

THRIVEN GLOBAL BERHAD (formerly known as MULPHA LAND BERHAD)

(Incorporated in Malaysia - 182350-H)

Quarterly report on consolidated results for the financial year ended 31 December 2015

The figures have not been audited.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	NOTE	Current Quarter Ended 31.12.15 RM'000	Restated Comparative Quarter Ended 31.12.14 RM'000	12 Months Cumulative To 31.12.15 RM'000	Restated 12 Months Cumulative To 31.12.14 RM'000
Revenue		31,046	25,835	58,032	44,680
Operating expenses		(28,744)	(27,736)	(53,379)	(46,339)
Other operating income		439	1,070	1,597	16,880
Profit/(Loss) from operations		2,741	(831)	6,250	15,221
Finance cost		(64)	(1,379)	(3,010)	(6,213)
Profit/(Loss) before taxation		2,677	(2,210)	3,240	9,008
Income tax expense	20	(1,636)	(2,719)	(2,909)	(3,421)
Profit/(Loss) for the period		1,041	(4,929)	331	5,587
Other comprehensive income		-	-	-	-
Total comprehensive income/(loss) for the period		1,041	(4,929)	331	5,587
Profit/(Loss) for the period attributable to:					
Owners of the Company		1,822	(703)	3,418	9,866
Non-controlling interests		(781)	(4,226)	(3,087)	(4,279)
		1,041	(4,929)	331	5,587
Total comprehensive income/(loss) for the period attributable to:					
Owners of the Company		1,822	(703)	3,418	9,866
Non-controlling interests		(781)	(4,226)	(3,087)	(4,279)
		1,041	(4,929)	331	5,587
Earning per ordinary share (sen) :-					
Basic / Diluted	25	0.48	(0.21)	0.95	2.88

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

THRIVEN GLOBAL BERHAD (formerly known as MULPHA LAND BERHAD)

(Incorporated in Malaysia - 182350-H)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	NOTE	Unaudited As At 31.12.2015 RM '000	Restated As At 31.12.2014 RM '000	Restated As At 1.1.2014 RM '000
Assets				
<i>Non-Current Assets</i>				
Property, plant and equipment	10	10,378	1,189	356
Investment properties		3,389	2,861	959
Property development cost		48,153	49,213	55,267
Goodwill		7,205	1,891	1,891
		<u>69,125</u>	<u>55,154</u>	<u>58,473</u>
<i>Current Assets</i>				
Property development cost		262,700	210,995	212,047
Inventories		9,052	28,795	43,120
Trade and other receivables		18,115	5,013	11,259
Income tax recoverable		326	415	69
Cash and bank balances		40,872	19,927	21,977
		<u>331,065</u>	<u>265,145</u>	<u>288,472</u>
Non-current asset classified as held for sale		-	-	18,072
		<u>331,065</u>	<u>265,145</u>	<u>306,544</u>
Total Assets		<u>400,190</u>	<u>320,299</u>	<u>365,017</u>
Equity and Liabilities				
<i>Equity attributable to owners of the Company</i>				
Share capital		37,670	22,830	22,830
Share premium		7,183	2,481	2,481
Capital reserve		85,544	85,544	83,203
Retained earnings		35,541	32,123	21,797
		<u>165,938</u>	<u>142,978</u>	<u>130,311</u>
Non-controlling interests		(3,029)	58	11,183
Total Equity		<u>162,909</u>	<u>143,036</u>	<u>141,494</u>
<i>Non - Current Liabilities</i>				
Bank borrowings	22	117,945	93,780	98,785
Deferred tax liabilities		5,553	5,720	5,466
Trade and other payables		-	-	37,368
		<u>123,498</u>	<u>99,500</u>	<u>141,619</u>
<i>Current Liabilities</i>				
Bank borrowings	22	46,664	28,572	34,243
Trade and other payables		56,259	45,799	45,784
Other current liabilities		10,348	2,914	369
Income tax payable		512	478	1,508
		<u>113,783</u>	<u>77,763</u>	<u>81,904</u>
Total Liabilities		<u>237,281</u>	<u>177,263</u>	<u>223,523</u>
Total Equity and Liabilities		<u>400,190</u>	<u>320,299</u>	<u>365,017</u>
Net assets per share attributable to owners of the Company (RM)		<u>0.46</u>	<u>0.42</u>	<u>0.38</u>

