector, the Group will continue to be involved in water and wastewater infrastructure-related projects. 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 the operation and maintenance of a water treatment plant in Beaufort, Sabah. The Group is focused on the execution of the sewerage infrastructure contract which has been delayed due to the termination of the previous sub-contractor and will mitigate the cost increase of the project by accelerating works and completing the project within the contract period. Amidst a challenging business environment of the construction sector, the Group will continue to improve its operational efficiency and solicit new businesses within the segment.

The Oil and Gas sector did not secure any new projects during the year as the oil and gas industry outlook remained pessimistic due to the huge drop in crude oil prices.

The Proposed Acquisition of Danum Sinar Sdn Bhd ("Proposed Acquisition"), an oil palm plantation company, provides an opportunity for the Group to venture into the oil palm plantation sector that has the ability to generate a steady flow and recurring source of income. The Proposed Acquisition is expected to be completed in the second quarter of 2017 and is expected to contribute positively to the Group's earnings in the longer term.

B4 Variances from profit forecast and profit guarantee

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

B5 Income tax expenses

| | INDIVIDUAL QUARTER | | CUMULATIVE QUARTER | |
|---|----------------------|--------------------------------------|----------------------|-------------------------------------|
| | Current Year Quarter | Preceding Year Corresponding Quarter | Current Year To date | Preceding Year Corresponding Period |
| | 3 months ended | 3 months ended | 12 months ended | 12 months ended |
| | 31.12.2016 | 31.12.2015 | 31.12.2016 | 31.12.2015 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| <u>Continuing operations</u> | | | | |
| Income tax | | | | |
| - current year tax credit/(expense) | 126 | (2,561) | (415) | (7,618) |
| - (Over)/under provision in prior year | (118) | 14 | 545 | 74 |
| | <u>8</u> | <u>(2,547)</u> | <u>130</u> | <u>(7,544)</u> |
| Deferred tax | | | | |
| - origination and reversal of temporary differences | (2,236) | 22,014 | (3,469) | 24,374 |
| - (Over)/under provision in prior year | (22,884) | 330 | (22,884) | 330 |
| | <u>(25,120)</u> | <u>22,344</u> | <u>(26,353)</u> | <u>24,704</u> |
| | <u>(25,112)</u> | <u>19,797</u> | <u>(26,223)</u> | <u>17,160</u> |
| <u>Discontinued operations</u> | | | | |
| - deferred tax | - | (2,716) | - | (69,052) |
| | <u>(25,112)</u> | <u>17,081</u> | <u>(26,223)</u> | <u>(51,892)</u> |

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

B6 Status of corporate proposals

- a) On 18 April 2016, the Company had entered into a Heads of Agreement ("HOA") with TRIplc Berhad ("TRIplc") to facilitate discussions and negotiations for a potential acquisition by the Company of the businesses of TRIplc ("Proposed Transaction").

Pursuant to the HOA and a non-disclosure agreement ("NDA") which had also been executed on 18 April 2016, both the Company and TRIplc had agreed to a period of four (4) months from the date of the NDA or such other period as determined by both parties, for TRIplc to provide information concerning TRIplc and its subsidiaries for the Company to evaluate the Proposed Transaction ("Due Diligence Period"). During the Due Diligence Period, the Company shall be granted exclusivity by TRIplc with respect to the Proposed Transaction.

On 17 August 2016, the Company and TRIplc mutually agreed to extend the HOA and the Due Diligence Period under the NDA for a further period of three (3) months, until 17 November 2016 to facilitate the ongoing discussions and negotiations for a potential acquisition by the Company of the businesses of TRIplc.

On 17 November 2016, the Company and TRIplc mutually agreed to further extend the HOA and the Due Diligence Period under the NDA for a further period of three (3) months, until 17 February 2017.

On 16 December 2016, the Company entered into a conditional share sale agreement ("SSA") with Pimpinan Ehsan Berhad to purchase the entire issued and paid-up share capital of TRIplc for a cash consideration of RM210 million only ("Proposed Acquisition").

