



BERJAYA
BERJAYA CORPORATION BERHAD
(Company No. 554790-X)

برجاي كورپوريشن برحد
成功集團有限公司





The corporate logo comprises the word BERJAYA in gold and a symbol made up of closely interwoven Bs in rich cobalt blue with gold lining around the circumference and a gold dot in the centre.

BERJAYA means “success” in Bahasa Malaysia and reflects the success and Malaysian character of Berjaya Corporation’s core businesses. The intertwining Bs of the symbol represent our strong foundations and the constant synergy taking place within the Berjaya Corporation group of companies. Each B faces a different direction, depicting the varied strengths of the companies that make up the Berjaya Corporation group of companies.

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*Kenny Rogers Roasters’ signature
Quarter Meal.*



Mazda3 SKYACTIV.



Artist’s impression of Jesselton Villas, Penang.

Corporate Profile

The history of the Berjaya Corporation group of companies dates back to 1984 when its Founder, Tan Sri Dato' Seri Vincent Tan Chee Yioun acquired a major controlling stake in Berjaya Industrial Berhad (originally known as Berjaya Kawat Berhad and now known as Reka Pacific Berhad) from the founders, The Broken Hill Proprietary Company Limited, Australia and National Iron & Steel Mills Limited, Singapore. The shareholding change also resulted in a major change in the business, direction and the dynamic growth of a diversified conglomerate under the flagship of Berjaya Corporation Berhad ("BCorp").

In October 1988, following a major restructuring, Berjaya Group Berhad (then known as Inter-Pacific Industrial Group Berhad) became the holding company of Reka Pacific Berhad.

Inter-Pacific Industrial Group Berhad (formerly known as Raleigh Berhad) was incorporated in 1967 as a bicycle manufacturer. In 1969, the Company gained official listing on Bursa Malaysia Securities Berhad ("Bursa Securities").

BCorp assumed the listing status of Berjaya Group Berhad on the Main Market of Bursa Securities upon the completion of the group restructuring exercise in October 2005 and the listing of the new shares on 3 January 2006.

With a total employee strength of 16,000, the Group is a diversified entity engaged in the following core businesses:

- Consumer Marketing, Direct Selling and Retail;
- Financial Services;
- Hotels, Resorts, Vacation Timeshare and Recreation Development;
- Property Investment and Development;
- Gaming and Lottery Management;
- Environmental Services and Clean Technology Investment;
- Motor Trading and Distribution;
- Food and Beverage;
- Investment Holding and others.



Seaview Chalet, Berjaya Langkawi Resort, Kedah.



Living Room – The Ritz-Carlton Residences, Kuala Lumpur.

Corporate Information

BOARD OF DIRECTORS

Chairman/Chief Executive Officer
Dato' Robin Tan Yeong Ching

Executive Directors

Chan Kien Sing
Freddie Pang Hock Cheng
Rayvin Tan Yeong Sheik
Vivienne Cheng Chi Fan
Dato' Azlan Meah Bin Hj Ahmed Meah
Dato' Zurainah Binti Musa

Non-Independent Non-Executive Director
Dato' Dickson Tan Yong Loong

Independent Non-Executive Directors

Tan Sri Datuk Abdul Rahim Bin Haji Din
Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar
Datuk Robert Yong Kuen Loke
Mohd Zain Bin Ahmad
Dr Jayanthi Naidu A/P G. Danasamy

AUDIT COMMITTEE

Chairman/Independent Non-Executive Director
Tan Sri Datuk Abdul Rahim Bin Haji Din

Independent Non-Executive Directors

Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar
Datuk Robert Yong Kuen Loke
Mohd Zain Bin Ahmad

SECRETARIES

Su Swee Hong
(MAICSA No. 0776729)
Gan Swee Peng
(MAICSA No. 7001222)

SHARE REGISTRAR

Berjaya Registration Services Sdn Bhd
Lot 06-03 Level 6, East Wing
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur
Tel : 03 - 2145 0533
Fax : 03 - 2145 9702

AUDITORS

Ernst & Young (AF: 0039)
Chartered Accountants

REGISTERED OFFICE

Lot 13-01A, Level 13 (East Wing)
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur
Tel: 03 - 2149 1999
Fax: 03 - 2143 1685

PRINCIPAL BANKERS

Malayan Banking Berhad
AmBank (M) Berhad
CIMB Bank Berhad
RHB Bank Berhad
OCBC Bank (Malaysia) Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad

STOCK SHORT NAME

BJCORP (3395)

PLACE OF INCORPORATION AND DOMICILE

Malaysia

Profile of Directors



DATO' ROBIN TAN YEONG CHING

40 years of age, Malaysian
(Chairman/Chief Executive Officer)

He was appointed to the Board of the Company as an Executive Director on 21 December 2006. He was later appointed as the Chief Executive Officer ("CEO") of the Company on 1 January 2011 and subsequently as the Chairman/CEO of the Company on 23 February 2012.

He graduated with a Bachelor of Social Science degree in Accounting/Law from the University of Southampton, United Kingdom, in 1995. He joined Berjaya Group Berhad in 1995 as an Executive and subsequently became the General Manager, Corporate Affairs in 1997.

Currently, he is the CEO of Berjaya Sports Toto Berhad, an Executive Director of Sports Toto Malaysia Sdn Bhd and the Executive Chairman of Berjaya Food Berhad. He is also the Chairman of Berjaya Media Berhad, Sun Media Corporation Sdn Bhd and Informatics Education Ltd, Singapore and a Director of Atlan Holdings Bhd, Berjaya Sompoo Insurance Berhad, KDE Recreation Berhad and Berjaya Golf Resort Berhad. He also holds directorships in several other private limited companies in the Berjaya Corporation group of companies. He has also been appointed as a Commission Member of the Companies Commission of Malaysia with effect from 16 January 2014.

His brother, Rayvin Tan Yeong Sheik, and his cousin, Dato' Dickson Tan Yong Loong, are also members of the Board while his father, Tan Sri Dato' Seri Vincent Tan Chee Yioun is a major shareholder of the Company.

Dato' Robin Tan Yeong Ching is a member of the Remuneration Committee of the Company.



CHAN KIEN SING

58 years of age, Malaysian
(Executive Director)

He was appointed to the Board of the Company as an Executive Director on 15 September 2005.

He is a member of The Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. Having articulated with Messrs Peat Marwick Mitchell (now known as KPMG) from 1975 to 1981, he subsequently joined Arab-Malaysian Merchant Bank Berhad (now known as AmlInvestment Bank Berhad) specialising in corporate finance until 1989 when he joined Berjaya Group Berhad.

Currently, he is an Executive Director of Berjaya Sports Toto Berhad, Berjaya Media Berhad and 7-Eleven Malaysia Holdings Berhad. He is also the Managing Director of Sun Media Corporation Sdn Bhd and a Director of Berjaya Assets Berhad, Berjaya Capital Berhad, Intan Utilities Berhad, Berjaya Vacation Club Berhad, Berjaya Group Berhad, Berjaya Retail Berhad and International Lottery & Totalizator Systems Inc, United States of America. He also holds directorships in several other private limited companies.

Chan Kien Sing is a member of the Risk Management Committee of the Company.

Profile of Directors



FREDDIE PANG HOCK CHENG

59 years of age, Malaysian
(Executive Director)

He was appointed to the Board of the Company as an Executive Director on 15 September 2005.

He began his career with a predecessor firm of Messrs Ernst & Young where he worked for seven years until 1982 during which he qualified for entry as a member of the Malaysian Institute of Certified Public Accountants. He is also a member of the Malaysian Institute of Accountants. Thereafter, he joined the Corporate Advisory Department of Malaysian International Merchant Bankers Berhad where he was actively involved in a wide variety of corporate exercises in an advisory capacity until his departure in 1990 to join Berjaya Group Berhad.

He is currently the Chairman of Intan Utilities Berhad, an Executive Director of Berjaya Sports Toto Berhad and a Director of Berjaya Group Berhad, Berjaya Vacation Club Berhad and TMC Life Sciences Berhad. He also holds directorships in several other private limited companies.

Freddie Pang Hock Cheng is a member of the Risk Management Committee of the Company.



RAYVIN TAN YEONG SHEIK

35 years of age, Malaysian
(Executive Director)

He was appointed to the Board of the Company as an Executive Director on 15 September 2005.

He graduated with a Bachelor of Science (First Class Hons) degree in Accounting and Finance from the London School of Economics, United Kingdom, in 2000.

He joined the Berjaya Group of Companies in May 2001 and was subsequently appointed to the position of Executive Director of Berjaya Group Berhad in May 2002.

Currently, he is also a Director of International Lottery & Totalizator Systems Inc, United States of America and several other private limited companies.

His brother, Dato' Robin Tan Yeong Ching, and his cousin, Dato' Dickson Tan Yong Loong, are also members of the Board while his father, Tan Sri Dato' Seri Vincent Tan Chee Yioun is a major shareholder of the Company.

Profile of Directors



VIVIENNE CHENG CHI FAN

55 years of age, Malaysian
(Executive Director)

She was appointed to the Board of the Company as an Executive Director on 15 September 2005.

She obtained her Bachelor degree in Economics (Accounting) from Monash University, Australia in 1982 and was subsequently admitted as a member of the Australian Society of Accountants.

She has over 27 years of working experience in the field of treasury and finance with broad expertise in project finance, debt capital raising, corporate and debt restructuring and treasury cash management. Prior to joining the Treasury Department of Berjaya Group Berhad in 1989, she was attached to Sunway Group of Companies for 6 years and headed its Treasury Division.

Currently, she is also a Director of Berjaya Group Berhad and several private limited companies in the Berjaya Corporation group of companies.

Vivienne Cheng Chi Fan is a member of the Risk Management Committee of the Company.



DATO' AZLAN MEAH BIN HJ AHMED MEAH

58 years of age, Malaysian
(Executive Director)

He was appointed to the Board of the Company as an Executive Director on 15 September 2005.

He furthered his education at Bunker Hill Community College, Boston, United States of America. He began his career in Berjaya Group of Companies ("the Group") in 1986 as Business Development Manager and was the Senior General Manager (Corporate Services & Information) prior to his current appointment.

He has over 26 years of working experience in the Group and has played a major advisory role in the Group's projects in the field of privatisation, infrastructure, air transportation, recreational and hotel resort development. He also represented the Group effectively in corporate and governmental relations, negotiations and the Group's new business ventures.

Currently, he is also a Director of Berjaya Hills Berhad, Berjaya Group Berhad, Bukit Kiara Resort Berhad and KDE Recreation Berhad. He also holds directorships in several other private limited companies in the Berjaya Corporation group of companies.

Profile of Directors



DATO' ZURAINAH BINTI MUSA

52 years of age, Malaysian
(Executive Director)

She was appointed to the Board of the Company as an Executive Director on 13 January 2012.

She obtained her Post Graduate diploma in Human Resource Management from University of Newcastle, Australia in 1997. She also holds diplomas in Occupational Health And Safety from University of New South Wales, Australia and Secretarial Science from the MARA Institute of Technology.

She started work in 1983 and was working in senior capacities for several organisations, both locally and internationally before she joined Permata Kancil (M) Sdn Bhd in 1995. She was the Managing Director of Permata Kancil (M) Sdn Bhd, a company involved in human resource management and consultancy, when she left in 2010.

She has more than 15 years of experience in the field of Human Resource Management and Development as well as Human Relationship Management. Her experience includes inter-alia, the designing, developing, managing, organising and conducting training programmes, seminars and courses as well as the provision of consulting services relating to the various aspects of human resource development and management for organisations in Malaysia, Australia, United States of America, Indonesia and the Middle East.

Currently, She is a Director of Berjaya Food Berhad, Bukit Kiara Resort Berhad, Tioman Island Resort Berhad and several other private limited companies.

She is also an Executive Director of Berjaya Times Square Sdn Bhd and also a Director of several subsidiaries of Berjaya Assets Berhad.



DATO' DICKSON TAN YONG LOONG

33 years of age, Malaysian
(Non-Independent Non-Executive Director)

He was appointed to the Board of the Company on 30 March 2011.

He graduated with a Bachelor of Science (Honours) degree in Business Management from King's College, University of London, United Kingdom in 2002. He obtained a Master of Science in Internal Auditing and Management from Cass Business School, City University, United Kingdom in 2003.

He started his career with CIMB Securities Sdn Bhd as an Equities Analyst in 2004 and joined Dijaya Corporation Berhad (now known as Tropicana Corporation Berhad) as Business Development Manager in 2005. He is presently the Deputy Group Chief Executive Officer of Tropicana Corporation Berhad ("Tropicana") and he is currently overseeing group corporate strategy, marketing planning and risk management of the Tropicana group of companies. He is also a Director of several other local and international private limited companies involved in manufacturing, services, media, leisure, retail, property development and property investment.

He also holds directorships in Berjaya Land Berhad, Berjaya Sports Toto Berhad, Berjaya Assets Berhad, Tropicana Golf & Country Resort Berhad, TT Resources Berhad.

He is affiliated with certain non-profit organisations, including as a trustee of the Tropicana Foundation, a member of the Kuala Lumpur Business Club and a member of the Malaysian Institute of Management.

His cousins, Dato' Robin Tan Yeong Ching and Rayvin Tan Yeong Sheik, are also members of the Board while his uncle, Tan Sri Dato' Seri Vincent Tan Chee Yioun is a major shareholder of the Company.

Profile of Directors



TAN SRI DATUK ABDUL RAHIM BIN HAJI DIN

75 years of age, Malaysian
(Independent/Non-Executive Director)

He was appointed to the Board of the Company on 15 September 2005.

He graduated with a Bachelor of Arts (Economics) degree from Universiti Malaya in 1963 and obtained his Master of Business Administration from the University of Detroit, United States of America in 1976.

Prior to joining Berjaya Group Berhad, he served as the Secretary-General in the Ministry of Home Affairs from 1992 until his retirement in September 1996. From 1987 to 1991, he was the General Manager of the Employees Provident Fund before becoming the Deputy Group Chief Executive Officer of Permodalan Nasional Berhad, a post he held from 1991 to 1992. Prior to this date, his career in the Government Civil Service covers also a number of years in the Ministry of Trade And Industry, the Economic Planning Unit of the Prime Minister's Department and the Ministry of Finance. Currently, he is also a Director of Eastspring Investment Berhad.

Tan Sri Datuk Abdul Rahim Bin Haji Din is the Chairman of the Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company.



DATO' HJ MD YUSOFF @ MOHD YUSOFF BIN JAAFAR

67 years of age, Malaysian
(Independent/Non-Executive Director)

He was appointed to the Board of the Company on 15 September 2005.

He graduated from the University of Science Malaysia, Penang in 1978 with a Bachelor of Social Science (Hons) degree majoring in Political Science and minoring in Ethnic Relations.

He began his 34-year career with the Royal Malaysian Police Force as a trainee Probationary Inspector in 1969. He was selected to the Special Branch Department the following year where he held various commanding positions. Between 1983 and 1990, he was Head of the Special Branch in Terengganu before being seconded to the Head Office at Bukit Aman, Kuala Lumpur, where he served for a period of 2 years. He was then posted to the Special Branch Training Institution, Jalan Gurney, Kuala Lumpur as a Commandant before his promotion as Deputy Chief Police Officer of Penang and Pahang. Prior to his retirement in May 2003, he was in Terengganu as the Chief Police Officer of the State and his last commanding post in the police was as the Commissioner of Police, Sarawak. He is also actively involved in various community organisations and has served as the Special Advisor to the Ministry of Social Development and Urbanisation Sarawak.

He also holds directorships in several other private limited companies.

Dato' Hj Mohd Yusoff Bin Jaafar is a member of the Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company.

Profile of Directors



DATUK ROBERT YONG KUEN LOKE

62 years of age, Malaysian
(Independent Non-Executive Director)

He was appointed to the Board of the Company on 15 September 2005.

He is a Fellow member of The Institute of Chartered Accountants in England and Wales and a member of the Institute of Singapore Chartered Accountants and the Malaysian Institute of Accountants. He is also a Council Member of the Malaysian Institute of Certified Public Accountants and presently serves as a member of its Executive Committee. He has many years of working experience in the fields of accounting, audit, treasury and financial management. He started his career in London in 1973 and worked there for more than five years with chartered accounting firms. Subsequently, he was with Price Waterhouse, Singapore from 1979 to 1982. From 1983 to 1986, he served as Group Finance Manager in UMW Holdings Berhad and Group Treasurer in Edaran Otomobil Nasional Bhd. He joined Berjaya Group of Companies in 1987 until his retirement as Executive Director on 30 November 2007 and is currently an Independent Non-Executive Director of the Company.

He is also a Director of Berjaya Land Berhad, Berjaya Sports Toto Berhad and Berjaya Assets Berhad.

Datuk Robert Yong Yuen Loke is a member of the Audit Committee, Nomination Committee and Risk Management Committee of the Company.



MOHD ZAIN BIN AHMAD

62 years of age, Malaysian
(Independent/Non-Executive Director)

He was appointed to the Board of the Company on 15 September 2005.

He holds a Bachelor of Law degree from the University of Buckingham, England and a Certificate in Legal Practice. He also holds Diplomas in Syariah Law & Practice from International Islamic University Malaysia and Public Administration from Universiti Teknologi MARA.

He began his career with the Royal Malaysian Police Force as a police inspector in 1971. He was promoted to Assistant Superintendent of Police in 1980 and served until 1986. He was admitted as an Advocate and Solicitor of the High Court of Malaya on 25 October 1986 and is currently a practising solicitor. He is also a member of the State Legislative Assembly for the Penaga Constituency in the State of Penang.

Mohd Zain Bin Ahmad is a member of Audit Committee of the Company.

Profile of Directors



DR JAYANTHI NAIDU A/P G. DANASAMY

38 years of age, Malaysian
(Independent/Non-Executive Director)

She was appointed to the Board on 13 January 2012.

She obtained her LLB (Hons) in 2000 and her LLM (Distinction) in 2004 from University Malaya. She obtained her PhD in the area of sustainable corporate practices from Queen Mary, University of London, United Kingdom in 2008. She is also a member of the Malaysian Bar (non-practising).

Dr Jayanthi started her career as a Prosecuting Officer with the Securities Commission of Malaysia in 2001 before taking up academic positions both in Malaysia and the United Kingdom, from 2002 till 2006. During her tenure in the UK, she also worked with international corporations advising them on their sustainability strategies. She has wide experience working at Board and Senior Management levels with clients and business partners.

She was previously the Executive Director of the Malaysian Centre of Regulatory Studies, University Malaya. As an experienced trainer, she has also conducted training and provided lectures for institutions across Asia, Europe and the Middle East, in various sustainability and community investment areas.

Currently, she is the Managing Director of Synergio Global Sdn Bhd ("Synergio"), a sustainability strategy consultancy. In this role, she is involved in advising companies and institutions across Asia with regards to sustainability strategies. She is also a Director of several companies linked to Synergio.

Save as disclosed, none of the Directors have:-

1. Any family relationship with any directors and/or major shareholders of the Company;
2. Any conflict of interest with the Company; and
3. Any conviction for offences within the past 10 years other than traffic offences.

Chairman's Statement

On behalf of the Board of Directors of Berjaya Corporation Berhad ("BCorp"), I am pleased to present the Annual Report and Financial Statements for the financial year ended 30 April 2014.

FINANCIAL RESULTS

The Group registered higher revenue of RM8.73 billion as compared to RM7.38 billion last year, mainly attributed to an increase in revenue from the marketing of consumer products and services, and property investment and development segments. The motor distribution business reported a higher revenue due to higher sales volume and consolidation of H.R. Owen Plc's ("H.R. Owen") revenue. The hotels and resorts business reported higher revenue as a result of improved occupancy rates and average room rates, while the property investment and development business reported higher progress billings from its ongoing projects and certain projects that were launched during the financial year.

The Group's profit from ongoing operations was higher at RM860.44 million as compared to the previous financial year's profit from operations of RM695.90 million, mainly due to contributions by the hotels and resorts and the property investment and development segments, as well as the motor distribution business. However, Group pre-tax profit was lower at RM523.87 million for the financial year under review as compared to RM575.26 million last year mainly due to impairment of certain goodwill, property, plant and equipment. The motor distribution business recorded a higher pre-tax profit mainly due to higher revenue and improved gross profit margin for certain popular models, while the hotels and resorts business reported higher profit contribution mainly arising from higher revenue and the realised gain on disposal of Berjaya Singapore Hotel. The property investment

and development business also reported higher profit contribution due to higher revenue from its ongoing projects and certain projects that were launched during the financial year ended 30 April 2014. The gaming business recorded a lower pre-tax profit mainly due to the higher prize payout and higher corporate exercise expenses incurred in the financial year, while the retail distribution business recorded a loss as it has been consolidating its operations to focus on proven markets and exit from unfavourable markets.

DIVIDEND

The Board recommends a final dividend of 1% single-tier dividend per share for the approval of shareholders at the forthcoming annual general meeting. The entitlement date and the payment date of the proposed final dividend are disclosed on Page 277 of this Annual Report.

SIGNIFICANT CORPORATE DEVELOPMENTS

Following the previous year's report, the Group proposed and completed several corporate exercises and I wish to highlight the following significant corporate developments :

- (1) On 2 December 2013, Berjaya Sports Toto Berhad ("BToto") announced that its board decided not to proceed with the proposed listing of Sports Toto Malaysia Trust ("STM-Trust") on the Main Board of the Singapore Exchange Securities Trading Limited ("Proposed Listing") after considering the challenging market conditions and the poor performances of the listed yield stocks such as real estate investment trusts and other business trusts in Singapore.

On 21 January 2014, BToto announced that following the abortion of the Proposed Listing, the relevant parties have unwound the transfer of BToto's 100% equity interest in Sports Toto Malaysia Sdn Bhd ("Sports Toto") to STM-Trust which was completed on 31 October 2013 and Sports Toto has been reverted back as a 100% direct subsidiary company of BToto.
- (2) On 16 August 2013, BCorp announced that Berjaya Group Berhad ("BGroup"), its wholly-owned subsidiary company, had incorporated a wholly-owned subsidiary company in Korea under the name of Berjaya HR Cafe Korea Limited ("BHRC"). BHRC has an initial paid-up share capital of KRW50 million



A H.R. Owen showroom in London, United Kingdom.

(or about RM142,000) comprising 10,000 ordinary shares of KRW5,000 each (or about RM14). The intended business is to operate a franchised food and beverage business in Korea.

- (3) On 17 July 2013, Berjaya Philippines Inc. ("BPI") made a cash offer to acquire the entire issued share capital of H.R. Owen at an offer price of 130 pence per share and subsequently increased the offer price to 170 pence per share ("Offer").

On 23 September 2013, the Offer was declared wholly unconditional with BPI being the beneficial owner of over 50% equity interest in H.R. Owen. BPI's shareholdings in H.R. Owen was further increased to 71.2% on the closing date of the Offer on 11 October 2013.