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

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

<----- Attributable to Owners of the Company ----->

<----- Non-distributable -----> <-- Distributable -->

	Share capital	Share premium	Capital reserves	Retained earnings	Total	Non-controlling interests	Total equity
	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000
At 1 January 2015	22,830	2,481	85,544	29,889	140,744	58	140,802
Effects of early adoption of MFRS 15	-	-	-	2,234	2,234	-	2,234
As restated	22,830	2,481	85,544	32,123	142,978	58	143,036
Total comprehensive income for the year	-	-	-	3,418	3,418	(3,087)	331
Increase in share capital	2,283	17,259	-	-	19,542	-	19,542
Issue of bonus shares	12,557	(12,557)	-	-	-	-	-
At 31 December 2015	37,670	7,183	85,544	35,541	165,938	(3,029)	162,909
At 1 January 2014	22,830	2,481	83,203	20,268	128,782	10,810	139,592
Effects of early adoption of MFRS 15	-	-	-	1,529	1,529	373	1,902
As restated	22,830	2,481	83,203	21,797	130,311	11,183	141,494
Total comprehensive income for the year	-	-	-	9,866	9,866	(4,279)	5,587
Change in ownership interest in subsidiary	-	-	2,341	460	2,801	(3,101)	(300)
Dividend to non-controlling interest of a subsidiary	-	-	-	-	-	(3,745)	(3,745)
At 31 December 2014	22,830	2,481	85,544	32,123	142,978	58	143,036

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

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	← 12 Months Ended →	
	31.12.2015	Restated 31.12.2014
	RM '000	RM '000
Cash Flows from Operating Activities		
Profit before tax	3,240	9,008
Adjustments for :-		
Depreciation of property, plant and equipment	305	62
Depreciation of investment properties	7	24
Loss on disposal of property, plant & equipment	4	-
Gain on disposal of investment properties	-	(15,032)
Reversal of impairment loss on receivables	(250)	(133)
Interest expense	3,010	3,224
Inventory written down	-	7,600
Compensation for the early settlement	-	2,429
Unwinding of discount on payables	-	2,989
Interest income	(1,055)	(1,354)
Operating cash flows before changes in working capital	5,261	8,817
Changes in working capital:		
Inventories	(30,902)	11,915
Receivables	(12,852)	6,073
Payables	17,894	2,609
Cash (used in)/generated from operating activities	(20,599)	29,414
Interest paid	(3,010)	(3,224)
Tax paid	(2,889)	(4,543)
Net cash (used in)/generated from operating activities	(26,498)	21,647
Cash Flows from Investing Activities		
Proceeds from issuance of shares	19,542	-
Proceeds from disposal of property, plant and equipment	15	-
Proceeds from disposal of investment properties	-	33,119
Purchase of property, plant and equipment	(8,566)	(660)
Purchase of investment properties	(550)	-
Development cost incurred on investment property	-	(3)
Acquisition of a subsidiary	(6,310)	(42,786)
Acquisition of non-controlling interests	-	(300)
Interest received	1,055	1,354
Net cash generated from investing activities	5,186	(9,276)
Cash Flows from Financing Activities		
Dividend paid to non-controlling interest of a subsidiary	-	(3,745)
Net drawdown/(repayment) of borrowings	25,414	(13,081)
(Placement)/withdrawal of pledged deposits	(309)	669
Net cash generated from/(used in) financing activities	25,105	(16,157)
Net increase/(decrease) in Cash & Cash Equivalents	3,793	(3,786)
Cash & Cash Equivalents at beginning of period	16,937	20,723
Cash & Cash Equivalents at end of financial period Note A	20,730	16,937
Note A :		
Included in cash and cash equivalents as at 31 December are the following:		
- Cash and deposits with licensed banks	40,872	19,927
- Bank overdrafts	(19,296)	(2,453)
- Deposits pledged	(846)	(537)
	20,730	16,937

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Audited Financial Statements of the Group for the year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.)