In conjunction with the Proposed Acquisition, TRIplc will be undertaking an internal reorganisation by way of a members' scheme of arrangement under Section 176 of the Companies Act, 1965 ("Act") ("Proposed TRIplc Internal Reorganisation") comprising the following:

- (i) a proposed share exchange of the entire issued and fully paid-up share capital of TRIplc with new ordinary shares of RM1.00 each in Pimpinan Ehsan ("Pimpinan Ehsan Shares") on the basis of one (1) new Pimpinan Ehsan Share for every one (1) existing ordinary share of RM1.00 each in TRIplc ("TRIplc Share") held as at the entitlement date to be determined and announced by TRIplc ("Proposed Share Exchange"); and

(ii) a proposed transfer of the listing status of TRIpIc to Pimpinan Ehsan and the admission of the Pimpinan Ehsan Shares to the Official List of the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), with the listing of and quotation for all Pimpinan Ehsan Shares on the Main Market of Bursa Securities ("Proposed Transfer of Listing Status to Pimpinan Ehsan").

Upon completion of the Proposed TRIpIc Internal Reorganisation, TRIpIc will be a wholly-owned subsidiary of Pimpinan Ehsan and Pimpinan Ehsan will be listed in TRIpIc's place.

- b) On 17 October 2016, Danau Semesta Sdn Bhd ("DSSB" or "Purchaser"), a 60% owned subsidiary of Murni Estate Sdn Bhd ("MESB"), which in turn is a wholly-owned subsidiary of Puncak had entered into a sale and purchase agreement ("SPA") with Shin Yang Holding Sendirian Berhad ("vendor") for the Proposed Acquisition of the entire issued and paid-up share capital of Danum Sinar Sdn Bhd ("Danum Sinar") comprising of 1,000,000 ordinary shares of RM1.00 each ("Sale Shares") together with the Land and specifically to include estate office building, estate management and staff quarters, guests house, storage and other ancillary facilities relating to the oil palm plantation business. The purchase price for the Sale Shares is RM446,505,690.45 ("Purchase Price") to be fully satisfied in cash, of which 10% deposit sum to be paid within 30 days from the date of SPA.

DSSB shall obtain funding for the Purchase Price from its shareholders namely MESB which owned 60% of DSSB, Sunshine Upland Sdn Bhd ("SUSB") which owned 30% of DSSB and Astaka Suria Sdn Bhd ("ASSB") which owned 10% of DSSB and bank borrowings. Each shareholder of DSSB shall contribute proportionately to the capital of DSSB to fund the Purchase Price based on their respective equity interests in DSSB. As Puncak's effective equity interest in DSSB is 60%, the portion of the Purchase Price that Puncak has to contribute to DSSB is RM267,903,414.27 which shall be funded via a combination of internally generated funds and bank borrowings.

The sale and purchase of the Sale Shares herein shall be conditional upon the following conditions precedent ("Conditions Precedent") being fulfilled or waived, as the case may be:

- (i) the completion and satisfactory results of a due diligence review by the Purchaser into, without limitation, the Land, the financial and statutory books and records, taxation matters, assets, liabilities and other affairs of Danum Sinar, including encumbrances affecting the Land;
- (ii) the Purchaser's financier has issued a letter of offer wherein the Purchaser's financier has agreed to grant to the Purchaser a financing facility at the terms and conditions acceptable to the Purchaser for the purchase of the Sale Shares;
- (iii) receipt by the Purchaser of a duly signed audited financial statements for the financial year ended 30 June 2016 of Danum Sinar ("Audited Financial Statements") and a confirmation that the annual general meeting of Danum Sinar for the calendar year of 2016 had been duly convened and held for the purpose of, inter alia tabling the Audited Financial Statements and that the Audited Financial Statements together with the 2016 Annual Return of Danum Sinar have been duly filed by Danum Sinar with the Companies Commission of Malaysia;
- (iv) the third party charge on the Land have been fully discharged;
- (v) the Vendor shall procure at its own costs and expense the provisional title in the name of Danum Sinar for Lot 1 land, Lot 13 land, Lot 14 land and Lot 15 land within 30 days from the date of the SPA or such other extended time as agreed between the parties;
- (vi) the unconditional approvals of such regulatory or any other relevant authority having been obtained for the transactions contemplated herein requiring their approval; and
- (vii) any other approval/consent being obtained from the banks, financiers and creditors of Danum Sinar and/or third parties for the disposal of the Sale Shares.