On 19 February 2014, H.R. Owen announced the proposed cancellation of Admission to the Official List and to trading on the London Stock Exchange's ("LSE") main market for listed securities (the "De-Listing") due to H.R. Owen's non-compliance with the LSE listing requirements where at least 25% of its shares must be publicly owned. As at 18 February 2014 (being the last practicable date prior to the publication of the announcement by H.R. Owen), the share register of H.R. Owen comprised two substantial shareholders (including BPI) holding a total of 97.5% of the shares of H.R. Owen with the remaining 2.5% in the hands of the public. In view of the De-Listing, BPI offered the qualifying shareholders of H.R. Owen a further opportunity to sell their shares to BPI at 170 pence per share. The said offer closed on 14 April 2014 and BPI's shareholdings in H.R. Owen was further increased to 72.03% after an acquisition of about 211,000 H.R. Owen shares for a total consideration of about £0.37 million (equivalent to approximately RM1.8 million). The De-Listing was completed on 15 April 2014.

H.R. Owen is now a 72.03%-owned subsidiary of BPI.

- (4) On 18 November 2013, Berjaya Auto Berhad ("BAuto"), the listing vehicle of Bermaz Motor Sdn Bhd ("Bermaz"), was listed on the Main Market of Bursa Malaysia Securities Berhad with a total issued and paid up share capital of 802,763,000 ordinary shares of RM0.50 each ("BAuto Shares"). BGroup then owned 67.6% equity interest in BAuto.

Subsequent to the listing, BGroup had during the period between May 2014 and June 2014 placed out a total of 135.0 million BAuto Shares representing about 16.7% equity interest in BAuto for a total cash consideration of RM275.4 million or at an average price of RM2.04 per BAuto Share. Following the completion of the placements, BGroup owns about 407.9 million BAuto Shares representing 50.48% equity interest in BAuto.

- (5) On 7 October 2013, Berjaya Food Berhad ("BFood") announced that its wholly-owned subsidiary company, Berjaya Food (International) Sdn Bhd ("BFI"), had entered into a joint venture cum shareholders' agreement with Deluxe Daily Food Sdn Bhd, a company incorporated in Brunei Darussalam, for the proposed subscription of 80% equity interest in a new company, namely Berjaya Food Supreme Sdn Bhd ("BFS"), to be incorporated in Brunei Darussalam, to undertake the operations of the "Starbucks Coffee" chain of cafes in Brunei for a cash consideration of about BND2.40 million or about RM6.20 million. On 31 October 2013, BFI subscribed for the initial issued and paid-up share capital of BFS for a cash consideration of BND1.20 million (or about RM3.06 million), representing 80% equity interest in BFS. On 16 February 2014, the first Starbucks store was opened at the Mabohai Shopping Complex, Brunei Darussalam.



Berjaya Auto Berhad Chairman, Datuk Syed Ariff Fadzillah Syed Awalluddin hitting the gong to mark the company's listing on Bursa Malaysia Securities Berhad on 18 November 2013.



Starbucks outlet at Mabohai Shopping Complex in Brunei Darussalam.

Chairman's Statement

- (6) On 21 October 2013, BCorp announced that Cipta Nirwana (M) Sdn Bhd ("CNSB"), being the holder of RM170 million BCorp ICULS 3 together with 170 million Warrants 2 ("Consideration Securities") which CNSB received as consideration pursuant to the sale of 40 million Atlan Holdings Bhd shares to BCorp, had exercised the put option requiring BCorp to purchase the Consideration Securities for a total cash consideration of RM170 million. BCorp acquired and cancelled RM51.0 million BCorp ICULS 3 together with 51 million Warrants 2 on 6 November 2013, and on 17 February 2014, BCorp acquired RM59.0 million BCorp ICULS 3 together with 59 million Warrants 2. The remaining RM60 million BCorp ICULS 3 and 60 million Warrants 2 were acquired on 30 June 2014.
- (7) On 21 February 2014, BCorp announced that its 85%-owned subsidiary, DSG Holdings Limited ("DSG") had entered into a Share Sale Agreement ("SSA") to acquire one (1) ordinary share of HKD1.00 each ("Share") representing 100% equity interest in AWF Limited ("AWF") for HKD1.00 ("Acquisition"). AWF is in the midst of acquiring 3 potable water services companies in the People's Republic of China for a total consideration of RMB200.0 million (approximately RM110.0 million). The Acquisition was completed on 6 March 2014. AWF is now a 100%-owned subsidiary of DSG.
- (8) On 12 May 2014, BCorp and BToto jointly announced that following a bidding process, BCorp was selected as the most suitable party to undertake the investment, procurement, installation of equipment and operation of a computerized lottery system for the whole of Vietnam in cooperation with Vietnam Lottery Company ("Vietlott") under a business cooperation contract to be entered into. BCorp will undertake the Vietnam Lottery Business via Berjaya Gia Think Investment Technology Company Limited ("Berjaya GTI"), a company incorporated in Vietnam.
- Berjaya GTI is 51% owned by Berjaya Lottery Vietnam Limited ("BLV"), a company incorporated in Labuan. BLV is in turn, 80% owned by BCorp and 20% owned by BToto.
- (9) On 23 July 2014, BFood entered into a conditional share purchase agreement with Starbucks Coffee International, Inc ("SCI") for the proposed acquisition of 11,500,000 ordinary shares of RM1.00 each, representing the remaining 50% equity interest in Berjaya Starbucks Coffee Company Sdn Bhd ("BStarbucks") not owned by BFood for a total cash consideration of USD88,000,000 (equivalent to about RM279.52 million) ("Proposed Acquisition").
- The Proposed Acquisition will enable BFood to consolidate the results of BStarbucks, thus enlarging its revenue and earnings base growth potential. With the Proposed Acquisition, BFood will have full control over the operation, cash flow, and future strategies and directions of BStarbucks. In addition, the Proposed Acquisition will facilitate BFood to further explore potential business opportunities with SCI such as the fast moving consumer goods sector and channel development, food service and distribution rights.
- The Proposed Acquisition was completed on 18 September 2014. BStarbucks is now a 100%-owned subsidiary of BFood.
- (10) On 11 August 2014, the Board of Directors of BCorp announced that its wholly-owned subsidiary, BerjayaCity Sdn Bhd, had entered into a conditional sale and purchase agreement ("SPA") for the proposed disposal of 10,726.17 acres of freehold land together with a palm oil mill erected thereon (including all equipment and machinery), in Mukim Sungai Tinggi, Daerah Ulu Selangor, Selangor Darul Ehsan to Tagar Properties Sdn Bhd for a total cash consideration of approximately RM743.0 million. The price per acre was RM70,000.
- (11) On 2 September 2014, BCorp announced that its wholly-owned subsidiary, Bizurai Bijak Sdn Bhd ("Bizurai") had acquired a total of 210.57 million ordinary shares of RM0.50 each ("B-Land Shares") in Berjaya Land Berhad ("B-Land") during the period from 24 July 2014 to 2 September 2014, details of which are set out below:-
- (i) 10.57 million B-Land Shares in the open market for a total cash consideration of RM8.93 million or at RM0.845 per B-Land Share; and
 - (ii) 200.00 million B-Land Shares via a direct business transaction for a total cash consideration of RM150.00 million or at RM0.75 per B-Land Share; hereinafter referred to as the "Acquisitions". Following the Acquisitions, the BCorp Group now holds a total of 3,118,898,296 B-Land Shares representing 62.5% equity interest in B-Land.
- (12) On 2 September 2014, B-Land announced that its wholly-owned subsidiary, Berjaya Leisure (Cayman) Limited ("BCayman") together with Berjaya Times Square (Cayman) Limited ("BTS-Cayman") entered into a non-legally binding Memorandum of Understanding ("MOU") with Carnival Group International Holdings Limited ("Carnival Group") to dispose a total of 70.0% equity interest in Berjaya (China) Great Mall Co., Ltd.



Tan Sri Dato' Seri Vincent Tan and Dato' Robin Tan with some of the beneficiaries during Berjaya Founder's Day 2014.

("GMOC") to Carnival Group (or its relevant affiliate), for a cash consideration to be negotiated. Currently, BCayman owns 51% of the registered capital in GMOC whilst the balance of 49% is owned by BTS-Cayman.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

BCorp and its subsidiaries continued to support a wide range of causes, reaching out to the different segments of the local and international communities in which it operates. These include direct corporate contributions, in-kind contributions, employees' contributions and partnerships with charitable organisations addressing various areas of needs.

KEY HIGHLIGHTS

BERJAYA FOUNDER'S DAY

The fourth Berjaya Founder's Day ("BFD") was once again held at Berjaya Times Square on 22 February 2014. A total of RM25.6 million was contributed by Tan Sri Dato' Seri Vincent Tan Chee Yioun ("TSVT") and his personal foundation, Better Malaysia Foundation and Berjaya Cares Foundation to 90 charitable organisations which supported

community, education, health-related causes, local performing arts, environmental awareness, international humanitarian aid and animal causes. To date, the annual event has contributed a total of RM64 million to more than 150 charitable organisations nationwide.

During the event, TSVT presented the 3rd Better Malaysia Foundation Personality of the Year Award 2014 to Dr Jane Goodall, DBE (Dame of the British Empire) who is an environmentalist and humanitarian as well as a United Nations Messenger of Peace. She is also the founder of the Jane Goodall Institute and the Roots & Shoots, a global youth environmental education programme which brings young children and youth from pre-school to university to work on environmental, conservation and humanitarian issues. The organisation has presence in over 120 countries working with over 10,000 local groups. The award came with a cash contribution of RM500,000.

As in previous years, the annual event also featured a family day carnival to promote greater interaction and collaboration among Berjaya employees. Approximately 20,000 employees and their family members participated in the fun-filled carnival which had more than 50 food and games booths, and approximately 35 booths were allocated for charitable organisations to provide insight into and awareness of their respective causes.

Chairman's Statement

Beneficiaries of Berjaya Founder's Day 2014

| No. | Organisations | Amount (RM) |
|--|--|------------------|
| A. Education & Skill Training | | |
| 1 | Science of Life Studies 24/7 | 4,000,000 |
| 2 | Yayasan Sekolah Menengah Chong Hwa Kuantan | 1,000,000 |
| 3 | Kuen Cheng High School | 500,000 |
| 4 | Child Information, Learning and Development Centre, Kuala Lumpur | 260,000 |
| 5 | Montfort Youth Training Centre, Sabah | 230,000 |
| 6 | Power Malaysia, Selangor | 200,000 |
| 7 | Dignity for Children Foundation | 162,000 |
| 8 | Sekolah Rendah Sathya Sai, Puchong | 150,000 |
| 9 | Kiwanis Down Syndrome Foundation | 120,000 |
| 10 | Sathya Sai Baba Centre of Sri Muda | 100,000 |
| 11 | Sekolah Rendah Jenis Kebangsaan Cina Chen Moh, Petaling Jaya | 100,000 |
| 12 | St. George Girls School, Penang | 100,000 |
| 13 | Amma Foundation, Kuala Lumpur | 80,000 |
| 14 | St. Mary's Boys Hostel, Sandakan, Sabah | 80,000 |
| 15 | Persatuan Kanak-Kanak Istimewa Hulu Langat | 72,000 |
| 16 | Nalanda Buddhist Society, Seri Kembangan, Selangor | 70,000 |
| 17 | Yeong Chang Primary School, Johor | 50,000 |
| 18 | Nishana Skills Development Training Centre, Banting, Selangor | 47,000 |
| 19 | Ray of Hope, Ipoh, Perak | 45,000 |
| 20 | Sathya Sai Baba Centre of Seremban Selatan | 45,000 |
| 21 | Pertubuhan Orang-Orang Bermasalah Pembelajaran Dayspring, Selangor | 40,000 |
| | Sub total | 7,451,000 |
| B. Health-related Causes | | |
| 22 | St. John Ambulans - Kawasan Pantai Selangor | 800,000 |
| 23 | Pusat Hemodialisis Mawar, Seremban | 600,000 |
| 24 | Malaysian AIDS Foundation | 360,000 |
| 25 | The Tun Hussein Onn National Eye Hospital | 300,000 |
| 26 | Buddhist Tzu-Chi Merits Society of Malaysia | 250,000 |
| 27 | Cancer Research Initiatives Foundation (CARIF) | 250,000 |
| 28 | IJN Foundation | 250,000 |
| 29 | Mount Miriam Cancer Hospital | 250,000 |
| 30 | PT Foundation, Kuala Lumpur | 220,000 |
| 31 | Bandar Utama Buddhist Society | 200,000 |
| 32 | Hospis Malaysia | 200,000 |
| 33 | Pemegang Amanah Yayasan Kebajikan SSL Strok dan Pembangunan Masyarakat Berdaftar | 150,000 |
| 34 | Pertubuhan Kebajikan Amitabha Malaysia, Johor Bahru, Johor | 135,000 |
| 35 | EMPOWERED! The Cancer Advocate Society of Malaysia | 130,000 |
| 36 | National Kidney Foundation of Malaysia | 130,000 |
| 37 | Malaysian Association for the Blind | 80,000 |
| 38 | Yayasan Jantung Malaysia | 80,000 |
| | Sub total | 4,385,000 |
| C. Community | | |
| 39 | Subang Jaya Buddhist Association (SJBA) | 250,000 |
| 40 | Taiwan Buddhist Tzu-Chi Foundation of Malaysia | 250,000 |
| 41 | Penang Chinese Chamber of Commerce | 200,000 |
| 42 | Silver Jubilee Home for the Aged, Penang | 150,000 |
| 43 | Persatuan Orang Istimewa Teluk Intan, Perak | 100,000 |
| 44 | Persatuan Orang-Orang Cacat Anggota Malaysia, Kuala Lumpur | 100,000 |
| 45 | PJ Caring Home | 100,000 |
| 46 | Rumah Amal Cheshire Selangor | 100,000 |
| 47 | World Vision Malaysia, Petaling Jaya | 100,000 |
| 48 | Persatuan Kebajikan Rumah Rita, Klang | 83,000 |
| 49 | Destiny Starting Point, Klang | 80,000 |

Beneficiaries of Berjaya Founder's Day 2014

| No. | Organisations | Amount (RM) |
|---|--|-------------------|
| 50 | EPIC Collaborative ("EPIC Homes") | 80,000 |
| 51 | Kassim Chin Humanity Foundation | 80,000 |
| 52 | Kim Loo Ting Hong Ying Old Folks Home, KL | 80,000 |
| 53 | Lovely Disabled Home | 80,000 |
| 54 | Persatuan Brahma Kumaris Malaysia | 80,000 |
| 55 | Persatuan Kebajikan Bagi Orang-Orang Istimewa Kampar, Perak | 80,000 |
| 56 | Persatuan Kebajikan Kanak-Kanak Kajang | 80,000 |
| 57 | Persatuan Penjagaan Kanak-Kanak Cacat Klang, Selangor | 80,000 |
| 58 | Pertubuhan Amal Premaseva | 80,000 |
| 59 | Pertubuhan Kebajikan Rumah Mentari, Kulim, Kedah | 80,000 |
| 60 | Pertubuhan Kebajikan Yesuvin Mahligai (YM) Selangor | 80,000 |
| 61 | Pertubuhan Pengurusan Rumah Anak-Anak Yatim & Miskin "Anning" Ipoh, Perak | 80,000 |
| 62 | Rumah Kebajikan Warga Emas Sang Riang, Triang, Pahang | 80,000 |
| 63 | Rumah Keluarga Kami, Kajang | 80,000 |
| 64 | Stepping Stone Living Centre Sdn Bhd | 80,000 |
| 65 | Welcome Home Community, Selangor | 80,000 |
| 66 | Rumah Ozanam Klang | 80,000 |
| 67 | Rumah Perlindungan Social NCWO/YWCA, Klang, Selangor | 80,000 |
| 68 | Sri Lanka Temple | 50,000 |
| 69 | Tai-Ping Temple, GuangDong Province, China | 50,000 |
| 70 | Yayasan Maha Karuna | 50,000 |
| | Sub total | 3,103,000 |
| D. Humanitarian Assistance, Local Performing Arts, Animal Causes and Environment | | |
| 71 | Asia Musical Productions | 600,000 |
| 72 | MERCY Malaysia | 500,000 |
| 73 | Jane Goodall Institute | 500,000 |
| 74 | Malaysian Nature Society | 206,000 |
| 75 | Stop Hunger Now, Malaysia | 100,000 |
| 76 | Sutra Foundation | 100,000 |
| 77 | Society for the Prevention of Cruelty to Animals, Selangor | 90,000 |
| 78 | Malaysian Dogs Deserve Better | 70,000 |
| | Sub total | 2,166,000 |
| E. Charitable Foundations under Media Organisations | | |
| 79 | Bridged Sukarelawan NSTP-Media Prima | 500,000 |
| 80 | Star Foundation | 500,000 |
| 81 | theSun Welfare Fund | 500,000 |
| 82 | Tabung Kami Prihatin Utusan | 500,000 |
| 83 | Yayasan Nanyang Press | 250,000 |
| 84 | Yayasan Sin Chew | 250,000 |
| | Sub total | 2,500,000 |
| F. Charitable Foundations under the Patronage of Royalties | | |
| 85 | Yayasan Raja Muda Selangor | 1,000,000 |
| 86 | 45 charitable organisations as selected by DYMM Raja Zarith Sofiah bt Almarhum Sultan Idris Shah | 1,000,000 |
| 87 | 30 charitable organisations as selected by DYMM Sultanah Pahang Sultanah Hajah Kalsom | 1,000,000 |
| | Sub total | 3,000,000 |
| G. Staff Welfare Fund & Scholarship Fund | | |
| 88 | Berjaya Cares Foundation | 1,000,000 |
| 89 | Better Malaysia Foundation | 1,000,000 |
| 90 | TSVT Community Scholarship Fund | 1,000,000 |
| | Sub total | 3,000,000 |
| | Total contribution for BFD2014 | 25,605,000 |

Chairman's Statement



BCorp Founder, Tan Sri Dato' Seri Vincent Tan with Dato' Robin Tan, Chairman & CEO of BCorp (centre) and Tan U-Ming, Executive Director, 7-Eleven Malaysia Holdings Berhad, at the Limbs For Life Prosthesis Centre in Bandar Utama, Petaling Jaya.



Dato' Robin Tan and Tan U-Ming visited the old folks at Rumah Kebajikan Warga Emas Sang Riang, Triang, Pahang.

OTHER COMMUNITY INITIATIVES

During the year under review, the Group contributed RM250,000 to Tabung Kesejahteraan Kanak-Kanak Sedunia, a special fund launched by Yang Amat Berbahagia Datin Seri Rosmah Mansor to help the less fortunate children around the world.

In the spirit of sharing and giving, BCorp and its subsidiaries continued to carry out various activities during the year to spread cheer to the needy and less fortunate who also deserve a heart-warming time especially during festivities. Among those were the fun-filled breaking-of-fast sessions with disadvantaged communities and goodwill visits to paediatric wards of government hospitals in Slim River, Perak; as well as the distribution of festive goodies to 750 needy families in Cameron Highlands, Pahang and Kajang, Selangor and 500 indigenous folks in the remote part of Raub, Pahang.

The Group's CSR philosophy is also embraced by its operating companies and subsidiaries, reflected by the various initiatives and involvements in helping to uplift the lives of the less fortunate.

Berjaya Roasters (M) Sdn Bhd ("BRoasters") reaches out to needy communities through its KRR Community Chest programmes such as the annual ROASTERS Chicken Run and the Wishing Tree campaign. The 10th Annual ROASTERS Chicken Run 2014 saw more than 3,900 participants from all walks of life come together for a good cause. The charity event raised RM65,000 for the Little Yellow Flower Foundation to support its Nutrition, Lunch and Tuition programme benefiting children from poor urban families. Apart from this, BRoasters also provided reading materials to the "Reading Wonderland" – a community library and information resource centre set up to cultivate a good reading habit among the underprivileged children. To date, the unique charity fun run event has raised more than RM500,000 for various

charitable organisations. Meanwhile, the 9th Annual Wishing Tree campaign granted wishes of 50 children from Yayasan Sunbeams Home. To date, more than 11,400 underprivileged children nationwide had their wishes fulfilled through the campaign.

Through the Berjaya Starbucks Coffee Company Sdn Bhd ("BStarbucks") "Connecting Communities" programme launched in April 2013, a total of RM100,000 was raised through the sale of food items produced from raw banana fruits purchased from the banana farming communities at Kampung Lubuk Jaya in Kuala Selangor. Sales proceeds from these products were utilized to build a community computer centre for the children in the village which was launched in April 2014. Apart from that, 200 Starbucks volunteers participated in a five-hour landscaping activity and planted 504 plants of different species in the village. In April 2014, BStarbucks celebrated its 4th annual Global Month of Service ("GMoS") which witnessed 1,671 partners and 2,715 customers contributing a total of 27,437 community service hours for 38 community service projects nationwide.

During the year under review, Bermaz Motor Sdn Bhd ("Bermaz") organised the Mazda Charity Golf Tournament which raised RM100,000 in aid of Mount Miriam Cancer Hospital's Tomo Fund for the purchase of the TomoTherapy high definition radiation machine for cancer treatment. In addition, various goodwill visits were also carried out during the year to spread cheer to the needy and less fortunate.

Another subsidiary of BCorp, Sports Toto continued with its long-standing record of giving back to society through numerous activities such as the annual Sports Toto Chinese New Year Ang Pow Donation Campaign. The charity campaign which marked its 26th anniversary, brought cheer to more than 17,000 needy senior citizens in 41 cities and towns nationwide. Since the inception of this significant charity campaign in 1989, Sports Toto has contributed

more than RM16 million to provide over 300,000 ang paws and hampers to needy senior citizens.

Sports Toto also collaborated with NTV7 for the fourth consecutive year in producing a 13-episode charity-themed programme entitled "Helping Hands Season 4" which provided 13 impoverished families with necessary home improvements, medical provisions and other necessities to improve their living conditions. Through the programme, Sports Toto had responded to the needs and improved the quality of lives of 52 poor and needy families nationwide over the last 4 years.

On the international front, BPI continued to work closely with Gawad Kalinga Community Development Inc. ("GKCDI") in reaching out to and uplifting lives by supporting the reconstruction of housing units for the poor and needy. Currently, there are 12 Berjaya-GK villages in various locations across the Philippines.

During the year under review, BPI contributed Peso27.3 million to GKCDI for the reconstruction of 230 housing units for the poor in Cagayan De Oro, San Jose Del Monte Bulacan, Angat Bulacan and Bohol. Of the Peso27.3 million, Peso11 million were utilized to reconstruct 100 houses for the urban poor in San Jose del Monte while another Peso11 million were allocated to reconstruct 100 houses destroyed by Typhoon Sendong in Cagayan De Oro.

BPI also donated Peso1.1 million to provide relief aid for typhoon and earthquake victims in Tacloban and Bohol respectively.

Berjaya Makati Hotel organised a food distribution programme for 236 poor students at Bagumbuhay Elementary School located in Cavite City in the province of Cavite, Philippines.

EDUCATION

In line with the Group's CSR objective of promoting literacy and education among underprivileged children, Berjaya Cares Foundation contributed books to 4 community



BPI and Gawad Kalinga built housing units for the poor and needy in various locations across the Philippines.

education centres established by Kassim Chin Humanity Foundation.