FINANCIAL YEAR ENDED 31 DECEMBER 2015

NOTES TO THE QUARTERLY FINANCIAL STATEMENTS

Explanatory Notes Pursuant to Malaysian Financial Reporting Standard ("MFRS") 134: Interim Financial Reporting

1. BASIS OF PREPARATION

The interim financial statements are unaudited and have been prepared in accordance with the requirements of MFRS 134, "Interim Financial Reporting" issued by the Malaysian Accounting Standards Board and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and should be read in conjunction with the Group's annual audited financial statements for the year ended 31 December 2014.

Since the issue of the quarterly financial statements for the financial period ended 30 September 2015, the Group has decided to early adopt *MFRS 15, Revenue from Contracts with Customers ("MFRS 15")*, a standard issued by the Malaysian Accounting Standards Board ("MASB") which is expected to be take effect from 1 January 2018.

The early adoption of MFRS 15 has resulted in a change in the Group's accounting policies. The Group has restated the amounts reported in the financial statement for the financial year ended 31 December 2014 that would have been prepared in accordance with *IC Interpretation 15, Agreements for Construction of Real Estate ("IC 15")* with the restated opening comparative figures for the Statement of Financial Position as at 1 January 2014. An explanation of how the transition from IC 15 to MFRS 15 has affected the Group's financial performance and financial position is set out in Note 2 below. These notes include reconciliations of the affected financial statements reported in accordance with IC 15 and MFRS 15 at the date of transition and the relevant comparative periods. The transition from IC 15 to MFRS 15 has no material impact on the Statement of Cash Flows.

2. PRIOR YEAR ADJUSTMENT, APPLICATION OF MFRS 15 AND SIGNIFICANT ACCOUNTING POLICIES

Prior Year Adjustment and Application of MFRS 15

MFRS 15 states that an entity shall recognise revenue when the entity satisfies a performance obligation by transferring a promised good to a customer. The criteria in MFRS 15 for a performance obligation to be satisfied over time differ from the requirement in IC 15, which would result in timing differences in revenue recognition.

The Group has changed the timing of revenue recognition for the financial year ended 31 December 2014. The adjustments to financial performance arising from such timing difference have been effected retrospectively resulting in the comparative figures and opening Statement of Financial Position as at 1 January 2014 being restated.

The reconciliations of the affected financial statements captions reported in accordance with IC 15 and MFRS 15 at the date of transition and comparative period are provided as below:-

	As previously stated, IC 15 1.1.2014 RM'000	Prior year adjustment 1.1.2014 RM'000	Restated, MFRS 15 1.1.2014 RM'000
Statement of Financial Position			
<u>Current Assets</u>			
Property development cost	-	212,047	212,047
Inventories	260,208	(217,088)	43,120
Trade and other receivables (including prepayments)	11,483	(224)	11,259
<u>Equity</u>			
Retained earnings	20,268	1,529	21,797
Non-controlling interests	10,810	373	11,183
<u>Current Liabilities</u>			
Deferred tax liabilities	5,061	405	5,466
<u>Non-current Liabilities</u>			
Other current liabilities	7,941	(7,572)	369