within 3 months from the date of the SPA with an automatic extension of 3 months and such further extensions of time as may be mutually agreed in writing between the parties ("Cut-Off Date"). In the event that any of the Conditions Precedent is not fulfilled by the Cut-Off Date and the same is not waived, the SPA shall lapse and be of no further effect in accordance with the terms of the SPA and the Vendor or the Vendor's solicitors shall return all moneys received with interest to the Purchaser.

Subject to the terms of the SPA, on completion date, in exchange for the completion documents as set out in the SPA from the Vendors' solicitors to the Purchaser, the Purchaser shall pay to the Vendor the Balance Purchase Price, subject always to any agreed deduction or downward adjustments as provided in the SPA.

Barring any unforeseen circumstances, the Proposed Acquisition is expected to be completed in the second quarter of 2017.

Save as disclosed above, there are no other corporate proposals announced as at the date of this report.

B7 Loans and borrowings

Details of the Group's loans and borrowings as at 31 December 2016 are as follows:-

| | Current RM'000 | Non-current RM'000 |
|---------------------------------|-------------------|-----------------------|
| Secured | | |
| Term loans | 646 | 6,752 |
| USD term loan | 8,972 | - |
| Obligation Under Finance Leases | 1,188 | 4,509 |
| | 10,806 | 11,261 |

All loans and borrowings are denominated in Ringgit Malaysia except for KGL's USD term loan which are denominated in United States Dollar ("USD") totalling USD2.0 million.

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

(1) **Kris Heavy Engineering & Construction Sdn Bhd ("KHEC")**

a) 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 non-availability 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 counsel of the Consortium notified the Presiding Arbitrator that the Arbitrator in charge 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.

On 3 March 2016, the name of the replacement Arbitrator had been submitted by the counsel of the Consortium to the Panel for consideration and decision. The Panel has yet to schedule new dates for the continued hearing for the First Arbitration Proceedings.

On 20 April 2016, the name of the replacement Arbitrator had been accepted by the Panel. The Panel has yet to schedule new dates for the continued hearing for the First Arbitration Proceedings.

On 2 June 2016, KHEC's Arbitrator had resigned and a new arbitrator has been nominated for the Panel's consideration and decision before the Panel schedules new dates for the continued hearing for the First Arbitration Proceedings.

On 11 July 2016, the Panel fixed 30 July 2016 for the continued hearing of the First Arbitration Proceedings.

At the hearing on 30 July 2016, the Panel fixed 17 September 2016 and 18 September 2016 for the continued hearing of the First Arbitration Proceedings.

On 19 September 2016, the Company updated that the hearing of the First Arbitration Proceedings will be continued on 2 October 2016.

On 4 October 2016, the Company updated that the hearing of the First Arbitration Proceedings will be continued on 12 November 2016 and 13 November 2016.

On 11 November 2016, the Company notified that the hearing fixed on 11 November 2016 and 12 November 2016 have been cancelled as the Chief Arbitrator has resigned recently due to health reasons. The remaining Panel is in the process of selecting a suitable replacement for the Chief Arbitrator before the Panel schedules the new dates for the continued hearing for the First Arbitration Proceedings.

On 21 November 2016, the Company was notified that the Panel has approved the replacement for the Chief Arbitrator for the First Arbitration Proceedings. The new dates for the continued hearing for the First Arbitration Proceedings has yet to be scheduled by the Panel.

On 4 January 2017, the Company was notified that the Panel has fixed the continued hearing for the First Arbitration Proceedings on 10 January 2017.

On 11 January 2017, the Company was notified at the hearing held on 10 January 2017 that the Chief Arbitrator had withdrawn himself from the Panel and the remaining Panel will have to find a replacement for the Chief Arbitrator before the Panel schedules new dates for the continued hearing for the First Arbitration Proceedings.