For the second consecutive year, Sports Toto supported the "Reading My Companion" learning programme at 5 Chinese primary schools in the rural areas of Selangor. The programme, which benefited 720 students, aimed to inculcate reading as a past time of choice among the rural students.

In the Philippines, BPI contributed Peso4.48 million to set up the Berjaya Culinary Arts Centre at Angat, Bulacan, a 30-hectare training facility located within GK-Enchanted Farm, the first farm village university in Asia established by GKCDI to help local farmers to become successful social entrepreneurs. Besides a kitchen and service area where guests can enjoy organically-grown healthy meals, the facility also has its own adjoining herb garden. The facility also promotes environment preservation with its ingenious biomimicry design, allowing it to tap solar energy through solar panels and collect rainwater with a rainwater harvester roof.

BPI also continued to provide financial assistance valued at Peso64 million to 32 underprivileged and deserving Filipino students for diploma programmes such as Culinary Arts, Hospitality Management, Tourism Management, Retail Management and Events Management at Berjaya University College of Hospitality, Kuala Lumpur.

WORKPLACE

BCorp and its subsidiaries focus on human capital development through various training programmes to help employees to realize their full potential and strengthen the Group's capacity and performance. In line with this objective, BCorp embarked on various leadership programmes as part of the Group's succession planning, in addition to the ongoing development programmes, to ensure employees' knowledge and skills were aligned to meet the business needs. Performance dialogues were also conducted to provide better clarity on competencies required and opportunities available for career advancement.



BCorp contributed 2 vans worth RM84,000 to SMK Tinggi Batu Pahat, Johor. Tan Sri Dato' Seri Vincent Tan presented the vans to the school's principal, Misli Rosbadi.

Chairman's Statement



School children participating in BHR's Tioman Island Clean-Up 2013.



BROasters' senior management team with Lee Sinje, co-founder of Little Yellow Flower Foundation at the Roasters Chicken Run 2014.

Alongside this performance management objective, BCorp also strives to promote work life balance at the workplace to enhance productivity and staff retention. To this end, various health talks, free health screenings and topics related to employees' personal development were also carried out throughout the year.

The Group also cultivates a collaborative work culture among the different business segments for greater synergy to enhance efficiency through various sharing sessions.

The Group's Staff Welfare Fund continues to provide financial assistance to employees to cope with high medical expenses and education funding, and to assist in the event of crisis or loss of property resulting from natural disasters. During BFD 2014, TSVT contributed RM1 million each to Better Malaysia Foundation and Berjaya Cares Foundation towards their Staff Welfare Funds.

In an effort to provide a more qualified and skilled workforce for the Malaysian automotive industry, Bermaz initiated the Mazda Apprenticeship Programme and Retail Management Trainee programme to develop the next generation for an increasingly competitive workplace. Both programmes are endorsed by the Institute of Motor Industry, United Kingdom. In addition, the Mazda Apprenticeship Programme is also endorsed by the Department of Skill Development under the Ministry of Human Resource.

BCorp and its respective subsidiaries' Sports Clubs also actively organised recreational activities such as festive gatherings, sports competitions and vacation trips to promote social interaction and foster closer ties among employees.

SPORTS EXCELLENCE

During the financial year under review, BCorp supported various sporting events, most notably through its contribution of RM250,000 to Langkawi International Mountain Bike Challenge 2013.

Sports Toto continued to support and nurture sporting excellence in several ways which include providing

financial aid as well as sponsoring awards to recognise those who excel in sports. Among the sporting events supported by Sports Toto were the Penang Bridge International Marathon 2013, ROASTERS Chicken Run 2013, 12th World Wushu Championships 2013, Queen's Baton Relay, Slim River Mountain Bike Challenge 2013, Seremban Half Marathon 2013, Milo-FTKLAA walk Circuit 2013, 41st Penang PESTA International Bowling Championship 2013 and 29th FTAAA Annual Cross Country 2014.

On a larger scale, Sports Toto made substantial annual financial contributions to the National Sports Council.

Sports Toto also collaborated with the Olympic Council of Malaysia ("OCM") in recognising Malaysian athletes who delivered outstanding performances at the 27th South East Asia Games held in Myanmar from 11 to 22 December 2013. The OCM-Sports Toto Outstanding Athletes of the Games Award 2013 was presented to the best male and female gold medalists as well as 18 players of the gold medal-winning men's and women's hockey teams.

ENVIRONMENT

Preserving and protecting the environment is one of the priority areas of the Group's CSR initiatives.

To this end, Berjaya Cares Foundation is collaborating with Malaysian Nature Society on a 2-year terrestrial project studying the gaps of research areas and high conservation value areas on Tioman Island before meaningful management information and recommendations can be produced. Project ROOTs ("Revisiting Our Original Trees") aims to promote conservation and sustainable nature tourism by highlighting unique natural flora and fauna to inspire awareness preservation of Tioman's natural assets.

Engaging and adopting the "Loving Earth" commitment is one of BHR's top priorities. In line with this commitment, BHR organised the annual Tioman Island Clean-Up which consisted of several activities including a clean-up dive, beach clean-up and turtle conservation workshop for primary school children, and was participated by various



Berjaya supported the local production of "The Producers The Musical."



BCorp collaborated with EPIC Homes to build a home in Kampung Batu 12, Gombak, Selangor.

stakeholders such as the Turtle Conservation Society, Malaysian Nature Society, avid divers, students and members of the media.

In conjunction with the Global Month of Service in April 2014, BStarbucks launched its 1st Community Edible Garden project at Starbucks Drive-Thru in Kota Kemuning, Shah Alam, Selangor to educate the public through interactive workshops on how to create an edible garden at home and about the various plants and planting techniques. Under the "Grounds For Your Garden" programme, most BStarbucks stores nationwide also provide complimentary soil-enriching coffee grounds to their customers for their gardens as part of the company's recycling initiatives to reduce its environmental impact.

Another subsidiary of BCorp, Bermaz supports the Malaysian Government's National Automotive Policy (NAP) in terms of reducing the carbon footprint of automobiles by offering more fuel-efficient vehicles at affordable prices. To this end, Bermaz is proud to establish a long term partnership with Mazda Corporation Japan which shares the same value of delivering vehicles that harmonize driving pleasure with outstanding environmental and safety performance through its SKYACTIV Technology.

ARTS AND CULTURE

BCorp organised the Berjaya Youth Short Film Competition for the fourth year with the objective of nurturing the potential and creativity of young film makers. The competition is open to Malaysian youths aged between 18 and 25 who wish to share their inspiring stories through film.

The Group also supported numerous local and international performances such as Super Mokh-The Musical, Merrily We Roll Along-The Musical, The Producers-The Musical, Hairspray-The Musical, Wizard of Oz-The Musical, The Secret Life of Nora Musical, and many more.

Sports Toto continued to contribute towards the preservation and promotion of local cultural heritage by supporting events such as Pesta Tanglong Muar 2013,

Penang Chingay Parade 2013, Hungry Ghost Festival and Muar Chinese New Year Street Show.

MOVING FORWARD

Guided by its Founder's passion and philosophy in caring, the Group will continue to support various CSR initiatives addressing the various issues and needs of the different communities, in the hope of making an impactful and positive difference.

FUTURE PROSPECTS

Malaysia's gross domestic product (GDP) expanded by 6.3% in the first half of 2014 and is expected to remain resilient in the second half of the year mainly attributed to strong domestic economic activities and foreign trade, backed by the Government's transformation programmes, and robust investments. The ongoing implementation of the Government's infrastructure projects will further boost foreign direct investment and sustain GDP growth.

The Group's consumer marketing and direct-selling business, Cosway, intends to focus its efforts on revenue growth in the profitable and potential markets, particularly in Malaysia and Greater China, as its products and business model are both suitable and readily acceptable by the members and shoppers in these regions. Cosway will also implement and strengthen its marketing strategies with the objective of cultivating sustainable shoppers' loyalty and preference in using Cosway's wide range of products. Cosway will accelerate its rationalisation exercises to close non-performing stores overseas and also consider exiting totally from certain markets where its marketing efforts have not been able to gain acceptance from consumers.

The local property market is anticipated to remain resilient despite the various cooling measures imposed by the government to curb speculative buying and stabilise property prices. The cooling measures such as the increase of Real Property Gains Tax (RPGT), the withdrawal of Developers Interest Bearing Scheme (DIBS) and the increase of the pricing threshold for foreign ownership

Chairman's Statement



Artist's impression of the poolside at The Ritz Carlton Residences, Kuala Lumpur.

of property have slowed down property sales towards the end of last year. However the property market rebounded amidst a stronger GDP outlook for 2014 and prevailing low interest rate environment coupled with strong genuine demand for investment or own occupation.

The residential subsector will continue to dominate and command the lion's share of the market, supported by a growing demand for residential units. The country's stable economic growth boosted by the Government's proposed new mega projects in the pipeline such as the high-speed train between Singapore and Malaysia and the construction of new highways such as Sungai Besi-Ulu Kelang Expressway (Suke), Damansara-Shah Alam Expressway (Dash) and Kinrara-Damansara Skyway (Kidex) to enhance accessibility and mobility, augur well for the sale of residential properties in areas located on the outskirts of Greater Kuala Lumpur. The demand for properties in areas with good connectivity and accessibility to transportation hubs such as Mass Rapid Transit (MRT) and Light Rail Transit (LRT) stations and highways will also remain strong.

Moving forward, the Property Division is mindful of the challenges that continue to impact the property industry such as over-regulation, rising costs of building materials, potential further rationalisation of subsidies and labour shortages which will inevitably lead to higher costs of construction. However, the Property Division is cautiously optimistic that with innovative designs and features, its launches of new developments in the much sought-after location of Bukit Jalil and around Klang Valley will be well-received and is hopeful this will translate into encouraging sales.

Overseas, the Group's property development projects in South Korea, China and Japan are still under construction and in various stages of completion. The Four Seasons Hotel Kyoto is slated for opening towards the middle of 2016.

The overall outlook for the hotel industry is expected to be a challenging one with slower recovery in the demand from the key long haul travel market of Europe due to the recent tragedies that have hit the aviation industry. The local travel and tourism industry is expected to gain positive momentum and growth with the intensive

promotional campaigns for Visit Malaysia Year 2014 by the Tourism Ministry of Malaysia which targets to receive 28 million tourist arrivals next year. Berjaya Hotels and Resorts ("BHR") will continue to focus on maintaining its competitiveness and improve its presence by adopting aggressive marketing activities and diverse distribution channels, especially in the Asia and East Asia markets. BHR's focus on distribution via internet booking through its website www.berjahotel.com as well as via other traditional channels, and upgrading of the local hotels and resorts facilities will enable it to achieve better ARR and RevPAR so as to be more competitive compared with other hotels in the same locations in the local market.

The growth of the Number Forecast Operator business is closely linked to consumer spending and the disposable income of its customers. Sports Toto's extensive network of outlets in Malaysia and variety of games offered will enable the company to maintain its revenue growth. In addition to its ongoing marketing efforts to increase its revenue and market share, Sports Toto will also continue to improve on its operating efficiency and customer service to ensure the long term success of the business.

In the Philippines, Philippines Charity Sweepstakes Office ("PCSO") will introduce additional new digit games for its on-line lottery leasing segment, which will generate more excitement among punters and is anticipated to have a positive impact on revenue. The hotel segment is expected to grow steadily with higher tourist arrivals, and campaigns by the Department of Tourism of the Philippines to attract more foreign and domestic tourists will contribute positively to the Group's revenue.

In the United States of America, ILTS will continue to examine new and emerging technologies based upon current industry developments with the intention to increase its customers' market share and stay competitive, as well as explore new markets where its core competencies can be applied. ILTS dedicates its efforts to applying cutting edge technology and developing innovative and secure voting solutions.

The Group's motor trading and distribution business is also rapidly expanding and is expected to continue to contribute positively towards the Group's growth and revenue. Bermaz has been increasing its market share with the introduction of new Mazda car models and expansion of its sales network, as well as through aggressive sales and promotional activities. Mazda's SKYACTIV Technology which is well recognised for its engine performance, safety and fuel economy will also boost revenue as consumers are becoming increasingly environmentally conscious. Bermaz is confident of achieving further growth in its sales volume and revenue for the next financial year by expanding its distribution network and increasing its range of completely knocked down (CKD) vehicles in Malaysia.

Berjaya Auto Philippines ("BAP"), the sole distributor of Mazda cars in the Philippines, is expected to generate positive revenue and gain market share in the Philippines' automotive



Mazda CX-9.

market. Mazda's range of cars is expected to further boost BAP's revenue growth in the financial year 2015.

In the United Kingdom, the Group's newly acquired subsidiary, H.R. Owen, a luxury motor retailer which operates a number of vehicle franchises in the prestige and specialist car market, predominantly in the London area, is set to help drive the Group's business growth further, as the UK motor sector has been recording a healthy growth in the volume of cars sold. The sale of luxury brands like Bugatti and Bentley is expected to remain strong in 2014, with other brands like Maserati and Ferrari following suit.

The food and beverage industry in Malaysia has become increasingly competitive due to a large variety of existing restaurants and the introduction of new food and beverage ventures into the market. Malaysians, especially the urban working community who lead busy lifestyles, also tend to spend on dining out and delivery services.

The Group will maintain its strategy of opening additional restaurants in the next financial year in all the markets that the Group is operating in. Locally, the Group's expansion plans include opening new restaurants in secondary townships. The Group will also continue to focus its food and beverage business expansion in the Asean region such as Brunei and Indonesia, which have a higher population to drive demand.

BRoasters will continue with its outlet expansion strategy to open more Kenny Rogers Roasters ("KRR") restaurants in Malaysia and introduce a new range of grill offerings, as well as lunch, dinner and weekend meal packages to its menu. It will also offer promotions at a lower price and launch a KRR reload card to encourage consumer spending.

In Indonesia, the Group has rapidly expanded its KRR franchise with 8 new KRR restaurants opened during the financial year under review, with plans to open more restaurants in the financial year 2015. Kenny Rogers Roasters Catering (Shenzhen) Company Limited is currently operating 7 stores in China. The Group's development strategy for the first 5 years is to focus on opening more KRR stores in both Eastern and Southern China, especially

in the Shanghai, Guangzhou and Shenzhen areas. The Group has also ventured into Cambodia with the opening of its first KRR restaurant at AEON Mall Phnom Penh on 21 June 2014.

Through Roasters Asia Pacific (HK) Limited, the Group is currently expanding the KRR brand into other international territories, namely India, Indochina countries such as Vietnam and Thailand, and Gulf countries in the Middle East region through franchising and joint ventures.

BStarbucks targets to open another 25 new stores in Malaysia including 8 drive-thru concept stores, which have proven to be very successful in the current financial year 2015. BStarbucks will also improve its menu with more innovative food and beverage product offerings, as well as continue to focus on its Starbucks Card, introducing innovative card designs and programmes, to drive loyalty and spending frequency. It will also continue its engagement on digital platforms such as mobile apps, e-commerce and social media to increase brand affiliation and connectivity with its customers.

The Group has expanded its Starbucks Coffee franchise to Brunei, opening its first store at the Mabohai Shopping Complex, Brunei Darussalam on 16 February 2014.



Starbucks outlet at Summer Mall, Kota Samarahan, Sarawak.



KRR was awarded the Superbrands Malaysia Awards 2013, Malaysia's Choice category.

Chairman's Statement



Jollibean kiosk at Berjaya Times Square, Kuala Lumpur.



KUB-Berjaya Enviro Sdn Bhd was awarded the Singapore Environmental Achievement Awards 2013 in the Regional category as well as the overall award, the CDL Outstanding Singapore Environmental Achievement Awards 2013.

With the completion of the acquisition of the remaining 50% equity interest in BStarbucks on 18 September 2014, the Group foresees more impactful contribution to the overall revenue and profits in 2015 and beyond.

The Group's other food businesses, Jollibean Foods Pte Ltd, Berjaya Papa John's Pizza Sdn Bhd and Wen Berjaya Sdn Bhd will continue to expand through new store openings, and promote sales through innovative marketing campaigns and digital media engagement to reach out to existing and new customers. Berjaya Papa John's Pizza Sdn Bhd will also open more Delivery Concept (DelCo) outlets to widen its reach and increase market share.

The Group's financial services arm, Inter-Pacific Securities Sdn Bhd expects to remain profitable for the current financial year ending 30 April 2015. Bursa Securities' trading volumes are expected to be sustainable at similar levels in the next 12 months.

The Group will also continue to develop its environmental services business. In addition to the award-winning Bukit Tagar Sanitary Landfill in Batang Berjuntai, Selangor, the Group, through Berjaya Engineering Construction Sdn Bhd, will be constructing 3 sanitary landfills for the government in Sungai Udang, Melaka, Teluk Mengkudu, Perak and

Rimba Mas, Perlis. Overseas, the Group's sanitary landfill and several water supply and wastewater treatment projects in China are progressing well, and the Group will continue to look for further opportunity to expand this business there. The Group's future plans include securing more private waste customers to increase waste volume; improving on operational efficiency to achieve higher profit margins; exploring additional income streams from the existing businesses, and sourcing for new landfill projects.

In the education sector, Berjaya Higher Education ("BHE") which operates Berjaya University College of Hospitality, will focus on specialised programmes based on market trends and the needs of its students. New disciplines of undergraduate programmes, post-graduate programmes, and vocational skills courses will be developed to cater to market needs. In addition to this, various collaboration projects will be established with national and international institutions using the franchise/license approach.

A differentiation strategy will also be deployed by offering unique selling points to the students such as immersion methodology, job priority, student attributes and learning outcomes. Industry links will also be important to differentiate BHE from its competitors in terms of internship or job placements for its students. BHE will also concentrate on brand building to augment its market positioning.

Given the Group's diverse businesses and the current economic outlook, the Directors are of the view that the Group's performance will continue to remain challenging for the financial year ending 30 April 2015.

APPRECIATION

On behalf of the Board, I would like to thank all our customers and shareholders for their continued confidence and support towards the Group.

To our business partners, financiers and regulatory authorities, thank you for your support and cooperation.

To my fellow colleagues on the Board, I would like to express my sincere appreciation for your guidance and support, and I look forward to your continued active participation on the Board.

Our success in 2014 was made possible through the dedication and commitment of our employees, and I would like to thank all management and staff of the various operating companies within the Group for your hard work and contribution towards the growth of the Group.

DATO' ROBIN TAN YEONG CHING
Chairman / Chief Executive Officer
22 September 2014

Management Discussion & Analysis

MARKETING OF CONSUMER PRODUCTS AND SERVICES

Cosway (M) Sdn Bhd's ("Cosway") business model is based on the free store concept. It offers physical sales and distribution of its products in countries such as Malaysia, Greater China, Hong Kong, Macau, Taiwan, USA, Japan, Thailand and Australia. As at 30 April 2014, Cosway has approximately 1,500 exclusive stores located in high density residential areas and heavy foot traffic shopping malls giving its members and shoppers convenience and easy access. Cosway also offers online purchase through eCosway.com.

Cosway has an innovative and synergistic balance of 5P's - Product, Price, Place, Promotion, Profit Plan. For more than 35 years, it has been offering a wide variety of quality products ranging from Personal Care, Health Care, Home Care, Food and Beverage, Organic, and Pharmaceutical, among others. It provides a lucrative opportunity for Business Owners and high quality, competitively priced products to its members and shoppers.

The expansion of Cosway's retail store chain to 147 stores in the financial year 2014 compared to 24 stores last year in Mainland China had contributed to the improvement in sales performance recorded in the China operations. However, the Group's overall revenue dropped by 14.9% to RM1.22 billion from RM1.43 billion recorded in the last financial year mainly attributed to the decline in business in Malaysia and other overseas operations due to lack of new and appealing marketing initiatives to drive recruitment activities, which led to numerous store closures.



Cosway's range of products.

Cosway recorded a gross profit of RM537 million for the current financial year under review as compared to RM657 million for the same period in 2013. Gross profit margin dropped to 44.0%, as compared to 45.9% in the previous year, primarily due to the impact from aggressive promotional activities to clear slow moving products during the financial year.

Operating results registered a steep drop from a profit of RM28 million in the last financial year to an operating loss of RM33 million in the year under review due to lower revenue and higher costs incurred for inventories written off, provision for slow moving stock, provision for store closure related costs and impairment of renovation costs and other fixed assets.

With the inclusion of a significant fair value loss on investment properties, Cosway incurred a loss before tax of RM65 million in the year under review, as compared to a pre-tax profit of RM28.6 million in the previous year.

The Group will accelerate its rationalisation exercises to not only close non-performing stores overseas but may also consider exiting totally from certain markets where its marketing plans have not been able to gain acceptance.

The Group will focus all its effort fully in growing its business in the Malaysian market and that of the Greater China region where its marketing plan, business model and products are both suitable and readily acceptable by members/shoppers.

FINANCIAL SERVICES

Stockbroking

Early into the year under review, stocks surged in the aftermath of the ruling coalition's return to power during the 13th General Elections. Mid-year ushered in a spell of caution as a mini crisis in certain emerging market economies, including some neighbouring countries, dampened the enthusiasm of foreign investors, resulting in lower institutional trading volumes on Bursa Malaysia Securities Berhad ("Bursa Securities"). However, a selection of small and micro-cap stocks emerged as the alternative focal point for trading interest until worries subsided and foreign fund interest returned. The overall value of transactions traded on Bursa Securities increased by 41.4% to RM567 billion as compared to the traded value of RM401 billion in the previous financial year.



Inter-Pacific Securities Sdn Bhd's office in Berjaya Times Square, Kuala Lumpur.

Management Discussion & Analysis

Despite the apparent significant increases in individual stock prices, the FBMKLCI closed at 1,871.52 points on 30 April 2014, a modest 8.96% increase over the 1,717.65 points on 30 April 2013. This was due to scattered spells of somewhat more subdued trading activities in the large KLCI component stocks being offset by a recovery in trading interest in small and medium size stocks that pushed the FBM Small Cap, FBM Fledgling and FBM Ace Market Indices all to record levels.

In the financial year under review, **Inter-Pacific Capital Sdn Bhd (“IPC”)** recorded an increase of 29.4% in operating revenue to RM55.0 million, while gross profit increased from RM31.0 million to RM37.1 million. Both the increase in revenue and gross profit were mainly attributed to the increase in brokerage income. The higher brokerage income was mainly due to the increase in trading volume on Bursa Securities and an improvement in IPC’s market share from increased participation in the stock market by its retail clients.

Pre-tax profit was RM28.5 million for the financial year under review compared to RM19.0 million in the previous financial year mainly due to the increased brokerage income arising from the increase in trading volume on Bursa Securities. The results also included a gain in fair value of investments of RM3.6 million less impairment loss in other and unquoted investments of RM2.1 million whereas the results of the previous financial year included a loss in fair value of investments of RM2.9 million. Operating expenditure was maintained at approximately the same level as in the previous year due to various measures to control costs.

HOTELS AND RESORTS

The **Berjaya Hotels and Resorts Division (“BHR”)** owns and operates 16 hotels and resorts locally and internationally.