2. PRIOR YEAR ADJUSTMENT, APPLICATION OF MFRS 15 AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

	As previously stated, IC 15 31.12.2014 RM'000	Prior year adjustment 31.12.2014 RM'000	Restated, MFRS 15 31.12.2014 RM'000
Statement of Comprehensive Income			
Revenue	45,076	(396)	44,680
Operating expenses (including cost of sales)	(47,571)	1,232	(46,339)
Other income	16,880	-	16,880
Profit from operations	14,385	836	15,221
Finance cost	(6,213)	-	(6,213)
Profit before taxation	8,172	836	9,008
Income tax expense	(2,917)	(504)	(3,421)
Total comprehensive income for the year/ Profit for the year	<u>5,255</u>	<u>332</u>	<u>5,587</u>
Total comprehensive income attributable to:-			
Owners of the Company	9,621	245	9,866
Non-Controlling interests	(4,366)	87	(4,279)
	<u>5,255</u>	<u>332</u>	<u>5,587</u>

Statement of Financial Position

Current Assets

Property development cost	-	210,995	210,995
Inventories	243,343	(214,548)	28,795
Trade and other receivables (including prepayments)	5,939	(926)	5,013

Equity

Retained earnings	29,889	2,234	32,123
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Current Liabilities

Deferred tax liabilities	4,811	909	5,720
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Non-current Liabilities

Other current liabilities	<u>10,536</u>	<u>(7,622)</u>	<u>2,914</u>
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2. PRIOR YEAR ADJUSTMENT, APPLICATION OF MFRS 15 AND SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Significant Accounting Policies

The significant accounting policies and methods of computation applied in the interim financial statements are consistent with those adopted in the most recent audited annual financial statements for the financial year ended 31 December 2014 except for the adoption of the following:-

Amendments to MFRS 10	Consolidation Financial Statements: Investment Entities
Amendments to MFRS 12	Disclosure of Interests in Other Entities: Investment Entities
Amendments to MFRS 127	Separate Financial Statements (2011): Investment Entities
Amendments to MFRS 132	Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS 136	Impairment of Assets - Recoverable Amount Disclosure for Non-Financial Assets
Amendments to MFRS 139	Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting

The adoption of the above has no material impact on the financial statements of the Group.

3. AUDIT REPORT OF PRECEDING ANNUAL FINANCIAL STATEMENTS

The audit report of the preceding year annual financial statements was not qualified.

4. SEASONAL OR CYCLICAL FACTORS

The business of the Group is generally not subject to seasonal changes.

5. UNUSUAL ITEMS AFFECTING ASSETS, LIABILITIES, EQUITY, NET INCOME OR CASH FLOWS

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group for the current financial year ended 31 December 2015.

6. CHANGES IN ESTIMATES

There were no changes in estimates of amounts reported in prior financial years that have a material effect on the results for the current financial year ended 31 December 2015.

7. CHANGES IN DEBT AND EQUITY SECURITIES

Other than the Proposed Private Placement and the Proposed Bonus Issue of TGB Shares with Free Warrants (as described in Note 21 below), there were no issuance and repayment of debt and equity securities during the financial year ended 31 December 2015.

8. PAYMENT OF DIVIDEND

No dividend was paid during the current financial year ended 31 December 2015.

9. SEGMENTAL REPORTING

	12 Months Ended 31.12.2015 RM'000	Restated 12 Months Ended 31.12.2014 RM'000
Segment Revenue		
Property	55,924	43,489
Investment holding and others	2,108	1,191
Group Revenue	<u>58,032</u>	<u>44,680</u>
Segment Results		
Property	5,813	2,184
Investment holding and others	437	13,037
Profit from operations	<u>6,250</u>	<u>15,221</u>

Segmental information relating to geographical areas of operations is not presented as the Group operates only in Malaysia.

10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

The carrying amount of property, plant and equipment is at cost less accumulated depreciation and impairment losses.

11. MATERIAL SUBSEQUENT EVENTS

There were no material events subsequent to the financial year ended 31 December 2015.

12. CHANGES IN THE COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the current financial year ended 31 December 2015, except for the acquisition of 510,000 ordinary shares of RM1.00 each, representing 51% of the total issued and paid up capital of Demi Wangsa Development Sdn Bhd ("DWDSB"), for a total purchase consideration of RM6,310,000 on 10 July 2015. DWDSB is now a subsidiary of the Company.