The newly constituted Panel has fixed the hearing for the First Arbitration Proceedings on 7 March 2017.

b) **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 RM44.3 million). PNHB-Lanco's counsel had filed an interim application to dismiss the claim of Rs50,00,00,000 (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.

(2) Puncak Niaga Construction Sdn Bhd ("PNCSB")

(a) Notice of Adjudication dated 27 May 2016 issued under the Construction Industry Payment & Adjudication Act 2012, ("CIPAA") to the Company's wholly-owned subsidiary, Puncak Niaga Construction Sdn Bhd ("PNCSB")

On 27 May 2016, the Company's wholly-owned subsidiary, PNCSB had received a Notice of Adjudication dated 27 May 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 of the CIPAA from its sub-contractor, Genbina Sdn Bhd ("Genbina").

The details of the Notice of Adjudication are as follows: -

- (i) PNCSB's sub-contractor, Genbina had issued a Notice of Adjudication dated 27 May 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 under CIPAA against PNCSB on 27 May 2016 for the sum of RM6,169,197.67 for the project "Pakej D44 - Pembinaan Rangkaian Paip Pembedungan Di Bonus, Kuala Lumpur (Reka Dan Bina)" ("D44 Project") together with interest, cost and/or any other relief against PNCSB in relation to the alleged payment claims as may be appropriate.
- (ii) PNCSB has instructed its solicitors to contest the matter.

On 30 June 2016, an adjudicator has been appointed by the Director of Kuala Lumpur Regional Centre For Arbitration ("KLRCA") in respect of the Notice of Adjudication dated 27 May 2016.

(b) Notice of Adjudication dated 27 May 2016 issued under the Construction Industry Payment & Adjudication Act 2012, ("CIPAA") to the Company's wholly-owned subsidiary, Puncak Niaga Construction Sdn Bhd ("PNCSB")

On 27 May 2016, the Company's wholly-owned subsidiary, PNCSB had received a Notice of Adjudication dated 27 May 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 of the CIPAA from its sub-contractor, Genbina Sdn Bhd ("Genbina").

The details of the Notice of Adjudication are as follows: -

- (i) PNCSB's sub-contractor, Genbina had issued a Notice of Adjudication dated 27 May 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 under CIPAA against PNCSB on 27 May 2016 for the sum of RM5,022,336.65 for the project "Pakej D44 - Pembinaan Rangkaian Paip Pembedungan Di Bonus, Kuala Lumpur (Reka Dan Bina)" ("D44 Project") together with interest, cost and/or any other relief against PNCSB in relation to the alleged payment claims as may be appropriate.
- (ii) PNCSB has instructed its solicitors to contest the matter.

On 30 June 2016, an adjudicator has been appointed by the Director of Kuala Lumpur Regional Centre For Arbitration ("KLRCA") in respect of the Notice of Adjudication dated 27 May 2016.

(c) Notice of Adjudication dated 14 June 2016 issued under the Construction Industry Payment & Adjudication Act 2012, ("CIPAA") to the Company's wholly-owned subsidiary, PNCSB.

On 14 June 2016, PNCSB had received a Notice of Adjudication dated 14 June 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 under the CIPAA from its previous sub-contractor, Genbina Sdn Bhd ("Genbina").

The details of the Notice of Adjudication are as follows: -

- (i) Genbina had issued a Notice of Adjudication dated 14 June 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 under CIPAA against PNCSB on 14 June 2016 for the sum of RM4,529,523.04 for the D44 Project together with interest, cost and/or other relief against PNCSB in relation to the alleged payment claims as may be appropriate.
- (ii) PNCSB has instructed its solicitors to contest the matter.

On 27 July 2016, an adjudicator has been appointed by the Director of KLRCA in respect of the Notice of Adjudication dated 14 June 2016.

(d) Notice of Adjudication dated 12 July 2016 issued under the Construction Industry Payment & Adjudication Act 2012, ("CIPAA") to the Company's wholly-owned subsidiary, PNCSB.

On 12 July 2016, PNCSB had received a Notice of Adjudication dated 12 July 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 under CIPAA from Genbina Sdn Bhd ("Genbina").