For the financial year ended 30 April 2014, BHR delivered better results compared to the previous financial year due to the rise in demand from Transient FIT and Leisure FIT market segments. With the healthy growth in both rooms and food and beverage sales, the BHR’s total gross revenue increased by 7.0% to RM309.7 million from RM289.4 million recorded in the previous financial year while profit before tax improved to RM22.3 million from RM4.0 million posted in the previous financial year. The increase in pre-tax profit was mainly from the better execution in room yield management and lower operating expenses.

The overall occupancy rate and average room rate (“ARR”) recorded a marginal increase by 2.2 percentage point and 2.6% respectively which resulted in higher revenue per available room (“RevPAR”) of 6.6% compared to the previous financial year. Coupled with its aggressive marketing strategy and diverse distribution channels via internet bookings, for the financial year ended 30 April 2014, the total room revenue recorded from direct and



The Beach Brasserie and Spa – Taaras Redang Beach and Spa Resort, Terengganu.

indirect online bookings increased to RM63.3 million compared to RM48.5 million in the previous financial year, which represented an increase of 30.4%.

During the year under review, BHR was named the winner of four accolades at the Hospitality Asia Platinum Awards (HAPA) 2013-2015 Malaysia Series in the Industry Recognition Awards, Flavours of Hospitality, and Passions of Hospitality categories respectively.

Hotels & Resorts in Malaysia

The major Malaysia-based hotels and resorts are Berjaya Langkawi Resort, Berjaya Times Square Hotel, Kuala Lumpur, Berjaya Tioman Resort, The Taaras Beach & Spa Resort, Redang, as well as Colmar Tropicale and The Chateau at Berjaya Hills. These strategically located hotels and resorts have attracted tourist arrivals from various countries such as Singapore, Indonesia, Middle East, China, Japan and Australia.

For the financial year ended 30 April 2014, the Malaysia-based properties recorded an increase in total gross revenue as a result of stronger demand in room bookings driven by the Transient FIT and Leisure FIT market segments. Total gross revenue increased by 9.1% to RM248.6 million compared to RM227.9 million recorded in the previous financial year reflected by the stronger operating results from Berjaya Langkawi Resort and Berjaya Times Square Hotel, Kuala Lumpur. The overall room occupancy rate increased by 3.3 percentage point to 57.9%, while the ARR grew by 3.6% leading to an impressive RevPAR growth of 9.9% to RM173 compared to RM157 in the previous financial year.

With the improvement in gross revenue, and better control over operating expenditure, the Malaysia-based properties delivered a pre-tax profit of RM17.4 million during the year under review.

Hotels & Resorts Overseas

The major overseas hotels and resorts of the Group are Berjaya Beau Vallon Bay Resort & Casino, Seychelles, Berjaya Praslin Resort, Seychelles, Berjaya Hotel Colombo, Sri Lanka, Berjaya Eden Park London Hotel, InterContinental Hanoi Westlake Hotel, and Sheraton Hanoi Hotel, Vietnam.

During the financial year under review, total gross revenue was affected by lower contribution from Berjaya Beau Vallon Bay Resort & Casino ("BBVB") and Berjaya Praslin Resort ("BPR"), Seychelles due to lower tourist arrivals from the individual leisure travellers and corporate groups from its key market of Europe, America and Middle East. This was, however, mitigated by an improvement in the operating results of Berjaya Hotel Colombo, Sri Lanka and Berjaya Eden Park London Hotel.

The occupancy rate of BHR's overseas properties decreased by 2.5 percentage point to 57% resulting in a 4.6% decrease in RevPAR to RM186 from RM195 recorded in the previous financial year. Generally, there was an increase in room night bookings from Transient FIT, Leisure FIT and Corporate FIT market segments. However, this increase was unable to offset the drop in the volume of demand, especially from the corporate meeting group and air-line crew segments in BBVB, Seychelles. As a result, the total room revenue decreased by 2.4% to RM39.6 million compared to RM40.5 million in the previous financial year.

Overall, BHR's overseas properties' total gross revenue was maintained at RM61.1 million. However, profit before tax declined by 31.9% to RM4.9 million compared to RM7.3 million in the previous financial year mainly due to an increase in direct operating and overheads costs, especially from the properties in Seychelles.

BPI's other subsidiary, Perdana Hotel Philippines Inc. ("PHPI") which operates the Berjaya Makati Hotel located in Makati City recorded a decreased revenue of Peso139.6 million compared to Peso146.4 million in the previous financial year. The decrease of 4.7% or Peso6.8 million in revenue was mainly due to a drop in the occupancy rate compared to the previous financial year.

PHPI recorded a pre-tax loss of Peso2.5 million compared to pre-tax profit of Peso3.2 million in the preceding year mainly due to lower room occupancy, higher food and hotel maintenance costs, as well as depreciation charge on renovation costs of adding another 11 executive rooms and the refurbishment of certain floors in the hotel during the financial year under review.

Future Prospects

The overall outlook for the hotel industry is expected to be challenging with slower recovery in the demand from key long haul travel market of Europe due to the recent

tragedies that had hit the aviation industry. However, the local travel and tourism industry is expected to benefit from the intensive promotional campaigns for Visit Malaysia Year 2014.

Notwithstanding this challenging backdrop, BHR's aggressive marketing strategy and diverse distribution channels will enable its hotels and resorts business in Malaysia and overseas to be well-positioned to weather these challenges and continue to improve its average room rate ("ARR") and revenue per available room ("RevPAR").

CLUBS AND RECREATION

The **Clubs and Recreation Division ("The Clubs")** operates six golf clubs and one equestrian club located in the Klang Valley, Nilai, Negeri Sembilan, Batu Pahat, Johor and Berjaya Hills, Pahang. Golf and equestrian are the core activities provided by The Clubs supported by other services such as sports facilities, dining outlets as well as banqueting facilities and event space.

The Clubs has a total of 21,214 members, of which 10,999 are golf memberships and 10,215 are non-golf memberships.



Poolside – Sheraton Hanoi Hotel, Vietnam.



Berjaya Hills Golf and Country Club, Pahang.

Management Discussion & Analysis

The Clubs' revenue for the financial year ended 30 April 2014 declined by 1.7% to RM60.4 million from RM61.4 million in the previous financial year. The higher revenue posted in last financial year was mainly due to adjustments made for the forfeiture of advance license fee in respect of terminated memberships.

The renovation and upgrading of club facilities are still in progress. However, the golf revenue was not significantly affected and was only slightly lower by 2.2% compared to the previous financial year due to a well-planned work schedule that ensured minimum disruption to the operations of The Clubs.

Pre-tax loss for the financial year ended 30 April 2014 had reduced to RM1.07 million compared to RM1.27 million incurred in the previous financial year. The improvement was mainly due to lower operating and overhead expenditure.

Future Prospects

The next financial year ending 2015 will remain competitive and challenging for the recreation club industry. Moving forward, The Clubs plan to re-launch its membership programme targeting at the niche market after the completion of its renovation and upgrading exercise to increase and improve the quality of its membership base.

VACATION TIME SHARE

Berjaya Vacation Clubs Berhad ("BVC") operates and manages a vacation membership scheme which provides and coordinates holiday accommodation packages at holiday resorts in Malaysia.

Through the affiliation with Resort Condominiums International, BVC also offers accommodation packages at more than 4,000 resorts in over 100 countries spanning across Asia, Europe, Middle East and Africa, among others.

BVC reported a drop in revenue to RM9.45 million from RM10.21 million registered in the previous financial year mainly due to lower annual maintenance fee billings and annual licence fee recognised arising from termination of memberships.

Operating profit increased to RM4.74 million from RM2.83 million in the previous financial year due to the reduction in manpower and administration costs in line with the streamlining of operations towards online booking and communications.

The timeshare industry in Malaysia has generally reached its maturity stage with no major changes or new players coming into the industry. Barring any unforeseen circumstances, the timeshare segment is expected to maintain its operating performance.

PROPERTY DEVELOPMENT

For the financial year under review, the **Property Division** reported a 59% increase in its revenue from RM392 million in the previous financial year to RM625 million. The increase was mainly attributable to better sales performance in terms of relatively higher sales volume and higher selling prices generated from several projects in Klang Valley, Malaysia.

Higher sales recorded in new launches at various projects namely, the condominiums at KM1 East and Phase 1 of the mixed development at The Link 2 at Bukit Jalil, Trade Point



KM1 at Bukit Jalil, Kuala Lumpur.



Artist's impression of Menara Bangkok Bank @ Berjaya Central Park, Kuala Lumpur.

shop offices at Berjaya Park, Vasana 25 villas at Seputeh Heights, and the corporate suites of Menara Bangkok Bank and The Ritz-Carlton Residences both at Berjaya Central Park resulted in an increase of 33% in the current financial year's revenue of RM419 million compared to previous year's revenue of RM314 million.

Phase 1 of The Link 2, Bukit Jalil and the two components at Berjaya Central Park contributed 81% of the Division's total revenue. Bukit Jalil, with good connectivity and accessibility is slated to become the next property hotspot. The Link 2, a mixed development project with components such as shop offices, street mall commercial lots and residences is aimed at capturing the market of purchasers who want to own a residence within a self-contained development that embodies the "Live, Work and Play" concept. This concept of "New Urbanism" blends housing, retail and office space that offers the full advantage of urban living - where activities, popular lifestyle, entertainment and food & beverage hubs are available only a short distance away from the doorstep. The residence units also come in various sizes to cater to single professionals who prefer a 1+1 bedroom unit and families who require larger units.

The corporate suites at Menara Bangkok Bank continue to generate a steady stream of sales as construction progresses towards completion. At the same site, the Division finally unveiled the prestigious and luxurious Ritz-Carlton Residences at Berjaya Central Park to the market through press launches followed by soft launches to invitees comprising registrants and well-heeled individuals. The Ritz-Carlton Residences consists of 289 residence suites with unit sizes ranging from 1,023 square feet to 4,284 square feet. With an average selling price of RM2,500 per square feet, the total gross development value of the project is approximately RM1.18 billion. Targeted for completion by the end of 2015, the residences will be managed in accordance to the standard of the Ritz-Carlton brand, which provides five-star luxury living with personalized services such as 24-hour concierge and housekeeping services, vacant home care management services as well as state-of-the-art security and lifestyle facilities.



Artist's impression of Maison Villas, Gotjawal Village, Jeju Airst City, South Korea.

Over at Berjaya Park, Shah Alam, the final phase of Trade Point comprising 34 units of 3-storey shop offices with individual lifts was released to the market. As of July 2014, all 34 units have been sold out.

Up north in Penang, the much-awaited exclusive residential development at the parcel of land acquired from the Penang Turf Club was previewed to a select group of high-net worth registrants in fourth quarter of 2013. Nestled in one of the most exclusive neighbourhoods in Penang and surrounded by lush landscaped parks and trails, Jesselton Villas is slated to be Georgetown's most distinguished residential estate. Sales of the bungalow lots with sizes ranging from 5,964 square feet to 27,122 square feet has been encouraging and met with much enthusiasm.

In South Korea, construction work for the units at Phase 1 Gotjawal Village comprising the high-end seaside Maison and the trendy Market Walk is progressing on schedule at the Group's 183-acre integrated resort development, Jeju Airst City in Seogwipo. Upon achieving the targeted 20% construction progress in the fourth quarter of 2014, Phase 1 Gotjawal Village will be officially launched soon. Marketing activities will be carried out intensively in South Korea, China and Japan.

In Hebei, China, the 3 indoor theme parks and a shopping mall developed in the first phase of the Great Mall of China is nearing the final stages of completion. The main structural works have been fully completed and the interior design works are currently in progress.

Over in Kyoto, Japan, the various permits and approvals for the construction have been obtained. Construction works for the luxurious Four Seasons Hotel will commence in the third quarter of 2014. Earthworks and excavation works began in 2013. The luxury hotel will consist of 123 rooms, and 56 longstay units will be built with a combination of modern and traditional Japanese design. The Four Seasons Hotel Kyoto project is slated for completion and opening towards the middle of 2016.



Signing ceremony for the construction contract for the Four Seasons Hotel Kyoto, Japan on 28 March 2014.

Management Discussion & Analysis

Future Projects

Following the success of Phase 1, the Property Division is targeting to launch Phase 2 of The Link 2 at Bukit Jalil in the fourth quarter of 2014. Modelled after the concept of the earlier phase, the proposed Phase 2 of The Link 2 will have 24 units of 4- and 6-storey shops, 260 units of retail outlets and kiosks spread over 5 levels at the street mall, and 3 blocks of 3-bedroom service apartment suites with a total of 621 units. This new phase of mixed-use development is slated to provide homes, amenities and convenience that fulfill the needs of modern urban living, and will be connected to Phase 1 via a linked bridge. The total GDV of the development is approximately RM780 million.

Also, within Bukit Jalil, the Property Division is planning a high-end luxurious condominium project, KM2, to be developed over a land area of 12.24 acres. Spread over 4 blocks, the total of 1,000 units come in various sizes ranging from 1,535 square feet to 2,500 square feet. The entire development has an estimated total gross development value of RM1.6 billion.

In Seputeh Heights, approval has been obtained for Phase 1 of Seputeh Villas comprising 12 bungalow lots with an average size of 11,202 square feet. Phase 2 with proposed 42 units of 4-storey link villas is being conceptualized for submission to the authorities for approval and is targeted to be launched in the fourth quarter of 2014. The 4-storey link villas have an average lot size of 6,075 square feet and built-ups ranging from 23,764 square feet to 19,216 square feet. Judging from the take-up rate of the Division's Vasana 25 luxurious bungalows and linked bungalows within the same development, the new proposed Seputeh Villas is expected to be well-received. The Division is expected to realise a total gross development value of RM350 million from the sales of these two developments.

The Division plans to launch the first phase of the industrial development at BerjayaCity with 74 units of industrial lots with sizes ranging from one to two acres in the near future. This development is located 50km to the north of Kuala Lumpur and the first phase of development is expected to generate a total gross development value of RM120 million.

Future Prospects

On the whole, the local property market is anticipated to remain resilient next year despite the various cooling measures imposed by the government to curb speculative buying and stabilise property prices. A stronger GDP outlook for 2014 and prevailing low interest rate environment coupled with strong genuine demand for investment or own occupation has encouraged demand in the property market.

Moving forward, the Property Division is mindful of the challenges that continue to impact the property industry such as rising costs of building materials, potential further



Artist's impression of The Link 2, Bukit Jalil, Kuala Lumpur.



Completed Phase I of Trade Point, Berjaya Park, Shah Alam, Selangor.

rationalisation of subsidies and labour shortages which will inevitably lead to higher costs of construction. However, the Property Division is cautiously optimistic that with innovative designs and features, its launches of new developments in the much sought-after location of Bukit Jalil and around Klang Valley would be well-received and is hopeful this would translate into encouraging sales.

PROPERTY INVESTMENT

The **Property Investment Division ("PI Division")** owns 4 commercial properties comprising Plaza Berjaya, Kuala Lumpur; Wisma Cosway, Kuala Lumpur; Kota Raya Complex, Kuala Lumpur and Berjaya Megamall, Kuantan. Collectively, these properties achieved an average occupancy rate of 90% during the financial year under review as compared to 91% in the previous financial year.

The PI division maintained its revenue of RM36.4 million in the current financial year as there was no significant change in occupancy rates for the complexes. Profit before tax declined slightly to RM22.4 million from RM23.7

million in the previous financial year, while profit after tax declined from RM41.1 million to RM12.1 million mainly attributed to the additional deferred tax provision on fair value changes of investment properties following the change in Real Property Gains Tax rate to 5% from 0%.

The Group's complexes in Kuala Lumpur are expected to remain resilient despite stiff competition from the growing number of complexes in the Klang Valley. With their strategic locations within the Kuala Lumpur city centre and easy accessibility, the Group's complexes will continue to perform well. The Group's complexes will "aggressively" continue to promote themselves in an effort to strengthen their presence in the market place.

GAMING

The toto betting and related activities business segment of the Group is operated via **Berjaya Sports Toto Berhad ("BToto")**. BToto is principally engaged in the operations of Toto betting, leasing of on-line lottery equipment, and the manufacture and distribution of computerised lottery and voting systems. BToto has four main operating subsidiary companies, namely **Sports Toto Malaysia Sdn Bhd**, **International Lottery & Totalizator Systems, Inc.**, **Berjaya Philippines Inc.** and **H.R. Owen Plc.**

Malaysia

Sports Toto Malaysia Sdn Bhd ("Sports Toto"), the principal operating subsidiary of BToto, operates approximately 680 outlets throughout the country, offering 7 games namely Toto 4D and Toto 4D Jackpot, Toto 5D, Toto 6D, Mega Toto 6/52, Power 6/55 and Supreme Toto 6/58 which are drawn three days in a week.

For the financial year ended 30 April 2014, Sports Toto recorded a revenue of RM3.38 billion compared to the previous year's revenue of RM3.44 billion. Despite a marginal decrease which was mainly due to the challenging environment during the year, Sports Toto remained as the market leader among all the Number Forecast Operators in the country in terms of total revenue for the financial year under review.

Pre-tax profit decreased by 11.5% to RM497.3 million compared to RM561.7 million in the previous financial year mainly due to a higher prize payout in the financial year under review.

As a result of the above, profit after tax recorded a decrease of 12.6% to RM361.6 million compared to RM413.9 million in the previous financial year. The lower profit after tax margin of 10.7% compared to 12.0% in the previous financial year was mainly due to higher effective tax rate as a result of non-deductible expenses for tax purposes in the year under review.



A Sports Toto draw in progress.

Philippines

BToto operates in the Philippines through its subsidiary company, **Berjaya Philippines Inc. ("BPI")** listed on the Philippine Stock Exchange. Its wholly-owned subsidiary company, **Philippine Gaming Management Corporation ("PGMC")**, is involved in the business of leasing on-line lottery equipment and providing software support for the Philippine Charity Sweepstakes Office ("PCSO"), a Philippine government agency responsible for lottery and sweepstakes in the Luzon Region.

PGMC recorded a revenue of Peso1.72 billion, a decrease of 12.7% from Peso1.97 billion in the previous financial year due to lower lease rental income earned as a result of a decrease in sales of lotto and digit games by PCSO mainly attributable to lower Jackpots recorded for the Grandlotto 6/55 game during the financial year under review. The EZ2 game (2-number digit) remained as the favourite game among betting customers due to the inherent simplicity of the game and high frequency of draws.

PGMC's pre-tax profit decreased by 21.8% to Peso1.02 billion, mainly due to lower revenue and higher indirect expenses including charitable donations made to Gawad Kalinga Community Development Foundation Inc. for the construction of houses for the poor community in various parts of the country during the financial year under review.

Management Discussion & Analysis



A lotto outlet in the Philippines.



Berjaya Makati Hotel, Manila, Philippines.

The United States of America

In the United States, BToto's subsidiary, **International Lottery & Totalizator Systems Inc. ("ILTS")** provides computerized wagering equipment and systems to the online lottery and pari-mutuel racing industries worldwide. ILTS also has a voting business segment operated through Unisyn Voting Solutions Inc. ("Unisyn") which develops and markets the OpenElect® digital optical scan election system to election jurisdictions. The OpenElect® election system is the only digital optical scan voting system built with Java on a streamlined and hardened Linux platform, and Unisyn became the first U.S. voting company to receive, in January 2010, the U.S. 2005 Voluntary Voting System Guidelines ("VVSG") certification from the United States Election Assistance Commission for its OpenElect® election system.

ILTS recorded a revenue for the financial year under review of USD22.7 million compared to USD10.6 million in the previous financial year. The significantly higher revenue was primarily due to increased lottery products and hardware component sales related to the gaming and totalizator industries.

ILTS' pre-tax profit increased to USD4.9 million from USD1.6 million in the previous financial year due to increased sales volume and interest income.

Future Prospects

With its extensive network of outlets in Malaysia and variety of games offered, opportunities exist for Sports Toto to tap further revenue growth. In addition to its ongoing marketing efforts to increase its revenue and market share, Sports Toto will also continue to improve on its operating efficiency and customer service. Overall, BToto anticipates the Number Forecast Operator sector to be resilient and Sports Toto is expected to maintain its market share in the business.

In the Philippines, PCSO will introduce additional new digit games which will generate more excitement to punters and is anticipated to have a positive impact on PGMC's revenue.

ILTS will continue to examine new and emerging technologies based on current industry developments with the intention of increasing its customers' market share, to stay competitive in the market and to explore new markets where its core competencies can be applied.

MOTOR TRADING AND DISTRIBUTION

Bermaz Motor Sdn Bhd ("Bermaz")

Bermaz is principally involved in the distribution and retailing of Mazda vehicles and provision of after sales services for Mazda vehicles through its own branches and third party dealers in Malaysia. Its Philippines subsidiary, **Berjaya Auto Philippines ("BAP")** started operations in January 2013 and is principally involved in the distribution of Mazda vehicles through third party dealers. During the financial year, Bermaz distributed 11 Mazda vehicle models with a total of 23 variants to suit different market segments.

For the financial year under review, Bermaz recorded a 25.7% increase in revenue to RM1.27 billion from RM1.01 billion registered in the previous financial year. The higher revenue was largely due to an increase in motor vehicle sales volume from 8,142 units in the previous financial year to 9,497 units for the financial year under review as a result of good demand for the CX-5 and new Mazda6 models.

In line with the higher revenue and on the back of a healthy gross profit margin that was mainly attributed to favourable exchange rates, product cost improvement and better sales mix, Bermaz's pre-tax profit increased 132.3% from RM68.1 million in the previous financial year to RM158.2 million in the financial year under review. Mazda has now

grown to be a recognisable car brand in Malaysia since Bermaz took over the distributorship in 2008 as evidenced by the increase of sales volume over the past few financial years.

The new operation in the Philippines, BAP, has also partly contributed to the increase in the overall sales of the motor division's revenue. The sale in motor vehicle volume increased from 659 units in the previous financial year (4 months in operation in 2013) to 2,283 units for the financial year under review.

Future Prospects

To support the increasing sales volume of Mazda vehicles and the units in operation, Bermaz will continue to expand its after sales service network coverage through the opening of company-owned 3S centres and also appointment of new 3S dealers. New programmes will continue to be established to support the improvement of Mazda's customer satisfaction index. To maintain and improve the standard of after sales services, Bermaz continuously emphasises on human resource development by having in-house training programmes in collaboration with external professional industrial institutes. A long term sustainability programme for domestic automotive activities is being undertaken by Mazda Malaysia Sdn Bhd ("MMSB"), a joint venture company with Mazda Motor Corporation Japan. Investment in manufacturing facilities and equipment is being carried out by MMSB to increase production capacity and improve quality. MMSB will continue to increase its Completely Knocked Down ("CKD") programmes for domestic and ASEAN markets as it is one of the ways to drive cost down and contribute towards the local automotive industry.

H.R. Owen Plc. ("HR Owen")

In the United Kingdom, BPI acquired **H.R. Owen**, a luxury motor retailer, which operates a number of vehicle dealerships, for both sales and aftersales, in the prestige and specialist car market, predominantly in the London area.

For the six months ended 30 April 2014, H.R. Owen recorded revenue of £144.0 million and profit before tax of £2.4 million. H.R. Owen had cash balances of £12.8 million and vehicle stocking loans (excluding manufacturer stocking loans) of £8.2 million and recorded a cash inflow for the six-month period of £2.2 million.