13. CONTINGENT LIABILITIES / CAPITAL COMMITMENTS

There were no material contingent liabilities and capital commitments as at the date of this report.

14. RELATED PARTY TRANSACTIONS

	4th Quarter Ended		12 months Ended	
	31.12.2015	31.12.2014	31.12.2015	31.12.2014
	RM'000	RM'000	RM'000	RM'000
Director of the Company				
-Acquisition of motor vehicle for Company use	-	-	107	-
Subsidiaries of related company, Mulpha International Bhd.				
-Management fee expense	-	276	462	1,368
-Secretarial service fee expenses	-	-	11	-
-Rental expense	-	100	238	331
-Unwinding of discount on payables	-	747	-	2,989
-Interest expense	-	111	122	212
-Sale of inventories	-	(14,915)	-	(14,915)
-Interest income	-	(659)	-	(659)
Other related parties				
A company which a person connected with a director of the holding company has interest				
-Interest expense	-	100	50	391
Non-controlling interests of subsidiaries				
- Interest expense	413	782	1,875	1,339
- Project management fee expense	30	100	120	100

Explanatory Notes Pursuant to paragraph 9.22 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad

15. REVIEW OF PERFORMANCE

The Group recorded a revenue of RM58.03 million for the 12 months ended 31 December 2015 which was higher than the previous corresponding period's revenue of RM44.68 million. The increase was mainly due to the sales in Enclave Bangsar and strong progress billings from Golden Cignet Sdn Bhd. The Group achieved a pre-tax profit of RM3.24 million for the 12 months ended 31 December 2015 which is lower than the corresponding period's pre-tax profit of RM9.00 million. This was mainly due to the recognition of other operating income of RM16.88 million for the 12 months ended 31 December 2014. The bulk of this income is the gain on disposal of Raintree Residence amounting to RM14.94 million in the previous corresponding period.

16. COMPARISON WITH PRECEDING QUARTER'S RESULTS

The Group recorded a higher revenue of RM31.05 million in the current quarter as compared to the preceding quarter's revenue of RM18.20 million. The substantial improvement in the revenue were mainly due to the sales in Enclave Bangsar by TGB. However, the current quarter's pre-tax profit fell to RM2.68 million as compared to the preceding quarter's pre-tax profit of RM5.31 million. The higher pre-tax profit for the quarter ended 30 September 2015 was principally due to the pre-tax profits of RM5.16 million and RM2.19 million recognised by Bukit Punchor Development Sdn Bhd and Golden Cignet Sdn Bhd respectively under IC15, as compared to the pre-tax profits of RM4.11 million achieved by TGB in the current quarter under MFRS15.

17. PROSPECTS

Despite the continued softening of the local property market outlook and sentiment amid credit tightening measures by financial institutions and a volatile economic environment, the Group remains cautiously optimistic as the development projects undertaken by the Group are at strategic and prime locations such as Tropicana (Lumi Tropicana), Kepong and Section 13 (Lumi Section 13) in the Klang Valley. Lumi Tropicana was launched in the last quarter of 2015, while our Kepong affordable housing project is expected to be launched in the third quarter of 2016. Lumi Section 13's expected launch date is targeted for the third quarter of 2017, depending on prevailing market conditions. These projects with a total gross development value of approximately RM1.1 billion are expected to contribute positively to the Group's future financial performance.

The Group continues to be supported by the profitable performance of its projects in the Northern Region. Interest in our Lumi Tropicana & Kepong affordable projects remains strong and going forward, the Group shall continue to focus on successfully selling the developments that are already in hand.

18. VARIANCE FROM PROFIT FORECAST OR PROFIT GUARANTEE

Not applicable as there was no profit forecast or profit guarantee issued.