The details of the Notices of Adjudication are as follows: -

- (i) Genbina had issued a Notice of Adjudication dated 12 July 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 under CIPAA against PNCSB on 12 July 2016 for the sum of RM3,546,977.09 for the D44 Project together with interest, cost and/or other relief against PNCSB in relation to the alleged payment claims as may be appropriate.
- (ii) PNCSB has instructed its solicitors to contest the matter.

On 2 September 2016, an adjudicator has been appointed by the Director of Kuala Lumpur Regional Centre For Arbitration ("KLRCA") in respect of the Notice of Adjudication dated 12 July 2016.

(e) Notice of Adjudication dated 16 August 2016 issued under the Construction Industry Payment & Adjudication Act 2012, ("CIPAA") to the Company's wholly-owned subsidiary, PNCSB.

On 17 August 2016, PNCSB had received a Notice of Adjudication dated 16 August 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 under the CIPAA from Genbina Sdn Bhd ("Genbina").

The details of the Notice of Adjudication are as follows: -

- (i) Genbina had issued a Notice of Adjudication dated 16 August 2016 to refer disputes arising from alleged payment claims under Sections 7 and 8 under CIPAA against PNCSB on 17 August 2016 for the sum of RM3,775,805.83 for the project "Pakej D44 - Pembinaan Rangkaian Paip Pembetulan Di Bunus, Kuala Lumpur (Reka & Bina)"("D44 Project") together with interest, cost and/or other relief against PNCSB in relation to the alleged payment claim as may be appropriate.
- (ii) PNCSB has instructed its solicitors to contest the matter.

On 19 September 2016, an adjudicator has been appointed by the Director of Kuala Lumpur Regional Centre For Arbitration ("KLRCA") in respect of the Notice of Adjudication dated 16 August 2016.

(3) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 20015 and Arbitration (Amendment) Act 2011 to the Company's wholly-owned subsidiary, PNCSB.

(a) Notice of Arbitration dated 17 June 2016 issued under KLRCA in accordance with the Arbitration Act 20015 and Arbitration (Amendment) Act 2011.

On 20 June 2016, PNCSB had received a Notice of Arbitration dated 17 June 2016 from Genbina to refer the disputes or differences arising from the termination of the Contract and an Operate, Maintain and Service Agreement under the Contract ("OMSA") for the D44 Project to arbitration under KLRCA in accordance to the Arbitration Act 20015 and the Arbitration (Amendment) Act 2011 for the alleged sum of RM119,699,168.11 together with the damages, interest, costs as such other relief as the learned arbitrator deems fit or proper and PNCSB has instructed its solicitor to contest the matter.

On 18 July 2016, PNCSB had issued a response to Genbina's Notice of Arbitration dated 17 June 2016 through its solicitors. In summary, PNCSB's response denied the claims asserted by Genbina in its Notice of Arbitration dated 17 June 2016 as well as raised numerous set-offs and/or counterclaim against Genbina's claims in its Notice of Arbitration dated 17 June 2016.

(b) Notice of Arbitration dated 17 June 2016 issued under KLRCA in accordance with the Arbitration Act 20015 and Arbitration (Amendment) Act 2011.

On 20 June 2016, PNCSB had received a Notice of Arbitration dated 17 June 2016 from Genbina to refer the disputes or differences arising from the termination of the Contract and an Operate, Maintain and Service Agreement under the Contract ("OMSA") for the D44 Project to arbitration under KLRCA in accordance to the Arbitration Act 20015 and the Arbitration (Amendment) Act 2011 for the alleged sum of RM24,171,671.43 together with the damages, interest, costs as such other relief as the learned arbitrator deems fit or proper and PNCSB has instructed its solicitor to contest the matter.

On 18 July 2016, PNCSB had issued a response to Genbina's Notice of Arbitration dated 17 June 2016 through its solicitors. In summary, PNCSB's response denied the claims asserted by Genbina in its Notice of Arbitration dated 17 June 2016 as well as raised numerous set-offs and/or counterclaim against Genbina's claims in its Notice of Arbitration dated 17 June 2016.