The United Kingdom motor sector is recording a healthy growth in the volume of cars sold so far in 2014 and H.R. Owen had likewise, also recorded strong sales volume with 407 new cars and 601 used cars being sold in the six-month period. Trading has started very strongly this year and should continue throughout the remainder of 2014. The trading results for the year ending 30 April 2015 is expected to exceed that for the year ended 30 April 2014.



The Mazda3 SKYACTIV was launched in Malaysia in March 2014.



The ERA Star Pick-up.

China Car Division

The China Car Division is held under **Changan Berjaya Auto Sdn Bhd ("CBA")** and via its 85%-owned subsidiary, **Berjaya Brilliance Auto Sdn Bhd ("BBA")**. The China Car Division distributes Changan and Jinbei vehicles and operate after sales service centers through own branch and third party dealers in Malaysia.

CBA currently distributes the ERA Star Pick-up SC1022 commercial vehicle targeting petty traders and the Small & Medium Enterprise (SME) market in association with the distribution of Changan International Corporation vehicles from China.

BBA currently distributes two ERA Jinbei commercial van models, namely the ERA Jinbei and the Era Jinbei H2L with a few variants in association with the distribution of Shenyang Brilliance Jinbei Automobile Co. Ltd vehicles from China.

Management Discussion & Analysis

The China Car Division registered a 15.0% decrease in revenue to RM24.76 million in the financial year under review as compared to RM29.14 million in the previous financial year mainly due to poorer sales recorded by BBA, from 342 units in the previous financial year to 223 units in this financial year under review.

The ERA Star Pick-up model continued to receive good response since it was first sold in September 2011. Sales volume increased from 302 units in the previous financial year to 370 units in this financial year under review.

Operating profit increased to about RM470,000 in the financial year under review from RM8,000 in the previous financial year, mainly due to the lower selling and distribution expenses, and lower finance costs.

However, the China Car Division incurred a pre-tax loss of RM535,000 from a profit before tax of RM3.4 million in the previous financial year, mainly attributed to the provision of doubtful debts and stock write off amounting to RM1.6 million in the financial year under review.

Future Prospects

The China Car Division will continue to improve with the support given by the Principal Manufacturers from China. The Division will introduce new models in the foreseeable future to complement its current range of products.

The Division will continue to build a reputation for distributing quality, reliable and affordable vehicles and provide excellent aftersales service to distinguish itself from other China Car Distributors in Malaysia. It will expand its sales and service network to cover all major cities in Malaysia, thus enabling it to provide better customer service, and in turn, achieve better customer satisfaction.

EDUCATION

Berjaya Higher Education Sdn Bhd ("BHE"), which operates **Berjaya University College of Hospitality ("Berjaya UCH")**, commenced operations in January 2009. For a young niche university college, Berjaya UCH has created a strong awareness in the local market and is looked upon by many established educational institutions as a major industry player especially in the Culinary and Hospitality courses.

BHE's revenue increased by 8% to RM21.1 million from RM19.5 million in the previous year. This was mainly due to the average monthly student number base increasing from 1,100 students to 1,200 students.

Overall operating costs were 5% higher than in the previous financial year mainly due to additional premise rental incurred from sub-leasing some of Academy of Nursing Sdn Bhd's office space, and more aggressive



Berjaya UCH offers Culinary Arts courses.



KRR outlet at Cheras Sentral, Kuala Lumpur.



"Take It Home Feast" from Kenny Rogers Roasters.

marketing activities whereby emphasis was put on TV and radio media advertising to create brand awareness. One example is the Asia Food Channel on ASTRO covering both local and overseas markets, and local radio stations.

With the consistent growth and potential of the education market, BHE is confident that it will continue to improve on its performance in the financial year 2015.

FOOD & BEVERAGE

Berjaya Roasters (M) Sdn Bhd (“BRoasters”)

BRoasters is a wholly-owned subsidiary of Berjaya Food Berhad (“BFood”). Incorporated in 1994, BRoasters is the master franchisee for the KRR chain of restaurants in Malaysia. BRoasters currently has 87 KRR restaurants across Malaysia with at least 15 more restaurants in the pipeline for nationwide expansion in the year 2014 and 2015.

Revenue for BRoasters increased slightly to RM96.0 million from RM95.7 million in the previous financial year.

Whilst BRoasters recorded additional revenue contribution from the opening of 10 new restaurants during the year, it also recorded major drop in revenue for some existing restaurants. In particular, a major drop in revenue was recorded in restaurants in Genting Highlands and Ipoh due to the Genting Theme Park closure and full refurbishment of the Ipoh Parade Shopping Mall.

BRoasters’ profit before tax decreased to RM12.1 million from RM15.4 million in the previous financial year. The decrease of 21.7% was mainly due to increase in labour cost from the full impact of minimum wages implementation, promotion cost and training expenses.

BRoasters will continue with its outlet expansion strategy to add 12 to 15 more outlets, especially in secondary townships. It will also expand its delivery and catering business.

PT Boga Lestari Sentosa (“PT Boga”)

PT Boga in Indonesia was incorporated in June 2006 to manage the development and operation of the KRR chain of restaurants in Java Island. PT Boga is currently operating 16 KRR restaurants across Indonesia in Surabaya, Medan, Jakarta, Tangerang, Cibubur and Bogor.

PT Boga registered a revenue increase of 23% from RM10.9 million in the previous financial year to RM13.4 million in the financial year ended 30 April 2014 mainly due to the opening of 8 new restaurants during the financial year.

Loss before tax increased to RM5.2 million for the financial year ended 30 April 2014 compared to the RM2.8 million loss in the previous financial year, mainly due to the higher imported food cost resulting from the appreciation of the US Dollar and higher operating costs.

The food and beverage industry in Indonesia has become very competitive and challenging due to the presence of



Jollibean outlet at Kallang MRT Station, Singapore.

many local food and beverage players, many of whom are also venturing into international franchise businesses.

Despite these challenges, PT Boga will strive to achieve further growth through the opening of new restaurants, the introduction of new and varied food offerings and more aggressive marketing and promotional activities in the financial year 2015.

Jollibean Foods Pte Ltd (“Jollibean Foods”)

Jollibean Foods, a wholly-owned subsidiary of BFood, holds the sole and exclusive worldwide rights to develop, operate and manage all outlets, stalls and kiosks under the brand names of “Jollibean”, “Sushi Deli”, “Kopi Alley”, “DanGo” and “JFreeze” by Jollibean.

Jollibean Foods has 47 outlets in Singapore and is looking to spread its wings further by expanding to the overseas markets in the near future.

Jollibean Foods recorded revenue of SGD14.67 million compared to SGD14.96 million in the previous financial year. The slight decrease was primarily due to the sudden shortage of manpower during the last quarter of the financial year 2013 till February 2014. Hence, Jollibean Foods did not capitalise fully on the higher seasonal sales during the festive period.

The cause of the sudden shortage of manpower was partly due to the revision of manpower quota by the Ministry of Manpower Singapore. The revised quota has limited full-time employment of foreign workers from 50% previously to 45% as of 1 July 2013 and subsequently it was restricted to 40% as of 1 July 2014. Employment of local staff was challenging due to the nature of long working hours and less competitive remuneration in the food and beverage industry.

Pre-tax profit was SGD0.82 million compared to SGD1.1 million last year. The slight drop was due to higher raw material prices, rising manpower cost, increased foreign worker levy imposed by the government, and the impact on depreciation charged due to refurbishment of outlets.

Management Discussion & Analysis



Jollibean's signature soya bean milk.



New food items on Starbucks' menu.

Berjaya Jollibean (M) Sdn Bhd ("BJollibean")

BJollibean is a wholly-owned subsidiary of Jollibean Foods Pte Ltd. BJollibean opened its first kiosk in Berjaya Times Square Shopping Complex in December 2013 and a second kiosk in Sunway Pyramid. BJollibean aims to penetrate into local snack and beverage markets by opening 5 additional new kiosks in the years 2014 to 2015 and franchise its business once it is established. It will continue to develop new products to ensure a variety of offerings are available to local customers.

Berjaya Starbucks Coffee Company Sdn Bhd ("BStarbucks")

BStarbucks was 50%-owned by BFood as at 30 April 2014 and became a 100%-owned subsidiary of BCorp with effect from 18 September 2014.

Share of profits of BStarbucks consolidated at BFood was RM17.49 million for the financial year under review. The company's gross profit remains healthy due to efficiency in managing key areas like labour, cost of goods, utilities and wastages.

Store count grew from 146 to 170 and same store sales registered a 15% growth over last year. Various tactical marketing programmes were adopted to increase revenue such as Summer Happy Hours, Ramadhan BOGO (Buy One Get One), new promotional beverages, and a new thermos and merchandise range. In addition, Starbucks celebrated its 15th Anniversary and launched a limited edition tumbler series featuring the hibiscus, the traditional Wau, Batik and Gasing designs. The limited edition tumblers have received good response from the customers.

The Starbucks card programme registered another strong growth in the financial year ended 30 April 2014 with 46% of transactions via card usage as compared to 39% last year.

Pre-tax profit increased to RM50 million for the year under review compared to RM31 million last year. The increase in pre-tax profit during the year is attributed to its efficiency in managing cost and overheads.

BStarbucks continues to strive to maintain double digit year-on-year profit growth. It targets to open another 25 new stores including 8 drive-thru concept stores which have proven to be very successful. The unique store design and concept will continue as the main focus to strengthen the brand as the market leader of premium coffee beverage.

BStarbucks will improve its menu with more innovative food and beverage product offerings to resonate with customer demand. It will continue to focus on its Starbucks Card introducing innovative card designs and programmes to drive loyalty and spending frequency. Besides, it will also continue its engagement on digital platforms such as mobile apps, e-commerce and social media to increase brand affiliation and connectivity with customers at all times.

Apart from marketing and promotions, it will continue to focus on its human capital development such as its hiring and retention strategy, training strategy and employer branding as part of the company's overall growth strategy.

With the completion of the acquisition of the remaining 50% equity interest in BStarbucks on 18 September 2014, the Group foresees more impactful contribution to the overall revenue and profits in 2015 and beyond.



KRR and Starbucks were the recipients of The BrandLaureate Best Brands Award 2013 for Food & Beverage – Rotisserie-roasted Chicken, and Food & Beverage – Coffee categories respectively.

Management Discussion & Analysis

Roasters Asia Pacific (Hong Kong) Limited (“RAP”)

RAP is the holding company of KRR International Corp, which holds the worldwide franchise rights for the KRR brand. RAP is a wholly-owned subsidiary of BCorp.

For the financial year ended 30 April 2014, RAP registered a slight increase of 0.7% growth in revenue as compared with the previous financial year. The increase was mainly due to an increase in the number of new stores in the markets it is currently operating in, with 174 stores in 2014 as compared to 159 stores in 2013.

Over the years, RAP was able to find a niche within the food and beverage industry, and it is within this niche that RAP will continue to grow and remain competitive, as well as increase its brand recognition in the countries in which it operates.

Kenny Rogers Roasters Catering (Shenzhen) Company Limited (“KRR SZ”)

KRR SZ was established in March 2011 to set up and operate the KRR chain stores in China. Its head office is located in Futian District in Shenzhen.

Its development strategy for the first 5 years is to focus on opening more KRR stores in both Eastern and Southern China, especially in the Shanghai, Guangzhou and Shenzhen areas.

For the financial year under review, KRR SZ recorded an increase in revenue of 15.96%, mainly due to the increase in the number of stores operating in the financial year under review. As at April 2014, there are a total of 7 stores operating for KRR SZ.

KRR SZ will continue to create exciting food and beverage offerings to entice new customers and also encourage repeat business. KRR SZ will use social media sites such as Weibo.com, Dianping.com, Checkoo.com and various discount coupon websites as a promotional tool to further promote the KRR brand in China. KRR SZ will also put

greater emphasis on training programmes related to product quality and customer service.

Berjaya Papa John's Pizza Sdn Bhd (“BPJP”)

BPJP opened its first restaurant in Berjaya Times Square on 8 January 2009. Since then, BPJP has opened a total of 26 stores in the Klang Valley, Ipoh and Melaka.

For the financial year ended 30 April 2014, BPJP recorded a revenue of RM19.10 million, an increase of 18% from RM16.14 million in the previous year, with 6 new stores opened during the year. BPJP had recorded a loss in the financial year under review mainly due to the start-up costs of opening new stores.

BPJP is operating in a very challenging environment where stronger competitors have a longer history and larger market share. In order to compete with the other pizza chains in the market, BPJP plans to increase market share and gain a wider customer reach through the opening of more ‘Delivery Concept’ (DelCo) outlets within the next 5 years. It will also expand its existing outlet network in key market areas, and increase its advertising and promotion campaigns to generate new and repeat customer visits.

In the Philippines, **Berjaya Pizza (Philippines), Inc (“BPP”)** also recorded improvement in revenue from the opening of 4 new stores while its operating loss was due to start-up costs from the expansion of operations.

In executing new store openings, BPP will build only on retail trade areas that have the market to sustain its stores and concentrate on smaller store builds. BPP will also work out a turnaround plan for its existing stores, build transaction counts and sustain double digit like-for-like sales growth in the next three years. With this, BPP targets to reach a breakeven level of sales in three years.

Wen Berjaya Sdn Bhd (“Wen Berjaya”)

For the financial year ended 30 April 2014, **Wen Berjaya** recorded revenue of RM13.86 million, an increase of 19%



Exchange of documents for the opening of KRR restaurants in Myanmar.



The opening of Papa John's Pizza's 23rd outlet in Bukit Jalil, Kuala Lumpur.

Management Discussion & Analysis

compared to RM11.67 million in the previous year due to the full year's impact from its KLCC store which operated for 5 months in the previous financial year.

Under its 5-year development plan, Wen Berjaya targets to open at least 5 new stores per year focusing on high traffic sites such as airports, theme parks, food courts, and standalone drive-thru stores. Wen Berjaya will also increase revenue and market share by introducing new and innovative products as well as exciting offers through aggressive marketing campaigns. With the opening of more stores, Wen Berjaya expects its losses to decline as it continues to achieve economies of scale.

ENVIRONMENTAL AND CLEAN TECHNOLOGY SERVICES

KUB-Berjaya Enviro Sdn Bhd ("KBE")

KUB-Berjaya Enviro Sdn Bhd ("KBE") is principally engaged in the treatment of solid waste, involving, amongst others, the development, design, construction, operation, management and maintenance of sanitary landfills and construction activities. KBE manages and operates the Bukit Tagar Sanitary Landfill ("BTSL") under a long-term agreement with the Government. BTSL currently receives an average of approximately 2,600 tonnes of municipal solid waste per day from Kuala Lumpur and the Selayang District in the state of Selangor. BTSL is located approximately 50km from Kuala Lumpur and is accessible from the North-South Expressway through the purpose-built Bukit Tagar interchange.

KBE has also developed a landfill gas management system to undertake proper management and treatment of methane gas produced from the landfill. KBE derives further commercial value from the landfill gas management system by generating additional revenue through partaking in the Clean Development Mechanism (CDM) scheme under the Kyoto Protocol of the United Nations Framework Convention on Climate Change (UNFCCC), enabling KBE to earn carbon credits by reducing its carbon footprint. Under this scheme, landfill gas is channelled into gas

flares which principally flare off the methane, thus earning carbon credits from the UNFCCC Secretariat. The carbon credits are subsequently sold to other CDM participants. KBE also derives revenue through the supply of green energy to the national grid, Tenaga Nasional Berhad (TNB). Methane is used to run the gas engine to produce electricity, which is sold to TNB under the Feed-in Tariff scheme. To this end, a 100% subsidiary, KUB-Berjaya Energy Sdn Bhd, was incorporated in 2006.

For the financial year ended 30 April 2014, KBE recorded a 6.4% decrease in revenue to RM43.9 million from RM46.9 million in the previous financial year, while profit before tax was RM24.8 million compared to RM26.4 million in the previous financial year. The lower revenue and profit before tax were primarily due to lower waste tonnage received from DBKL.

KBE's future plans include securing more private waste customers to increase waste volume; improving on operational efficiency to achieve higher profit margin; exploring additional income streams from the existing business, and sourcing for new landfill projects.

Berjaya Engineering Construction Sdn Bhd ("BEC")

BEC's principal activities are project management and construction, sanitary landfill management and solid waste management services. BEC is also engaged in a joint-venture with Bina Puncak Jaya Sdn Bhd to undertake construction projects for the government at Sungai Udang (Melaka), Rimba Mas (Perlis) and Teluk Mengkudu (Perak). The Sungai Udang sanitary landfill in Melaka was awarded to the joint-venture company at RM49.9 million, while the other two projects are currently being finalised. In line with its two principal activities, BEC is registered with the Construction Industry Development Board of Malaysia under the G7 category. BEC has also attained the ISO 9001 certification.

Revenue decreased by 40% from RM4.9 million in the previous year to RM2.9 million for the financial year under review. The lower revenue was attributed to fewer projects secured. Profit before tax for the financial year under review was maintained at RM1 million.



Landfill gas engine and gas treatment system, Bukit Tagar Sanitary Landfill, Selangor.



The Sanitary Landfill in Foshan City, Sanshui District, Guangdong Province, People's Republic of China.

Moving forward, BEC is looking towards securing projects from the Industrial-Commercial-Institutional (ICI) waste sector, in addition to the provision of project management services for the development of a paper manufacturing plant.

Berjaya Environmental Engineering (Foshan) Co. Ltd. ("BEE")

BEE was awarded a 28-year concession for a build-operate-transfer sanitary landfill project in Sanshui District, Foshan City, Guangdong Province, People's Republic of China. Commencing business on 1 July 2011, BEE's main revenue was generated from the waste tipping fee paid by the Sanshui District Government for the disposal of collected solid waste. BEE was awarded the Guangdong Provincial 1st Class Sanitary Landfill Award in August 2012, and in February 2013, the China National 1st Class Sanitary Landfill Award.

BEE's revenue for the financial year under review increased by 36.12% to RMB18.28 million due to higher waste volume. The increase in revenue also resulted in an increase in gross margin to RMB7.87 million as compared to RMB6.36 million in the previous year. Profit before tax also increased correspondingly to RMB4.13 million from RMB3.35 million in the previous year.

The successful development of BEE's first sanitary landfill project in China provides good reference and showcase for BEE to develop similar projects in the vast Chinese market. BEE has recently received invitations from other District Governments of China to participate in their landfill project tenders.

Berjaya Green Resources Environmental Engineering (Foshan) Co. Ltd. ("BGREE")

BGREE's principal activity is to undertake a 25-year wastewater treatment plant concession for the Chinese Government on a build, operate and transfer (BOT) basis, with an associated pipelines project in Jinben Industrial Park, Xinan Sub-district, Sanshui District, Foshan City, Guangdong Province, People's Republic of China.

The Jinben Wastewater Treatment Plant is constructed to treat industrial wastewater generated by the beverages factories located within the Jinben Industrial Park. Construction of the plant was completed in July 2014 and unit testing and commissioning using clean water is underway. The plant is scheduled to commence operations in November 2014.

In China, environmental projects such as the Jinben Wastewater Treatment Plant are entitled to the Corporate Tax Exemption (3+3) Policy, which is full tax exemption in the first three years of operations and subsequently, 50% of the corporate tax rate for the following three years of operations. Therefore, BGREE foresees substantial profit after tax from the year 2014 to 2016.



The Jinben wastewater treatment plant in Sanshui District, Guangdong Province, People's Republic of China.



Horizontal sedimentation tank of the surface water plant in Tian Chang City, Anhui Province, People's Republic of China.

DSG Holdings Limited ("DSG Holdings")

DSG Holdings has concessions in two potable water treatment plants and one wastewater treatment plant in the Shandong Province and Anhui Province in the People's Republic of China. DSG Holdings registered a 9% increase in revenue to RMB82.6 million for the financial year under review as compared to the previous year. The revenue for the water treatment plants increased in line with the ramping up of water volume and water tariff, whereas the revenue for the wastewater treatment plant increased according to the contractual minimum guaranteed volume per its concession agreement with the Local Authority. DSG Holdings' other income are derived from collection of development fees, handling fees and tariff differential payments.

Profit before tax of RMB27.0 million was 27.9% higher than the corresponding 12-month period in the previous financial year.

The plants' water demand and revenue are expected to grow positively in the coming years and DSG Holdings will continue to develop new projects in similar fields.