19. PROFIT BEFORE TAXATION

This is arrived at after charging/(crediting) the following:-

	4th Quarter Ended		12 months Ended	
	31.12.2015	31.12.2014	31.12.2015	31.12.2014
	RM'000	RM'000	RM'000	RM'000
Depreciation of property, plant and equipment	149	25	305	62
Depreciation of investment properties	-	7	7	24
Interest expense	64	1,379	3,010	6,213
Unwinding of discount on payables	-	747	-	2,989
Loss on disposal of property, plant and equipment	-	-	4	-
Impairment loss on inventories	-	7,600	-	7,600
Reversal of impairment loss on receivables	(250)	(167)	(250)	(133)
Gain on disposal of investment properties	-	-	-	(15,032)
Interest income	(208)	(872)	(1,055)	(1,354)

20. INCOME TAX EXPENSE

	4th Quarter Ended		12 months Ended	
	31.12.2015	Restated 31.12.2014	31.12.2015	Restated 31.12.2014
	RM'000	RM'000	RM'000	RM'000
Malaysian tax expense				
Income tax				
- current year	1,789	1,084	2,889	3,439
- prior year	-	(37)	173	(272)
Deferred tax				
- current year	(926)	1,849	(926)	792
- prior year	773	(177)	773	(538)
	<u>1,636</u>	<u>2,719</u>	<u>2,909</u>	<u>3,421</u>

The effective tax rate of the Group for the twelve (12) months ended 31 December 2015 under review is higher than the statutory rate of 25% mainly due to the Company's subsidiaries' current year losses for which no deferred tax asset was recognised.

21. STATUS OF CORPORATE PROPOSALS

(a) Proposed Private Placement

On 13 May 2015, the Company ("TGB") announced that it is proposing to undertake a private placement of up to 10% of the issued and paid-up share capital of the Company ("Private Placement").

On 1 June 2015, the Company announced that Bursa Malaysia Securities Berhad had vide its letter dated 29 May 2015, resolved to approve the listing of and quotation for up to 22,830,250 new ordinary shares of RM0.10 each in the Company to be issued pursuant to the Proposed Private Placement. On the same date, the Company resolved to fix the issue price for 18,180,000 Placement Shares representing approximately 7.96% of the existing issued and paid-up share capital of the Company, at RM0.86 per Placement Share, the listing of which was completed on 9 June 2015.

Subsequently on 18 June 2015, the Company resolved to fix the issue price for remaining tranche of 4,650,250 Placement Shares pursuant to the Private Placement, at RM0.88 per Placement Share, which was listed on 25 June 2015, marking the completion of the Private Placement. In total, the Company raised gross proceeds of RM19,727,020 from the Private Placement exercise.

Utilisation of Proceeds from Private Placement

	Purpose	Proposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Balance to be utilised (%)	Reason for Deviation
(i)	Finance TGB's share of remaining shareholders' advances to Mayfair Ventures Sdn Bhd	7,182	7,182	0%	(1)
(ii)	Repayment of Borrowings	7,462	7,462	0%	(1)
(iii)	Working Capital	3,527	4,898	0%	(1), (2) & (3)
(iv)	Estimated expenses in relation to the Private Placement	550	185	0%	(2)
	Total	18,721	19,727	0%	(3)

Notes:

- (1) The approval timeframe for utilisation is within twelve (12) months from the date of completion of the Private Placement which is by 25 June 2016.
- (2) The actual amount utilised to defray expenses was lower than the estimated expenses due mainly to the lower placement fee that was eventually charged. The difference of approximately RM365,000 was adjusted accordingly to the amount allocated for working capital.
- (3) The difference of approximately RM1,006,000 between the actual gross proceeds received and the indicative gross proceeds illustrated in the announcement dated 13 May 2015 was due to the higher weighted average price per TGB share actually issued of RM0.8641 per TGB share as compared to the indicative illustrative price of RM0.82 per TGB share. This difference was adjusted accordingly to the amount allocated for working capital.