(4) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 20015 and Arbitration (Amendment) Act 2011 by the Company's wholly-owned subsidiary, PNCSB.

PNCSB had on 18 July 2016 issued three (3) separate Notices of Arbitration dated 18 July 2016 to Genbina to refer the disputes or differences arising from the termination of the contract contained in a Letter of Award and its Addendums ("Contract"), an Operate, Maintain and Service Agreement under the Contract ("OMSA") and Workers' Agreement dated 12 October 2015 ("Workers' Agreement") relating to the D44 Project to arbitration.

The details of the Notices of Arbitration dated 18 July 2016 issued by PNCSB to Genbina are as follows:

- (i) In respect of the Notice of Arbitration arising from the Contract, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's breaches under the Contract which led to PNCSB's termination of the Contract. PNCSB seeks to recover the loss and damage suffered by PNCSB from Genbina in the arbitration;
- (ii) In respect of the Notice of Arbitration arising from the OMSA, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's wrongful acts under the OMSA over Genbina's failure to return the Machineries & Equipment belonging to PNCSB under the OMSA, unlawfully removing the said Machineries & Equipment from the D44 Project site and wrongfully detaining them. PNCSB seeks to recover the loss and damage suffered by PNCSB from Genbina in the arbitration; and
- (iii) In respect of the Notice of Arbitration arising from the Workers' Agreement, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's breach of the Workers' Agreement over Genbina's failure and/or refusal to pay the foreign worker's salaries and to bear all direct and incidental costs for their repatriation, amongst others. PNCSB seeks to recover the loss and damage suffered by PNCSB from Genbina in the arbitration.

PNC has asserted that it has suffered losses and damage arising from Genbina's breaches and wrongful acts under the Contract, OMSA and Workers' Agreement and is preparing a counter-claim against Genbina, which the Directors assessed and estimated to be in the region of RM155.6 million.

B10 Dividend

No dividend has been proposed or declared for the current financial year-to-date.

(2015 : A Special Dividend of RM1.00 per ordinary share amounting to RM447,171,674 in respect of the financial year ended 31 December 2015 had been paid by the Company to the entitled shareholders of the Company on 23 December 2015 post completion of the disposals of PNSB Water Sdn Bhd (formerly known as Puncak Niaga (M) Sdn Bhd) and Syarikat Bekalan Air Selangor Sdn Bhd to Pengurusan Air Selangor Sdn Bhd).

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 |
| | | 3 months ended | Quarter | 12 months ended | Period |
| | | 31.12.2016 | 31.12.2015 | 31.12.2016 | 31.12.2015 |
| (Loss)/profit net of tax attributable to owners of the parent | (RM'000) | | | | |
| - continuing operations | | (79,365) | (86,170) | (240,970) | (114,442) |
| - discontinued operations | | (13,398) | (13,555) | (17,972) | 180,018 |
| | | <u>(92,763)</u> | <u>(99,725)</u> | <u>(258,942)</u> | <u>65,576</u> |
| Weighted average number of ordinary shares in issue | ('000) | <u>449,284</u> | <u>428,602</u> | <u>449,284</u> | <u>420,684</u> |
| Basic (loss)/earnings per share | (sen) | | | | |
| - continuing operations | | (17.66) | (20.10) | (53.63) | (27.21) |
| - discontinued operations | | (2.98) | (3.16) | (4.00) | 42.79 |
| | | <u>(20.64)</u> | <u>(23.26)</u> | <u>(57.63)</u> | <u>15.58</u> |

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 31.12.2016 RM'000 | As at 31.12.2015 RM'000 |
|--|-------------------------------|-------------------------------|
| Total retained earnings of the Company and its subsidiaries : | | |
| - realised | 398,603 | 808,637 |
| - unrealised | 31,941 | 78,679 |
| | <u>430,544</u> | <u>887,316</u> |
| Less : Consolidation adjustments | 340,385 | 142,555 |
| Total retained earnings | <u>770,929</u> | <u>1,029,871</u> |

By Order of the Board

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

Shah Alam
27 February 2017