Corporate Structure

of main subsidiaries and associated companies as at 18 September 2014

BERJAYA CORPORATION BERHAD



Listed Companies

+ Combined Interest

Corporate Structure of main subsidiaries and associated companies as at 18 September 2014

HOTELS, RESORTS, VACATION TIMESHARE, RECREATION, AND FOOD & BEVERAGE

- 100%** Wen Berjaya Sdn Bhd
 - Wendy's Restaurants
- 100%** Roasters Asia Pacific (HK) Limited
- 100%** Berjaya Papa John's Pizza Sdn Bhd
 - Papa John's Pizza Restaurants, Malaysia
- 70%** Berjaya Pizza Philippines Inc.
 - Papa John's Pizza Restaurants, Philippines
- 70%** Berjaya Krispy Kreme Doughnuts Sdn Bhd
- 51.49%** Berjaya Food Berhad
- 100%** Berjaya Roasters (M) Sdn Bhd
 - Kenny Rogers Roasters Restaurants (Malaysia)
- 51%** PT Boga Lestari Sentosa
 - Kenny Rogers Roasters Restaurants (Indonesia)
- 70%** Berjaya Roasters (Cambodia) Ltd
 - Kenny Rogers Roasters Restaurants (Cambodia)
- 100%** Berjaya Starbucks Coffee Company Sdn Bhd
 - Starbucks Cafés, Malaysia
- 80%** Berjaya Food Supreme Sdn Bhd
 - Starbucks Cafés, Brunei
- 100%** Jollibean Foods Pte Ltd
- 100%** Berjaya Jollibean (M) Sdn Bhd
- 100%** BTS Hotel Sdn Bhd
 - Berjaya Times Square Hotel, KL
- 60%** Absolute Prestige Sdn Bhd
 - Piccolo Hotel Kuala Lumpur
- 100%** Berjaya Vacation Club Berhad
- 100%** Berjaya Vacation Club (Cayman) Limited
 - Berjaya Eden Park Hotel, London, UK
- 100%** Berjaya Vacation Club (UK) Limited
- 100%** Berjaya Langkawi Beach Resort Sdn Bhd
 - Berjaya Langkawi Resort, Kedah
- 99.5%** The Taaras Beach & Spa Resort (Redang) Sdn Bhd
 - The Taaras Beach & Spa Resort, Redang Island, Terengganu
 - Redang Island Resort, Terengganu

- 86.25%** Tioman Island Resort Berhad
 - Berjaya Tioman Resort, Pahang
 - Tioman Island Resort, Pahang
- 100%** Georgetown City Hotel Sdn Bhd
 - Georgetown City Hotel, Penang
- 100%** Berjaya Beau Vallon Bay Beach Resort Limited
 - Berjaya Beau Vallon Bay Resort & Casino, Seychelles
- 100%** Berjaya Praslin Limited
 - Berjaya Praslin Resort, Seychelles
- 92.6%** Berjaya Mount Royal Beach Hotel Limited
 - Berjaya Hotel Colombo, Sri Lanka
- 70%** Berjaya Hotay Joint Venture Company Limited
 - Sheraton Hanoi Hotel, Hanoi, Vietnam
- 75%** T.P.C. Nghi Tam Village Limited
 - InterContinental Hanoi Westlake, Hanoi, Vietnam
- 70%** Berjaya Long Beach Limited Liability Company
 - Long Beach Resort, Phu Quoc Island, Vietnam
- 100%** Perdana Hotel Philippines Inc
 - Berjaya Makati Hotel, Makati, Philippines
- 100%** Bukit Kiara Resort Berhad
 - Bukit Kiara Equestrian & Country Resort, KL
- 100%** KDE Recreation Berhad
 - Kelab Darul Ehsan, Selangor
- 100%** Berjaya Hills Berhad
 - Berjaya Hills Golf & Country Club, Pahang
 - Colmar Tropicale, Berjaya Hills, Pahang
 - Chateau Spa & Wellness Resort, Berjaya Hills, Pahang
- 80%** Staffield Country Resort Berhad
 - Staffield Country Resort, Negeri Sembilan
- 100%** Indah Corporation Berhad
 - Bukit Banang Golf & Country Club, Batu Pahat, Johor
- 52.6%** Amat Muhibah Sdn Bhd
 - Desa WaterPark, KL
- 100%** Berjaya Air Sdn Bhd

PROPERTY INVESTMENT & DEVELOPMENT

- 100%** Berjaya Golf Resort Berhad
 - Bukit Jalil Golf & Country Resort, KL
 - Arena Green Apartments, KL
 - Greenfields Apartments, KL
 - Green Avenue Condominiums, KL
 - Savanna Condominiums, KL
 - Savanna 2, KL
 - Covillea, KL
 - Jalil Link @ Bukit Jalil, KL
 - KMI West Condominiums, KL
 - KMI East Condominiums, KL
 - The Link 2, KL
- 80%** Berjaya-Handico 12 Co. Ltd
 - Ha Noi Garden City, Hanoi, Vietnam
- 100%** Berjaya Vietnam Financial Center Ltd
 - Vietnam Financial Center, Ho Chi Minh City, Vietnam
- 75%** Berjaya-D2D Co. Ltd
 - Bien Hoa City Square, Dong Nai Province, Vietnam
- 100%** Berjaya VIUT Ltd
 - Vietnam International University Township, Ho Chi Minh City, Vietnam
- 72.6%** Berjaya Jeju Resort Limited
 - Berjaya Jeju Airst City, Yerae-dong, South Korea
- 100%** Kyoto Higashiyama Hospitality Assets Tmk
- 100%** Berjaya Okinawa Development Co. Ltd
- 51%** Berjaya (China) Great Mall Co. Ltd
 - The Great Mall of China, Hebei Province, People's Republic of China
- 100%** Stephen Properties Sdn Bhd
 - Wisma Cosway, KL
- 100%** Nural Enterprise Sdn Bhd
 - Plaza Berjaya, KL
- 100%** Kota Raya Development Sdn Bhd
 - Kota Raya Complex, KL
- 100%** Cempaka Properties Sdn Bhd
 - Berjaya Megamall, Kuantan, Pahang
 - Kuantan Perdana, Kuantan, Pahang
- 16.38%** Berjaya Assets Berhad
 - Berjaya Times Square, KL
 - Natural Avenue Sdn Bhd
 - Berjaya Waterfront Hotel, Johor Bahru, Johor
 - Berjaya Waterfront Shopping Mall, Johor Bahru, Johor
- 100%** Berjaya City Sdn Bhd
 - Oil Palm Plantations
- 100%** Wangsa Tegap Sdn Bhd
 - Menara Bangkok Bank @ Berjaya Central Park, Jalan Sultan Ismail
- 100%** Berjaya Sanhe Real Estate Development Co Ltd
 - French Village, Hebei Province, China
 - Les OE Residence, Hebei Province, China
- 58.77%** Berjaya Land Berhad
 - Taman TAR Development Sdn Bhd
 - The Peak @ Taman TAR, Ampang, Selangor
 - Selat Makmur Sdn Bhd
 - Seputeh Heights, KL
 - Vasana 25, KL
 - Subang Heights, Shah Alam, Selangor
 - Pakar Angsana Sdn Bhd
 - Berjaya Park, Shah Alam, Selangor
 - Sri Panglima Sdn Bhd
 - Taman Kinrara IV, Puchong, KL
 - Berjaya Land Development Sdn Bhd
 - Kelang Lama New Business Center, KL
 - Gemilang Indah Apartments, KL
 - Medan Indah, Kota Tinggi, Johor
 - Taman UPC, Ayer Hitam, Johor
 - Bandar Banang Jaya, Batu Pahat, Johor
 - Robson Condominiums, KL
 - Jesselton Villas, Penang
 - Securiservices Sdn Bhd
 - 1 Petaling Residences & Commerz @ Sg. Besi, KL
 - Petaling Indah Condominiums, KL
 - 3-Storey Shop Office @ Sg. Besi, KL
 - Klasik Mewah Sdn Bhd
 - Sri Indah Court, Johor Bahru

Group Financial Summary

| Description | 2014 | 2014 | 2013 | 2012 | 2011 | 2010 |
|---|------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| | USD'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Revenue | 2,677,616 | 8,729,027 | 7,376,047 | 7,055,417 | 7,043,612 | 6,757,534 |
| Profit Before Tax | 160,695 | 523,866 | 575,262 | 849,197 | 861,802 | 595,598 |
| Profit After Tax | 39,233 | 127,899 | 325,822 | 599,979 | 626,239 | 390,068 |
| (Loss)/Profit Attributable To Shareholders | (45,681) | (148,920) | 74,978 | 311,837 | 352,419 | 80,950 |
| Share Capital | 1,319,217 | 4,300,648 | 4,294,836 | 4,269,224 | 4,221,301 | 4,021,886 |
| Equity Component of ICULS | 135,711 | 442,417 | 448,822 | 462,861 | 176,869 | 313,414 |
| Reserves | 319,132 | 1,040,371 | 1,179,044 | 1,157,464 | 1,685,211 | 1,625,751 |
| Equity Funds | 1,774,060 | 5,783,436 | 5,922,702 | 5,889,549 | 6,083,381 | 5,961,051 |
| Treasury shares | (25,424) | (82,882) | (80,494) | (73,721) | (37,323) | (3,680) |
| Net Equity Funds | 1,748,636 | 5,700,554 | 5,842,208 | 5,815,828 | 6,046,058 | 5,957,371 |
| Non-controlling interests | 1,623,643 | 5,293,076 | 4,981,194 | 4,897,149 | 4,773,263 | 4,824,281 |
| Total Equity | 3,372,279 | 10,993,630 | 10,823,402 | 10,712,977 | 10,819,321 | 10,781,652 |
| ICULS and Bonds | 83,720 | 272,926 | 405,232 | 253,642 | 716,381 | 730,364 |
| Long Term Liabilities | 1,375,853 | 4,485,281 | 3,179,938 | 3,778,761 | 2,158,488 | 2,243,472 |
| Current Liabilities | 1,484,471 | 4,839,376 | 4,702,042 | 3,750,212 | 4,217,517 | 4,108,288 |
| Total Equity and Liabilities | 6,316,323 | 20,591,213 | 19,110,614 | 18,495,592 | 17,911,707 | 17,863,776 |
| Property, Plant & Equipment | 954,163 | 3,110,571 | 2,903,823 | 2,883,381 | 2,827,344 | 2,830,582 |
| Intangible Assets | 1,896,027 | 6,181,047 | 6,050,316 | 6,019,624 | 5,893,071 | 6,112,791 |
| Investments & Long Term Receivables | 1,640,125 | 5,346,809 | 5,368,465 | 4,559,751 | 4,001,935 | 4,232,495 |
| Current Assets | 1,826,008 | 5,952,786 | 4,788,010 | 5,032,836 | 5,189,357 | 4,687,908 |
| Total Assets | 6,316,323 | 20,591,213 | 19,110,614 | 18,495,592 | 17,911,707 | 17,863,776 |
| Total number of shares with voting rights in issue | 4,216,948 | 4,216,948 | 4,215,536 | 4,200,724 | 4,188,201 | 4,018,906 |
| Net Assets Per Share | 0.38 | 1.25 | 1.28 | 1.27 | 1.40 | 1.40 |
| Net (Loss)/Earnings Per Share (Cents/Sen) | (0.9) | (2.65) | 1.79 | 7.1 | 8.1 | 2.0 |
| Dividend Rate (%) | 1.00 | 1.00 | 1.00 | 1.00 | 7.00 | 1.00 |
| Total Net Dividend Amount (USD'000/RM'000) | 12,935* | 42,169* | 42,115 | 42,104 | 293,826 | 41,850 |

Notes:

The figures above are presented based on the audited financial statements for the financial years ended 30 April.

Where additional shares are issued, the earnings/(loss) per share is calculated based on a weighted average number of shares with voting rights in issue.

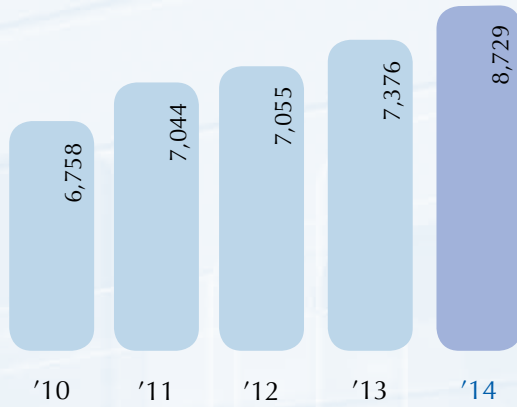
Net Assets Per Share represents the net equity funds less equity component of ICULS divided by the number of outstanding shares in issue with voting rights.

Exchange rate: US\$1.00=RM3.26

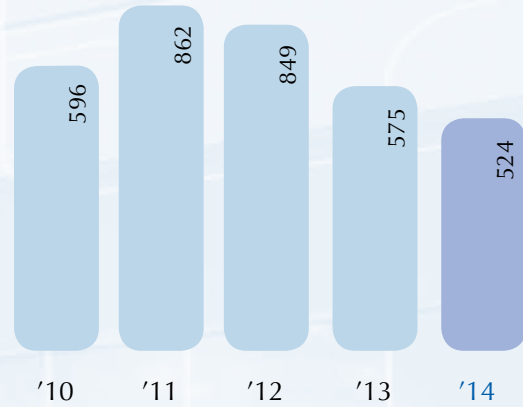
* The proposed final dividend of 1% single-tier exempt dividend is subject to Berjaya Corporation Berhad ("BCorp") shareholders' approval at the Annual General Meeting.

Group Financial Highlights

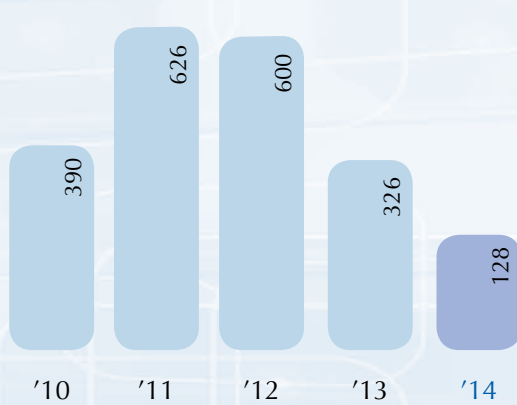
Revenue (RM' Million)



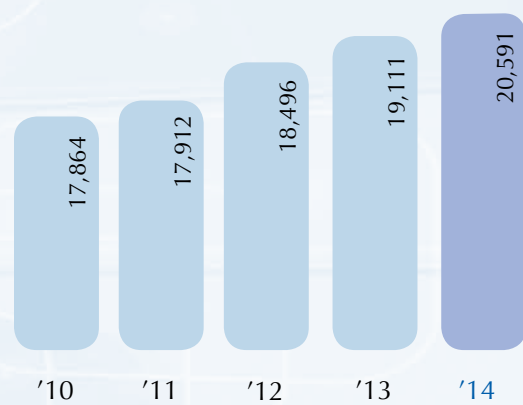
Profit Before Tax (RM' Million)



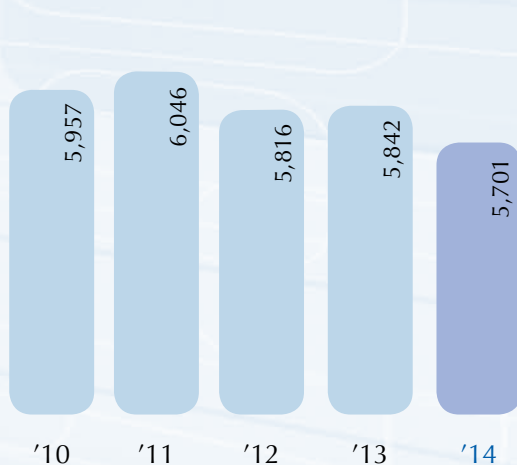
Profit After Tax (RM' Million)



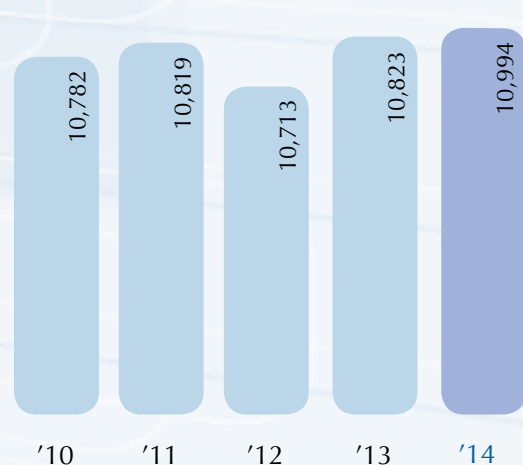
Total Assets (RM' Million)



Net Equity Funds (RM' Million)



Total Equity (RM' Million)



Statement on Corporate Governance

The Board of Directors (“Board”) of Berjaya Corporation Berhad is committed in ensuring that the Group carries out its business operations within the required standards of corporate governance as set out in the Malaysian Code on Corporate Governance 2012 (“the MCCG 2012”).

The following sections explain how the Group has applied the key principles of the MCCG 2012 and the extent of its compliance with the recommendations throughout the financial year ended 30 April 2014.

1. ESTABLISH CLEAR ROLES AND RESPONSIBILITIES

Clear Functions of the Board and Management

The Board’s role is to control and provide stewardship of the Group’s business and affairs on behalf of shareholders.

The Board has assigned the day-to-day affairs of the Group’s businesses within the various divisions to local management, comprising Managing Directors (“MD”) / Chief Executive Officers (“CEO”) / Executive Directors of the main operating companies, who are accountable for the conduct and performance of their businesses within the agreed business strategies.

The Group’s Executive Directors are involved in leadership roles overseeing the day-to-day operations and management within their specific areas of expertise or assigned responsibilities. They represent the Company at the highest level and are decision makers on matters within their scope. They liaise frequently with the CEO (or MD) of the main operating companies and with each other to lead the management to drive the Company and the Group forward.

Board Roles and Responsibilities

The Board is led by the Chairman and CEO and is supported by experienced Board members with a wide range of expertise who plays an important role in the stewardship of the direction and operations of the Group.

The Board is primarily responsible for the strategic direction and control of the Group. It delegates and monitors the implementation of these directions to the management.

The responsibilities of the Board include, inter-alia, the following:-

- (1) Review, evaluate, adopt and approve the strategic plans and policies for the Company and the Group;
- (2) Oversee and monitor the conduct of the businesses and financial performance and major capital commitments of the Company and the Group;
- (3) Review and adopt budgets and financial results of the Company and the Group, monitor compliance with applicable accounting standards and the integrity and adequacy of financial information disclosure;
- (4) Review and approve any major corporate proposals, new business ventures or joint ventures of the Group;
- (5) Review, evaluate and approve any material acquisitions and disposals of undertakings and assets in the Group;
- (6) Identify principal risks and assess the appropriate risk management systems to be implemented to manage these risks;
- (7) Establish and oversee a succession planning programme for the Company and the Group including the remuneration and compensation policy thereof;
- (8) Establish, review and implement corporate communication policies with the shareholders and investors, other key stakeholders and the public;
- (9) Review and determine the adequacy and integrity of the internal control systems and management information of the Company and the Group; and
- (10) Develop a corporate code of conduct to address, amongst others, any conflicts of interest relating to directors, major shareholders and/or management.

Statement on Corporate Governance

The Board is supported by the committees that provide independent oversight of management and to ensure that there are appropriate checks and balances. These Board committees are:-

- i. Audit Committee
- ii. Nomination Committee
- iii. Remuneration Committee
- iv. Risk Management Committee

The Board committees have their roles and functions, written terms of reference and authorities clearly defined. The Board reviews the terms of reference of the Board committees periodically to ensure their relevance.

Other committees may be formed from time to time as dictated by business imperatives and/or to promote operational efficiency.

Formalise ethical standards through Code of Ethics

The Board has adopted a Code of Ethics for Directors ("Code"). The Code was formulated to enhance the standard of corporate governance and promote ethical conduct of the Directors.

The Group also has in place a Code of Conduct covering Business Ethics, workplace safety and employee personal conduct. This is to ensure a high standard of ethical and professional conduct is upheld by all its employees in the performance of their duties and responsibilities. All employees are required to declare that they have received, read and understood the provisions of the Code of Conduct.

Strategies promoting sustainability

The Board views the commitment to sustainability and environmental, social and governance performance as part of its broader responsibility to clients, shareholders and the communities in which it operates.

The Company's activities on corporate social responsibility for the financial year under review are disclosed on pages 13 to 19 of this Annual Report.

Access to information and advice

The Directors have full and timely access to information concerning the Company and the Group. The Directors are provided with the relevant agenda and Board papers in sufficient time prior to Board meetings to enable them to have an overview of matters to be discussed or reviewed at the meetings and to seek further clarifications, if any. The Board papers include reports on the Group's financial, operational and corporate developments and proposals.

The Board is supported by suitably qualified, experienced and competent Company Secretaries who are also members of a professional body. The Company Secretary plays an advisory role to the Board in relation to the Company's constitution and advises the Board on any updates relating to new statutory and relevant regulatory requirements pertaining to the duties and responsibilities of Directors as and when necessary.

The Directors also have access to the advice and services of the senior Management staff in the Group and they may also obtain independent professional advice at the Company's expense in furtherance of their duties.

Board Charter

The Board has adopted a Board Charter to promote the standards of corporate governance and clarifies, amongst others, the roles and responsibilities of the Board.

The Board Charter is subject to review by the Board annually to ensure that it remains consistent with the Board's objectives and responsibilities. The Board Charter is also available on the Company's website at www.berjaya.com.

Statement on Corporate Governance

2. STRENGTHEN COMPOSITION

Nomination Committee

The role of the Nomination Committee is to assist the Board in ensuring that the Board comprises individuals with the requisite skills, knowledge, experience and personal characteristics.

The Nomination Committee makes independent recommendations to the Board on suitable candidates for appointment to the Board. The Nomination Committee comprises exclusively of Non-Executive Directors, with a majority of them being independent. Currently, the members are as follows:-

| | |
|---|--------------------------------------|
| Tan Sri Datuk Abdul Rahim Bin Haji Din | - Chairman/Independent Non-Executive |
| Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar | - Independent Non-Executive |
| Datuk Robert Yong Kuen Loke | - Independent Non-Executive |

The Nomination Committee also conducts annual review of the structure, size and composition of the Board, including the balance mix of skills, knowledge, experience and independence of the Non-Executive Directors.

Develop, maintain and review criteria for recruitment and annual assessment of Directors

Appointment to the Board and Re-election of Directors

The Board delegates to the Nomination Committee the responsibility of recommending the appointment of any new Director. The Nomination Committee is responsible to ensure that the procedures for appointing new Directors are transparent and rigorous and also appointments are made on merit. In evaluating the suitability of candidates to the Board, the Nomination Committee shall ensure that the candidates selected possess the necessary background, skills, knowledge, experience and personal characteristics.

The Company's Articles of Association provides that at least one-third of the Directors are subject to retirement by rotation at each Annual General Meeting ("AGM") and that all Directors shall retire once in every three years, and are eligible to offer themselves for re-election. The Articles of Association also provides that a Director who is appointed during the year shall be subject to re-election at the next AGM to be held following his appointment.

Pursuant to Section 129(6) of the Companies Act, 1965, a Director who is over seventy (70) years of age shall retire at the AGM of the Company, and may offer himself/herself for re-appointment to hold office until the next AGM.

The Nomination Committee is responsible for recommending to the Board those Directors who are eligible to stand for re-election/re-appointment.

Annual Assessment

The Nomination Committee reviews annually, the effectiveness of the Board and Board Committees as well as the performance of individual directors. The evaluation involves individual Directors and Committee members completing separate evaluation questionnaires regarding the processes of the Board and its Committees, their effectiveness and where improvements could be considered. The evaluation process also involved a peer and self-review assessment, where Directors will assess their own performance and that of their fellow Directors. These assessments and comments by all Directors were summarised and discussed at the Nomination Committee meeting which were then reported to the Board at the Board Meeting held thereafter. All assessments and evaluations carried out by the Nomination Committee in the discharge of its duties are properly documented.

During the meeting held in June 2014, the Nomination Committee reviewed and assessed the mix of skills, expertise, composition, size and experience of the Board; the performance of each individual Director; independence of the Independent Directors; effectiveness of the Board and the Board Committees; and also the review of the Directors who are retiring and who are eligible for re-appointment and/or re-election.

Boardroom Gender Diversity

The Board is supportive of gender diversity recommendations made in the MCCG 2012 as evidenced by the presence of three (3) female Directors namely, Vivienne Cheng Chi Fan, Dato' Zurainah Binti Musa and Dr Jayanthi Naidu A/P G. Danasamy. The Board is comfortable with its current composition.

2. STRENGTHEN COMPOSITION (cont'd)

Remuneration policies and procedures

The Remuneration Committee currently comprises the following members:-

| | |
|---|--|
| Tan Sri Datuk Abdul Rahim Bin Haji Din | - Chairman / Independent Non-Executive |
| Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar | - Independent Non-Executive |
| Dato' Robin Tan Yeong Ching | - Non-Independent Executive |

The primary function of the Remuneration Committee is to set up the policy framework and to recommend to the Board on remuneration packages and other terms of employment of the executive directors. The remuneration of Directors is determined at levels which enable the Company to attract and retain Directors with the relevant experience and expertise to manage the business of the Group effectively.

The determination of the remuneration for the Non-Executive Directors will be a matter to be decided by the Board as a whole with the Director concerned abstaining from deliberations and voting on decision in respect of his individual remuneration package. The Board recommends the Directors' fees payable to Non-Executive Directors on a yearly basis to the shareholders for approval at the AGM.