21. STATUS OF CORPORATE PROPOSALS (Cont'd.)

(b) Proposed Bonus Issue of TGB Shares with Free Warrants ("Proposals")

On 26 June 2015, the Company proposed to undertake the following:

(i) Bonus issue of 125,566,375 TGB Shares on the basis of one (1) Bonus Share for every two (2) existing TGB Shares held ("Proposed Bonus Issue of Shares") and

(ii) Bonus issue of 188,349,562 free Warrants on the basis of one (1) free Warrant for every two (2) existing TGB Shares held, after the announcement of entitlement date for the Proposed Bonus Issue of Shares ("Proposed Bonus Issue of Warrants") collectively referred to as the "Proposals".

The Company announced on 14 August 2015 that vide its letter of even date, Bursa Malaysia Securities Berhad has resolved to approve the Proposals.

The extraordinary general meeting for the shareholders held on 11 September 2015 approved the Proposals and relevant entitlement dates are to be determined later.

The Company subsequently announced on 14 September 2015 that the entitlement date for the Proposed Bonus Issue of Shares was 30 September 2015. The Bonus Shares were subsequently listed on the Main Market of Bursa Malaysia Securities Berhad on 1 October 2015, marking the completion of the Proposed Bonus Issue of Shares.

The Company also announced on 18 September 2015 that the entitlement date for the Proposed Bonus Issue of Warrants was 5 October 2015. The free Warrants were subsequently listed on the Main Market of Bursa Malaysia Securities Berhad on 13 October 2015, marking the completion of the Proposed Bonus Issue of Warrants.

22. BANK BORROWINGS

The details of the Group's bank borrowings as at 31 December 2015 are as follows:-

	RM'000
Short Term - Secured	46,664
Long Term - Secured	117,945
	<u>164,609</u>

23. CHANGES IN MATERIAL LITIGATION

Neither the Company nor any of its subsidiaries is engaged in any material litigation or arbitration, either as plaintiff or defendant as at date of this report, which would have a material effect on the financial position of the Group.

24. DIVIDENDS

The Directors do not recommend any dividend for the financial year ended 31 December 2015.

25. EARNINGS PER ORDINARY SHARE

The calculation of basic earnings per ordinary share was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:-

	4th Quarter Ended		12 months Ended	
	31.12.2015 RM'000	31.12.2014 RM'000	31.12.2015 RM'000	31.12.2014 RM'000
Profit/(loss) for the period	1,041	(4,929)	331	5,587
Non-controlling interest	781	4,226	3,087	4,279
Profit/(loss) attributable to the owners of the Company	<u>1,822</u>	<u>(703)</u>	<u>3,418</u>	<u>9,866</u>
Weighted average number of ordinary shares in issue ('000)	<u>376,699</u>	<u>342,455</u>	<u>358,991</u>	<u>342,455</u>
Basic earnings per ordinary share (sen)	<u>0.48</u>	<u>(0.21)</u>	<u>0.95</u>	<u>2.88</u>

The weighted average number of shares for the 12 months ended 31 December 2015 took into account both the private placement of 22,830,250 new ordinary shares of RM0.10 each and the bonus issue of 125,566,375 new ordinary shares of RM0.10 each, as disclosed in Note 21.

There are no dilution effects for the bonus issue of warrants on the ordinary shares due to the warrants' exercise price of 64 sen being out-of-the-money since their listing on 13 October 2015. Accordingly, the diluted earnings per ordinary share for the year is equal to the basic earnings per ordinary share.

26. DISCLOSURE OF REALISED AND UNREALISED EARNINGS

The retained earnings is analysed as follows:-

	As at 31.12.2015 RM'000	Restated As at 31.12.2014 RM'000
Total retained earnings of TGB and its subsidiaries:		
- Realised	65,072	60,410
- Unrealised	(413)	336
	<u>64,659</u>	<u>60,746</u>
Consolidated adjustments	<u>(29,118)</u>	<u>(28,623)</u>
	<u>35,541</u>	<u>32,123</u>