Details of Directors' remuneration paid or payable to all Directors of the Company by the Group and categorised into appropriate components for the financial year ended 30 April 2014 are as follows:-

| | ← RM'000 → | | | | |
|---------------|------------|-------------------------------------|-------|---------------------|----------|
| | Fees | Salaries and Other Emoluments | Bonus | Benefits in-kind | Total |
| Executive | - | 11,467 | 1,921 | 394 | 13,782 |
| Non-Executive | 317 | 255 | 12 | 31 | 615 |
| | 317 | 11,722 | 1,933 | 425 | 14,397 * |

* The aggregate remuneration of RM14.397 million is inclusive of, amongst others, remuneration paid or payable to the Directors by the listed subsidiaries in the Group, namely, Berjaya Land Berhad (RM1.354 million) and Berjaya Sports Toto Berhad (RM11.139 million).

The number of Directors of the Company who served during the financial year and whose total remuneration from the Group falling within the respective bands are as follows:-

| | | Number of Directors | |
|-------------|---------------|---------------------|---------------|
| | | Executive | Non-Executive |
| RM1 | - RM50,000 | - | 1 |
| RM50,001 | - RM100,000 | - | 4 |
| RM300,001 | - RM350,000 | - | 1 |
| RM700,001 | - RM750,000 | 1 | - |
| RM1,250,001 | - RM1,300,000 | 2 | - |
| RM1,550,001 | - RM1,600,000 | 1 | - |
| RM1,750,001 | - RM1,800,000 | 1 | - |
| RM2,450,001 | - RM2,500,000 | 1 | - |
| RM4,650,001 | - RM4,700,000 | 1 | - |
| | | 7 | 6 |

Statement on Corporate Governance

3. REINFORCE INDEPENDENCE

Annual Assessment of Independence

The Board recognises the importance of independence and objectivity in its decision making process. The presence of the Independent Non-Executive Directors is essential in providing unbiased and impartial opinion, advice and judgment to ensure the interests of the Group, shareholders, employees, customers and other communities in which the Group conducts its businesses are well represented and taken into account.

The Board, through the Nomination Committee, assesses the Independence of its Independent Non-Executive Directors based on criteria set out in the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The current Independent Directors of the Company namely, Tan Sri Datuk Abdul Rahim Bin Haji Din, Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar, Datuk Robert Yong Kuen Loke, Mohd Zain Bin Ahmad and Dr Jayanthi Naidu A/P G. Danasamy have fulfilled the criteria of "independence" as prescribed under Chapter 1 of the Listing Requirements of Bursa Securities. The Company also fulfils the requirement to have at least one-third of its Board members being Independent Non-Executive Directors.

Tenure of Independent Directors

Recommendation 3.2 of the MCCG 2012 recommends that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the re-designation of the Independent Director as a Non-Independent Director.

Recommendation 3.3 of the MCCG 2012 also recommends that the Board must justify and seek shareholders' approval in the event it retains as an Independent Director, a person who has served in that capacity for more than nine (9) years.

The Board does not have term limits for its Independent Directors and is of the view that the Independence of the Independent Directors should not be determined solely or arbitrary by their tenure of service. The Board believes that continued contribution will provide stability and benefits to the Board and the Company as a whole, especially their invaluable knowledge of the Group and its operations gained through the years. The calibre, qualification, experience and personal qualities, particularly of the Director's integrity and objectivity in discharging his responsibilities in the best interest of the Company predominantly determines the ability of a Director to serve effectively as an Independent Director.

The Board is also confident that the Independent Directors themselves, after having provided all the relevant confirmations on their independence, will be able to determine if they can continue to bring independent and objective judgement on Board deliberations and decision making.

The Independent Directors of the Company who would have served for a tenure of more than nine (9) years as at the date of the forthcoming AGM are Tan Sri Datuk Abdul Rahim Bin Haji Din, Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar and Mohd Zain Bin Ahmad.

The Board has retained them as Independent Directors notwithstanding their service tenure of nine (9) years as Independent Directors after assessment and recommendation by the Nomination Committee.

Nevertheless, in line with Recommendation 3.3 of the MCCG 2012, the Board will seek approvals from the shareholders of the Company at the forthcoming AGM to support the Board's decision to retain Tan Sri Datuk Abdul Rahim Bin Haji Din, Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar and Mohd Zain Bin Ahmad as Independent Directors based on the following justifications:-

- i) All the three (3) Independent Directors have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and being independent, they would be able to function as a check and balance, bringing an element of objectivity to the Board.
- ii) All the three (3) Independent Directors have been with the Company for more than 9 years and are familiar with the Company's business operations which enable them to participate objectively in deliberations and decision making process of the Board and Board Committees.

3. REINFORCE INDEPENDENCE (cont'd)

Tenure of Independent Directors (cont'd)

- iii) All the three (3) Independent Directors have exercised due care during their tenure as Independent Non-Executive Directors of the Company and they have carried out their duties proficiently in the interest of the Company and the shareholders.

Separation of positions of the Chairman and CEO

The Chairman/CEO of the Company is currently being held by the same person. The Board is aware that it is not in compliance with the best practices of the MCCG 2012 on the separation of the roles of the Chairman and CEO.

However, the Board is satisfied with the dual role held by the same person in view of his vast experience and knowledge of the businesses of the Group and the time he has spent in fulfilling all his responsibilities. The presence of the independent directors, though not forming a majority of the Board members, is sufficient to provide the necessary checks and balances on the decision making process of the Board. The significant contributions of the independent directors in the decision making process is evidenced in their participation as members of the various committees of the Board.

The Chairman/CEO will ensure that procedural rules are followed in the conduct of meetings and that decisions made are formally recorded and adopted. He also holds the primary executive responsibility for the Group's business performance and manages the Group in accordance with the strategies and policies approved by the Board. He leads the Executive Directors in making and implementing the day-to-day decisions on the business operations, managing resources and risks in pursuing the corporate objectives of the Group. He brings material and other relevant matters to the Board, motivates employees, and drives change/innovation and growth within the Group.

Board Composition and Balances

The Board consists of qualified individuals with various knowledge, skills and expertise, which will enable the Board to discharge its duties and responsibilities effectively. The Board currently has thirteen (13) members comprising the Chairman/CEO, six (6) Executive Directors, five (5) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. The details of the Board are given on pages 3 to 9.

The present composition of the Board is in compliance with Chapter 15.02 of the Listing Requirements of Bursa Securities of at least 1/3 of its members being Independent Directors.

Tan Sri Datuk Abdul Rahim Bin Haji Din has been identified as the Senior Independent Non-Executive Director of the Board to whom concerns may be conveyed.

4. FOSTER COMMITMENT

Time Commitment

The Board meets regularly on a quarterly basis with additional meetings being convened as necessary. The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company.

During the financial year ended 30 April 2014, the Board met five (5) times and the attendances of the Directors at the Board meetings are as follows:-

| Directors | Attendance |
|--|------------|
| Dato' Robin Tan Yeong Ching (Chairman/CEO) | 4/5 |
| Chan Kien Sing | 4/5 |
| Freddie Pang Hock Cheng | 4/5 |
| Rayvin Tan Yeong Sheik | 5/5 |
| Vivienne Cheng Chi Fan | 4/5 |
| Dato' Azlan Meah Bin Hj Ahmed Meah | 5/5 |

Statement on Corporate Governance

4. FOSTER COMMITMENT (cont'd)

Time Commitment (cont'd)

| Directors | Attendance |
|---|------------|
| Dato' Zurainah Binti Musa | 4/5 |
| Dato' Dickson Tan Yong Loong | 3/5 |
| Tan Sri Datuk Abdul Rahim Bin Haji Din # | 3/5 |
| Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar # | 5/5 |
| Datuk Robert Yong Kuen Loke # | 5/5 |
| Mohd Zain Bin Ahmad # | 3/5 |
| Dr Jayanthi Naidu A/P G. Danasamy # | 5/5 |

denotes Independent Non-Executive Director.

All Board members are required to notify the Chairman of the Board before accepting new directorships outside the Group and indicating the time that will be spent on the new directorship. Similarly, the Chairman of the Board shall also do likewise before taking up any additional appointment of directorships.

Directors' Training

All the Directors have completed the Mandatory Accreditation Programme as required by Bursa Securities.

The Board believes that continuous training for Directors is vital for the Board members to enhance their skills and knowledge and to enable them to discharge their duties effectively. As such, the Directors will continuously attend the necessary training programmes, conferences, seminars and/or forums so as to keep abreast with the current developments in the various industries as well as the current changes in laws and regulatory requirements.

During the year, the seminars and conferences attended by the Directors are as follows:-

| Directors | Seminars / Conferences / Forum |
|-----------------------------|---|
| Dato' Robin Tan Yeong Ching | <ul style="list-style-type: none">• International Corporate Governance Seminar 2013• Bursa Malaysia's revised Corporate Governance Guide• Malaysia-China Economic Cooperation Summit |
| Chan Kien Sing | <ul style="list-style-type: none">• CEO Forum 2013• MIA Conference 2013• Risk Management & Internal Control Workshop |
| Freddie Pang Hock Cheng | <ul style="list-style-type: none">• CEO Forum 2013• Advocacy Session on Corporate Disclosure for Directors• Corporate Governance Guide - Towards Boardroom Excellence (2nd Edition) - An Update• Inaugural Marketplace Huddle for the BursaMKTPLC Launch |
| Rayvin Tan Yeong Sheik | <ul style="list-style-type: none">• Credit Suisse Asia Investment Conference• Young Presidents Organisation Training |
| Vivienne Cheng Chi Fan | <ul style="list-style-type: none">• Goods and Services Tax Seminar• Government Intervention in Business - Some Public Policy issues |

4. FOSTER COMMITMENT (cont'd)

Directors' Training (cont'd)

| Directors | Seminars / Conferences / Forum |
|---|---|
| Dato' Azlan Meah Bin Hj Ahmed Meah | <ul style="list-style-type: none"> • CEO Forum 2013 • Advocacy Session on Corporate Disclosure for Directors • National Conference on the Services Sector 2013 • Global Entrepreneur Summit 2013 (GES 2013) • Private Public Partnership (PPP) 2013 (UKAS) • National Economic Summit & Dialogue (ASLI) |
| Dato' Zurainah Binti Musa | <ul style="list-style-type: none"> • CEO Forum 2013 • Corporate Governance Guide - Towards Boardroom Excellence (2nd Edition) - An Update |
| Dato' Dickson Tan Yong Loong | <ul style="list-style-type: none"> • In House Training on Goods and Services Tax, Corporate Governance and Malaysian Financial Reporting Standards update |
| Tan Sri Datuk Abdul Rahim Bin Haji Din | <ul style="list-style-type: none"> • Nominating Committee Programme • Advocacy Session on Corporate Disclosure for Directors • Risk Management & Internal Control Workshop |
| Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar | <ul style="list-style-type: none"> • Nominating Committee Programme • Advocacy Session on Corporate Disclosure for Directors • CEO Forum 2013 • Risk Management & Internal Control Workshop |
| Datuk Robert Yong Kuen Loke | <ul style="list-style-type: none"> • Nominating Committee Programme • Advocacy Session on Corporate Disclosure for Directors • Malaysian Institute of Certified Public Accountants Business Forum |
| Mohd Zain Bin Ahmad | <ul style="list-style-type: none"> • CEO Forum 2013 |
| Dr Jayanthi Naidu A/P G. Danasamy | <ul style="list-style-type: none"> • CEO Forum 2013 • Corporate Governance Guide - Towards Boardroom Excellence (2nd Edition) - An Update • SSM's Toolkit "From Pledge to Practice: A Guide To Implement The Corporate Integrity System Malaysia" • Securities Commission – Forum on Integrated Reporting |

The Board will, on a continuous basis, evaluate and determine the training needs of its members to assist them in the discharge of their duties as Directors.

Statement on Corporate Governance

5. UPHOLD INTEGRITY IN FINANCIAL REPORTING

Compliance with Applicable Financial Reporting Standards

The Board strives to provide a clear, balanced and meaningful assessment of the Group's financial performance and prospects at the end of the financial year, through the annual audited financial statements and quarterly financial reports, and corporate announcements on significant developments affecting the Company in accordance with the Listing Requirements of Bursa Securities.

The Board is also responsible for ensuring the annual financial statements are prepared in accordance with the provisions of the Companies Act, 1965 and the applicable financial reporting standards in Malaysia.

The Board is also assisted by the Audit Committee in the discharge of its duties on financial reporting and ensuring that the Group maintains a proper financial reporting process and a high quality financial reporting. A full Audit Committee Report detailing its composition, terms of reference and a summary of activities during the financial year is set out on pages 54 to 56 of the Annual Report.

Statement of Directors' Responsibility in respect of the Financial Statements

The Companies Act 1965 ("the Act") requires the Directors to prepare financial statements for each financial year which gives a true and fair view of the state of affairs of the Company and of the Group and of the results and cash flows of the Company and of the Group for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable financial reporting standards have been followed, subject to any material departures being disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping accounting records which disclose with reasonable accuracy, at any time, the financial position of the Company and of the Group and to enable them to ensure that the financial statements comply with the Act and applicable financial reporting standards in Malaysia. The Directors are also responsible for safeguarding the assets of the Group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Assessment of external auditors

The Audit Committee is responsible for the annual assessment of the competency and independence of the external auditors. Having assessed their performance, the Audit Committee will recommend their re-appointment to the Board, upon which the shareholders' approval will be sought at the AGM.

The external auditors are required to declare their independence annually to the Audit Committee as specified by the By-Laws issued by the Malaysian Institute of Accountants. The external auditors have provided the declaration in their annual audit plan presented to the Audit Committee of the Company.

6. RECOGNISE AND MANAGE RISKS

Sound framework to manage risks

The Risk Management Committee oversees the enterprise risk management of the Group, reviews the risk management policies formulated by the respective local management and makes relevant recommendations to the Board for approval.

The Company continues to maintain and review its internal control procedures to ensure, as far as possible, the protection of its assets and its shareholders' investments.

6. RECOGNISE AND MANAGE RISKS (cont'd)

Internal Audit Function

The Board acknowledges its overall responsibility for the Group's system of internal control and its effectiveness as well as reviewing its adequacy and integrity to safeguard shareholders' investments and the Group's assets.

The Group has an established Internal Audit Division which reports directly to the Audit Committee.

The Statement on Risk Management and Internal Control set out on pages 52 to 53 of this Annual Report provides an overview of the state of internal controls within the Group.

7. ENSURE TIMELY AND HIGH QUALITY DISCLOSURE

The Board will ensure that it adheres to and comply with the disclosure requirements of the Main Market Listing Requirements of Bursa Securities as well as the Corporate Disclosure Guide issued by Bursa Securities.

The Group acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. As such, the Group accords a high priority in ensuring that information is made available and disseminated as early as possible.

The Group maintains a website at www.berjaya.com where shareholders as well as members of the public can access the latest information on the Group. Alternatively, they may obtain the Group's latest announcements via the website of Bursa Securities at www.bursamalaysia.com.

8. STRENGTHEN RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS

Shareholders participation at General Meetings

The Company fully recognises the rights of the shareholders and encourages them to exercise their rights at the Company's general meetings. The AGM remains the principal forum for dialogue with shareholders where they may seek clarifications on the Group's businesses.

The Company dispatches its notice of meeting at least 21 days before the AGM together with a copy of the Annual Report in CD-ROM.

At the AGM, the Chief Financial Officer provides a brief financial overview of the financial year's performance to the shareholders. The shareholders are also invited to raise questions pertaining to the business activities of the Group during the AGM. The external auditors are also present to provide professional and independent clarification on issues and concerns raised by the shareholders.

Poll voting

All members present at each meeting shall have the right to demand for a poll in accordance with the provisions of the Articles of Association of the Company on the voting for any resolutions. The voting process at each meeting shall be by way of show of hands unless a poll is demanded or specifically required. The Chairman of the meeting may demand for a poll for any resolutions put forward for voting at the shareholders' meetings, if so required.

Effective communication and proactive engagements with shareholders

The Company recognises the importance of being transparent and accountable to its shareholders and, as such, maintains an active and constructive communication policy that enables the Board and Management to communicate effectively with investors, financial community and the public generally. The various channels of communications are through the quarterly announcements on financial results to Bursa Securities, relevant announcements and circulars, meetings with analysts and fund managers, general meetings of shareholders and through the Group's website at www.berjaya.com where shareholders can access corporate information, annual reports, press release, financial information and company announcements.

Statement on Risk Management and Internal Control

RESPONSIBILITY

The Board of Directors of Berjaya Corporation Berhad ('BCorp' or 'the Group') recognises that it is responsible for the Group's system of internal control and for reviewing its adequacy and integrity. The Board's responsibility in relation to the system of internal control extends to all subsidiaries of the Group.

The Group's system of internal control is designed to manage the principal business risks that may impede the Group from achieving its business objectives. Due to the limitations that are inherent in any system of internal control, the Group's internal control system cannot completely eliminate the risk of failure to achieve its business objectives. The system can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board has undertaken a review of the adequacy and effectiveness of the risk management and internal control system and concluded that the risk management and internal control system is adequate and effective. Further, the Board has obtained assurance from the Chief Executive Officer and Chief Financial Officer that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

MANAGEMENT STYLE AND CONTROL CONSCIOUSNESS

The Group is involved in various business interests. These business interests are operated by the subsidiaries of the Group. Management of the day-to-day affairs of the Group's various subsidiaries are assigned to local management, comprising Managing Directors / Chief Executive Officers / Executive Directors of the main operating companies, who are accountable for the conduct and performance of their subsidiaries within agreed business strategies. Local management sits at various management and operations meetings, and review financial and operations reports, in order to monitor the performance and profitability of the business of their respective subsidiaries. Paramount to this process is the role played by the Group's Executive Directors and senior management personnel who, by virtue of their presence on the Boards of both listed and unlisted subsidiaries of the Group, supervise the subsidiaries' activities, and regularly update the Boards of the respective listed and unlisted subsidiaries of the Group.

The Group also prides itself with its 'open-door' and 'hands-on' approach, practised by the Executive Directors, senior management and executives of the Group. This culture allows for any matters arising to be promptly and efficiently dealt with, drawing from the experience and knowledge of employees throughout the Group.

The above monitoring and reporting processes present the platform for the timely identification of the Group's principal business risks, as well as systems to manage them. The Group also has in place various support functions, such as secretarial, legal, tax, treasury, human resource, communication, procuring, investing, accounting and internal auditing, and these support functions are centralised at BCorp. The centralisation of the support functions is intended to maintain consistency in the setting and application of policies and procedures relating to these functions, and reduce duplication of efforts, thereby providing synergy to the Group.

The Board does not regularly review the internal control system of its associated companies and joint ventures, as the Board does not have any direct control over their operations. The Group's interests are served through representations on the boards of the respective associated companies and joint ventures and the review of their management accounts, and enquiries thereon. These representatives also provide the Board with information and timely decision-making on the continuity of the Group's investments based on the performance of the associated companies and joint ventures.

ASSURANCE MECHANISM

The Board has assigned the Audit Committee with the duty of reviewing and monitoring the effectiveness of the Group's system of internal control. The Audit Committee receives reports from the internal auditors.

The internal auditors of the Group furnish the Audit Committee with reports from visits conducted at various unlisted subsidiaries. The internal audit of the subsidiaries and business units of the respective listed subsidiaries are conducted regularly and the internal audit reports are presented directly to the Audit Committees of the respective listed subsidiaries.

Statement on Risk Management and Internal Control

The external auditors form an opinion on the financial statements of the Group based on their annual statutory audit. Further, any areas for improvement identified during the course of the statutory audit by the external auditors are brought up to the attention of the Audit Committee through management letters, or are articulated at Audit Committee meetings.

The Board also reviews the minutes of the meetings of the Audit Committee. The Report of the Audit Committee is set out on Pages 54 to 56 of the Annual Report.

KEY FEATURES OF THE INTERNAL CONTROL SYSTEM

The Group has an extensive system of internal control that enables the management to ensure that established policies, guidelines and procedures are followed and complied with. Some key features of BCorp's system of internal control, include:

1. Clear organisation structure with delineated reporting lines
2. Defined levels of authority
3. Capable workforce with ongoing training efforts
4. Centralised human resource function which outlines procedures for recruitment, training, appraisal and the reward system
5. Timely financial and operations reports
6. Scheduled operations and management meetings
7. Centralised procurement function that ensures approval procedures are adhered to, as well as to leverage on the Group's purchasing power
8. Payment functions controlled at Head office
9. Regular visits to the operating units of the Group's businesses by the Executive Directors and senior management personnel
10. Independent assurance on the system of internal control from regular internal audit visits

In line with the Malaysian Code of Corporate Governance, and as part of the Company's plans to further enhance the Group's system of internal control, it has established a Risk Management Committee ("RMC"). The Board entrusts the RMC with the overall responsibility to regularly review and monitor the risk management activities of the Group, in accordance with the Internal Control Guidance, and to approve appropriate risk management procedures and measurement methodologies. The members of the RMC are Tan Sri Datuk Abdul Rahim Bin Haji Din (Chairman), Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar, Chan Kien Sing, Freddie Pang Hock Cheng, Datuk Robert Yong Kuen Loke and Vivienne Cheng Chi Fan.

The RMC terms of reference include, inter alia:

- To ensure that the strategic context of the risk management strategy is complete
- To determine the overall risk management processes
- To ensure that the short and long term risk management strategy, framework and methodology are implemented and consistently applied by all business units
- To ensure that risk management processes are integrated into all core business processes
- To establish risk reporting mechanism
- To ensure alignment and coordination of assurance activity across the organisation
- To act as steering committee for the group wide risk management programme

For the financial year ended 30 April 2014, the Risk Management Committee (RMC) held three meetings where it reviewed and evaluated the adequacy of risk management activities of various unlisted operating subsidiary companies (i.e. Kenny Rogers Catering (Shenzhen) Company Ltd., Berjaya Pizza Philippines Inc. and BLoyalty Sdn Bhd), and recommended certain measures to be adopted to mitigate their business risk exposures.

The Board remains committed towards operating a sound system of internal control and recognises the need for the system to continuously evolve to support the type of business and size of operations of the Group. The Board, in striving for continuous improvement will put in place appropriate action plans, when necessary, to further enhance the Group's system of internal control.

The system of internal control was satisfactory and has not resulted in any material losses, contingencies or uncertainties that would require disclosure in the Group's Annual Report.

Audit Committee Report 2014

The Board of Directors of Berjaya Corporation Berhad is pleased to present the report of the Audit Committee for the financial year ended 30 April 2014.

MEMBERS AND MEETING ATTENDANCES

The members of the Audit Committee are as follows:-

Tan Sri Datuk Abdul Rahim Bin Haji Din
Chairman/Independent Non-Executive Director

Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar
Independent Non-Executive Director

Datuk Robert Yong Kuen Loke
Independent Non-Executive Director

Mohd Zain Bin Ahmad
Independent Non-Executive Director

The Audit Committee held six (6) meetings during the financial year ended 30 April 2014. The details of attendance of the Audit Committee members are as follows:-

| Directors | Attendance |
|---|------------|
| Tan Sri Datuk Abdul Rahim Bin Haji Din | 4/6 |
| Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar | 6/6 |
| Datuk Robert Yong Kuen Loke | 6/6 |
| Mohd Zain Bin Ahmad | 4/6 |

The General Manager - Group Internal Audit and the Chief Financial Officer of the Company were also invited to attend the Audit Committee Meetings. The External Auditors were also invited to attend three (3) of these meetings.

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

The activities undertaken by the Audit Committee during the financial year ended 30 April 2014 included the following:-

1. Reviewed the quarterly and year-to-date unaudited financial results of the Group before submission to the Board for consideration and approval;
2. Reviewed the External Auditors' scope of work and audit plan for the year;
3. Reviewed and discussed the External Auditors' audit report and areas of concern in the management letter thereof;
4. Reviewed the internal audit reports presented and considered the major findings of internal audit in the Group's operating subsidiaries through the review of internal audit reports tabled and management responses thereto and ensuring significant findings were adequately addressed by management;
5. Reviewed and recommended for Board's approval, the Audited Financial Statements of the Company;
6. Reviewed and recommended for Board's approval, the Statement on Corporate Governance, the Statement on Risk Management and Internal Control and the Audit Committee Report for inclusion in the Annual Report;
7. Reviewed the Internal Audit Plan for financial year 2015;
8. Reviewed the related party transaction and the circular to shareholders in connection with the recurrent related party transactions; and
9. Reported to the Board on its activities and significant findings and results.

SUMMARY OF ACTIVITIES OF THE INTERNAL AUDIT FUNCTION

The Group has an established Internal Audit Division whose primary function is to assist the Audit Committee in discharging its duties and responsibilities. Their role is to provide the Audit Committee with independent and objective reports on the adequacy and effectiveness of the system of internal controls and procedures in the operating units within the Group and the extent of compliance with the Group's established policies, procedures and guidelines, and also compliance with applicable laws, regulations, directives and other external enforced compliance requirements.

The principal activity of the Internal Audit Division is to conduct regular and systematic reviews of the system of internal controls so as to provide reasonable assurance that the system continues to operate satisfactorily and effectively.

For the financial year under review, the Internal Audit Division conducted audit assignments on various operating units in the Group involved in lifestyle restaurants and franchising business, automobile distribution, sales of spare parts and workshop services, textile manufacturing operations, BCard loyalty programme, digital media advertisement, sanitary landfill, wastewater treatment plant, plantation and operation of book stores.

The activities undertaken by the Internal Audit Division during the financial year ended 30 April 2014 included the following:-

1. Tabled Internal Audit Plan for the Audit Committee's review and endorsement.
2. Reviewed the existing systems, controls and governance processes of various operating units within the Group.
3. Conducted audit reviews and evaluated risk exposures relating to the Group's governance process and system of internal controls on reliability and integrity of financial and operational information, safeguarding of assets, efficiency of operations, compliance with established policies and procedures and statutory requirements.
4. Provided recommendations to assist the various operating units and the Group in accomplishing its internal control requirements by suggesting improvements to the control processes.
5. Issued internal audit reports incorporating audit recommendations and management's responses in relation to audit findings on weaknesses in the systems and controls to the Audit Committee and the respective operations management.
6. Presented internal audit reports to the Audit Committee for review.
7. Followed up review to ensure that the agreed internal audit recommendations are effectively implemented.

The cost incurred for the Group's Internal Audit function in respect of the financial year ended 30 April 2014 was approximately RM2,393,600.

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1. Membership

The Audit Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, all of whom shall be non-executive Directors. The majority of the Committee Members shall be Independent Directors and at least one member of the Committee must be a member of the Malaysian Institute of Accountants or possesses such other qualifications and/or experience as approved by Bursa Malaysia Securities Berhad ("Bursa Securities").

A quorum shall consist of two members and a majority of the members present must be Independent Directors.

If a member of the Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced to below three, the Board of Directors shall, within three months of that event, appoint such number of new members as may be required to make up the minimum number of three members.

2. Chairman

The Chairman of the Committee shall be an Independent Director appointed by the Board. He shall report on each meeting of the Committee to the Board.

3. Secretary

The Company Secretary shall be the Secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to the Committee members prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Committee members and to the other members of the Board.

4. Frequency of Meetings

Meetings shall be held not less than four times a year and will normally be attended by the Director charged with the responsibility of the Group's financial condition and Head of Internal Audit. The presence of external auditors will be requested if required and the external auditors may also request a meeting if they consider it necessary.

Audit Committee Report 2014

5. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference and shall have unrestricted access to both the internal and external auditors and to all employees of the Group. The Committee is also authorised by the Board to obtain external legal or other independent professional advice as necessary.

The Committee is also authorised to convene meetings with the external auditors, internal auditors, or both, excluding the attendance of other directors and employees of the Group, whenever deemed necessary.

6. Duties

The duties of the Committee shall be:-

- a) To review and recommend the appointment of external auditors, the audit fee and any questions of resignation or dismissal including the nomination of person or persons as external auditors;
- b) To discuss with the external auditors where necessary, on the nature and scope of audit and to ensure coordination of audit where more than one audit firm is involved;
- c) To review the quarterly results and year-end financial statements prior to the approval by the Board, focusing on:
 - going concern assumption
 - compliance with accounting standards and regulatory requirements
 - any changes in accounting policies and practices
 - significant issues arising from the audit
 - major judgemental areas
- d) To prepare Audit Committee Report at the end of each financial year;
- e) To discuss problems and reservations arising from the interim and final external audits, and any matters the external auditors may wish to discuss (in the absence of management, where necessary);
- f) To review the external auditors' management letter and management's response;
- g) To review any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
- h) To do the following in relation to the internal audit function:
 - review the adequacy of scope, functions, competency and resources of the internal audit department and that it has the necessary authority to carry out its work;
 - review internal audit programme;
 - ensure coordination of external audit with internal audit;
 - consider the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - to monitor related party transactions entered into by the Company and its subsidiaries, and to ensure that the Directors report such transactions annually to shareholders via the annual report;
 - to review and monitor the effectiveness of internal control systems and to evaluate the systems with the external auditors;
- i) To carry out such other responsibilities, functions or assignments as may be defined jointly by the Committee and the Board of Directors from time to time;
- j) In compliance with Paragraph 15.16 of the Main Market Listing Requirements of Bursa Securities, where the Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Committee must promptly report such matter to Bursa Securities.



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Directors' Report

The directors hereby present their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 April 2014.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services.

The principal activities of the subsidiary companies consist of:

- (i) Financial services;
- (ii) Marketing of consumer products and services;
- (iii) Motor trading and distribution and provision of aftersales services;
- (iv) Environmental and clean technology services;
- (v) Food and beverage;
- (vi) Property development and investment in properties;
- (vii) Development and operation of hotels, resorts and other recreational activities;
- (viii) Gaming operations comprising Toto betting, leasing of on-line lottery equipment, provision of software support and the manufacture and distribution of computerised lottery and voting systems; and
- (ix) Investment holding and others.

There were no significant changes in the Group's activities during the financial year.

RESULTS

| | Group | Company |
|---------------------------|-----------|---------|
| | RM'000 | RM'000 |
| Profit for the year | 127,899 | 299,245 |
| Attributable to: | | |
| Owners of the parent | (148,920) | 299,245 |
| Non-controlling interests | 276,819 | - |
| | 127,899 | 299,245 |

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature other than as disclosed in Note 34 to the financial statements.

DIVIDENDS

The dividend paid by the Company since 30 April 2013 was as follows:

| | RM'000 |
|---|--------|
| <u>In respect of the financial year ended 30 April 2013</u> | |
| Final dividend of 1% single-tier dividend, paid on 27 December 2013 | 42,115 |

On 30 June 2014, the Company recommended a final dividend of 1% single-tier dividend in respect of the current financial year ended 30 April 2014, to be approved by the Company's shareholders at the forthcoming Annual General Meeting. The financial statements for the current financial year do not reflect this dividend. This dividend will be accounted for in the shareholders' equity as an appropriation of retained earnings in the financial year ending 30 April 2015.

DIRECTORS

The names of the directors of the Company in office since the date of the last report and at the date of this report are:

Dato' Robin Tan Yeong Ching
 Chan Kien Sing
 Freddie Pang Hock Cheng
 Rayvin Tan Yeong Sheik
 Vivienne Cheng Chi Fan
 Dato' Azlan Meah bin Hj Ahmed Meah
 Dato' Zurainah binti Musa
 Dato' Dickson Tan Yong Loong
 Tan Sri Datuk Abdul Rahim bin Haji Din
 Dato' Hj Md Yusoff @ Mohd Yusoff bin Jaafar
 Datuk Robert Yong Kuen Loke
 Mohd Zain bin Ahmad
 Dr. Jayanthi Naidu A/P G. Danasamy

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, other than warrants.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors as shown in Note 35 to the financial statements) by reason of a contract made by the Company or a related corporation with any director or with a firm of which he is a member, or with a company in which he has a substantial financial interest, except as disclosed in Note 40 to the financial statements.

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares, warrants, options and debentures of the Company and its related corporations during the financial year were as follows:

| | Number of ordinary shares of RM1.00 each | | | |
|--|--|----------|----------|-------------|
| | At 1.5.13 | Acquired | Disposed | At 30.4.14 |
| The Company | | | | |
| Dato' Robin Tan Yeong Ching | 2,222,847 | — | — | 2,222,847 |
| (a) | 5,000 | — | — | 5,000 |
| * | 599,416,995 | — | — | 599,416,995 |
| Chan Kien Sing | 47,688 | — | — | 47,688 |
| Freddie Pang Hock Cheng | 217,388 | — | — | 217,388 |
| (a) | 143,300 | — | — | 143,300 |
| Rayvin Tan Yeong Sheik | 1,816,000 | — | — | 1,816,000 |
| Vivienne Cheng Chi Fan | 12,000 | — | — | 12,000 |
| (a) | 18,000 | — | — | 18,000 |
| Tan Sri Datuk Abdul Rahim bin Haji Din | 33,600 | — | — | 33,600 |
| Datuk Robert Yong Kuen Loke | 1,020,548 | — | — | 1,020,548 |

Directors' Report

Number of 0% Irredeemable Convertible Unsecured Loan Stocks 2005/2015 of RM0.50 nominal value each

| | | At 1.5.13 | Acquired | Disposed | At 30.4.14 |
|------------------------------------|---|------------|----------|----------|------------|
| The Company | | | | | |
| Dato' Robin Tan Yeong Ching | * | 12,401,200 | — | — | 12,401,200 |
| Rayvin Tan Yeong Sheik | | 385,000 | — | — | 385,000 |
| Dato' Azlan Meah bin Hj Ahmed Meah | | 11,075 | — | — | 11,075 |
| Datuk Robert Yong Kuen Loke | | 741 | — | — | 741 |

Number of 5% Irredeemable Convertible Unsecured Loan Stocks 2012/2022 of RM1.00 nominal value each

| | | At 1.5.13 | Acquired | Disposed | At 30.4.14 |
|--|-----|-------------|----------|----------|-------------|
| The Company | | | | | |
| Dato' Robin Tan Yeong Ching | | 2,620,500 | — | — | 2,620,500 |
| | (a) | 1,000 | — | — | 1,000 |
| | * | 87,029,000 | — | — | 87,029,000 |
| Chan Kien Sing | | 10,000 | — | — | 10,000 |
| Freddie Pang Hock Cheng | | 40,000 | — | — | 40,000 |
| | (a) | 25,200 | — | — | 25,200 |
| Rayvin Tan Yeong Sheik | | 118,473,349 | — | — | 118,473,349 |
| Vivienne Cheng Chi Fan | | 2,000 | — | — | 2,000 |
| | (a) | 243,000 | — | — | 243,000 |
| Tan Sri Datuk Abdul Rahim bin Haji Din | | 5,600 | — | — | 5,600 |
| Datuk Robert Yong Kuen Loke | | 2,000,108 | 516,400 | — | 2,516,508 |

Number of Warrants

| | | At 1.5.13 | Acquired | Disposed | At 30.4.14 |
|--|-----|-------------|----------|------------|------------|
| The Company | | | | | |
| Dato' Robin Tan Yeong Ching | | 2,620,500 | — | — | 2,620,500 |
| | (a) | 1,000 | — | — | 1,000 |
| | * | 87,029,000 | — | — | 87,029,000 |
| Chan Kien Sing | | 10,000 | — | — | 10,000 |
| Freddie Pang Hock Cheng | | 40,000 | — | — | 40,000 |
| | (a) | 25,200 | — | — | 25,200 |
| Rayvin Tan Yeong Sheik | | 115,858,249 | — | 40,000,000 | 75,858,249 |
| Vivienne Cheng Chi Fan | | 2,000 | — | — | 2,000 |
| | (a) | 134,000 | — | — | 134,000 |
| Tan Sri Datuk Abdul Rahim bin Haji Din | | 5,600 | — | — | 5,600 |
| Datuk Robert Yong Kuen Loke | | 170,108 | — | — | 170,108 |

Subsidiary companies:

Number of ordinary shares of RM0.50 each

| | At 1.5.13 | Acquired | Disposed | At 30.4.14 |
|-----------------------------|-----------|------------|----------|------------|
| Berjaya Land Berhad | | | | |
| Dato' Robin Tan Yeong Ching | 600,000 | – | – | 600,000 |
| | * | 56,600,000 | – | 56,600,000 |
| Freddie Pang Hock Cheng | 160,000 | – | – | 160,000 |
| | (a) | 4,000 | – | 4,000 |
| Datuk Robert Yong Kuen Loke | 360,808 | – | – | 360,808 |

Number of ordinary shares of RM0.10 each

| | At 1.5.13 | Acquired | Disposed | At 30.4.14 |
|-----------------------------------|-----------|-------------|----------|------------|
| Berjaya Sports Toto Berhad | | | | |
| Dato' Robin Tan Yeong Ching | 846,400 | 153,600 ^ | – | 1,000,000 |
| Chan Kien Sing | 3,504 | 81 # | – | 3,585 |
| Freddie Pang Hock Cheng | 398,666 | 9,271 # | – | 407,937 |
| | (a) | 165,667 | 3,852 | 169,519 |
| Vivienne Cheng Chi Fan | 20,444 | 475 # | – | 20,919 |
| | (a) | 20,444 | – | 20,919 |
| Datuk Robert Yong Kuen Loke | 120,100 | 2,790 # | 100 | 122,790 |
| Dato' Zurainah binti Musa | – | 3,056,465 ^ | – | 3,056,465 |

Number of ordinary shares of RM0.50 each

| | At 1.5.13 | Acquired | Disposed | At 30.4.14 |
|-----------------------------|-----------|------------|----------|------------|
| Berjaya Food Berhad | | | | |
| Dato' Robin Tan Yeong Ching | 965,300 | 912,260 | – | 1,877,560 |
| Dato' Zurainah binti Musa | – | 17,452,000 | – | 17,452,000 |

Number of ordinary shares of RM0.50 each under employees' share option scheme

| | At 1.5.13 | Granted | Exercised | At 30.4.14 |
|-----------------------------|-----------|---------|-----------|------------|
| Berjaya Food Berhad | | | | |
| Dato' Robin Tan Yeong Ching | 600,000 | 58,700 | 446,960 | 211,740 |

Number of Warrants

| | At 1.5.13 | Acquired | Exercised | At 30.4.14 |
|-----------------------------|-----------|----------|-----------|------------|
| Berjaya Food Berhad | | | | |
| Dato' Robin Tan Yeong Ching | 465,300 | – | 465,300 | – |

Number of ordinary shares of RM0.50 each

| | At 26.9.13 | Acquired | Disposed | At 30.4.14 |
|--|------------|----------|----------|------------|
| Berjaya Auto Berhad + | | | | |
| Dato' Robin Tan Yeong Ching | – | 150,000 | – | 150,000 |
| Chan Kien Sing | – | 4,300 | – | 4,300 |
| Vivienne Cheng Chi Fan | – | 150,000 | – | 150,000 |
| | (a) | 150,000 | – | 150,000 |
| Tan Sri Datuk Abdul Rahim bin Haji Din | – | 300 | – | 300 |

Directors' Report

Number of ordinary shares of RM0.50 each under employees' share option scheme

| | At 26.9.13 | Granted | Exercised | At 30.4.14 |
|------------------------------|------------|-----------|-----------|------------|
| Berjaya Auto Berhad + | | | | |
| Dato' Robin Tan Yeong Ching | – | 1,000,000 | – | 1,000,000 |

Notes:

- * Indirect interests pursuant to Section 6(A) of the Companies Act, 1965.
- (a) Indirect interests pursuant to Section 134(12)(c) of the Companies Act, 1965.
- # Share dividend distribution by BToto on the basis of one (1) BToto treasury share for every forty three (43) existing BToto ordinary shares on 28 April 2014.
- ^ Inclusive of share dividend distribution by BToto on the basis of one (1) BToto treasury share for every forty three (43) existing ordinary shares on 28 April 2014.
- + Berjaya Auto Berhad became a subsidiary of the Group on 26 September 2013.

None of the other directors in office at the end of the financial year had any interest in shares, warrants, options and debentures of the Company or its related corporations during the financial year.

ISSUE OF SHARES

During the financial year, the Company increased its issued and fully paid-up share capital from RM4,294,835,713 to RM4,300,648,400 by way of the issuance of:

- (i) 5,633,625 ordinary shares of RM1.00 each pursuant to conversion of 11,267,289 BCorp 0% 10-year Irredeemable Convertible Unsecured Loan Stocks of RM0.50 nominal value each ("BCorp ICULS 1");
- (ii) 7,689 ordinary shares of RM1.00 each pursuant to the tendering of 7,689 BCorp ICULS 1 and the payment in cash of RM3,845;
- (iii) 147,695 ordinary shares of RM1.00 each were issued pursuant to the tendering of 147,695 BCorp 5% 10-year Irredeemable Convertible Unsecured Loan Stocks of RM1.00 nominal value each ("BCorp ICULS 2"); and
- (iv) 23,678 ordinary shares RM1.00 each were issued pursuant to the exercise of 23,678 10-year warrants 2012/2022 ("Warrants 1").

TREASURY SHARES

The number of treasury shares bought back from the open market with internally generated funds and held in hand as at 30 April 2014 are as follows:

| | Average price per share (RM) | Number of shares | Amount RM'000 |
|--|------------------------------|-------------------|---------------|
| Balance as at 30 April 2013 | 1.02 | 79,300,000 | 80,494 |
| Increase in treasury shares | 0.54 | 4,400,000 | 2,388 |
| Total treasury shares as at 30 April 2014 | 0.99 | 83,700,000 | 82,882 |

As at 30 April 2014, the issued and paid-up share capital of the Company with voting rights was 4,216,948,400 (2013: 4,215,535,713) ordinary shares of RM1.00 each.

OTHER STATUTORY INFORMATION

- (a) Before the statements of financial position and statements of profit or loss of the Group and of the Company were made out, the directors took reasonable steps:
 - (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts have been written off and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current asset which was unlikely to realise its value as shown in the accounting records in the ordinary course of business had been written down to an amount which it might be expected so to realise.
- (b) At the date of this report, the directors are not aware of any circumstances which would render:
 - (i) the amount written off for bad debts or the amount of provision for doubtful debts inadequate to any substantial extent; and
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) As at the date of this report, there does not exist:
 - (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the directors:
 - (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations when they fall due; and
 - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

Significant events during the financial year are disclosed in Note 47 to the financial statements.

SUBSEQUENT EVENTS

Significant events subsequent to the end of the financial year are disclosed in Note 48 to the financial statements.

AUDITORS

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors dated 28 August 2014

DATO' ROBIN TAN YEONG CHING

TAN SRI DATUK ABDUL RAHIM BIN HAJI DIN

Statement by Directors

Pursuant to Section 169(15) of the Companies Act, 1965

We, DATO' ROBIN TAN YEONG CHING and TAN SRI DATUK ABDUL RAHIM BIN HAJI DIN, being two of the directors of BERJAYA CORPORATION BERHAD, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 67 to 241 are drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company as at 30 April 2014 and of the results and the cash flows of the Group and of the Company for the year then ended.

The supplementary information set out in Note 51 to the financial statements on page 242 have been prepared in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 28 August 2014

DATO' ROBIN TAN YEONG CHING

TAN SRI DATUK ABDUL RAHIM BIN HAJI DIN

Statutory Declaration

Pursuant to Section 169(16) of the Companies Act, 1965

I, TAN THIAM CHAI, being the officer primarily responsible for the financial management of BERJAYA CORPORATION BERHAD, do solemnly and sincerely declare that the accompanying financial statements set out on pages 67 to 242 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed
TAN THIAM CHAI at Kuala Lumpur in the Federal Territory
on 28 August 2014

TAN THIAM CHAI

Before me:

OOI AH BAH (W152)
Commissioner for Oaths
Kuala Lumpur

Independent Auditors' Report to the members of Berjaya Corporation Berhad

Report on the financial statements

We have audited the financial statements of Berjaya Corporation Berhad, which comprise the statements of financial position as at 30 April 2014 of the Group and of the Company, and the statements of profit or loss and statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 67 to 241.

Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 April 2014 and of their financial performance and cash flows for the year then ended in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 49 to the financial statements, being financial statements that have been included in the consolidated financial statements.
- (c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
- (d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification material to the consolidated financial statements and did not include any comment required to be made under Section 174(3) of the Act.

Independent Auditors' Report to the members of Berjaya Corporation Berhad

Other reporting responsibilities

The supplementary information set out in Note 51 on page 242 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other matters

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

ERNST & YOUNG

AF: 0039

Chartered Accountants

Kuala Lumpur, Malaysia
28 August 2014

KUA CHOO KAI

2030/03/16(J)

Chartered Accountant

Statements of Financial Position

as at 30 April 2014

| | Note | Group | | | Company | |
|--|------|-------------------|------------------------------|----------------------------------|------------------|------------------|
| | | 2014 RM'000 | 2013 RM'000 (Restated) | 1.5.2012 RM'000 (Restated) | 2014 RM'000 | 2013 RM'000 |
| ASSETS | | | | | | |
| Non-current assets | | | | | | |
| Property, plant and equipment | 3 | 3,110,571 | 2,903,823 | 2,883,381 | 808 | 567 |
| Biological assets | 4 | 25,271 | 23,065 | 18,531 | – | – |
| Other investments | 5 | 136,053 | 87,009 | 97,059 | – | – |
| Investment properties | 6 | 657,266 | 668,964 | 638,395 | – | – |
| Prepaid land lease premium | 7 | 1,034 | 1,055 | 1,076 | – | – |
| Land held for development | 8 | 2,401,469 | 2,522,067 | 2,138,482 | – | – |
| Associated companies | 9 | 1,417,703 | 1,367,146 | 1,007,889 | 257,682 | 257,682 |
| Subsidiary companies | 10 | – | – | – | 1,459,847 | 1,432,175 |
| Joint ventures | 11 | 117,593 | 118,002 | 97,953 | – | – |
| Deferred tax assets | 27 | 77,424 | 56,165 | 48,499 | – | – |
| Other long term receivables | 12 | 512,996 | 524,992 | 511,867 | – | – |
| Intangible assets | 13 | 6,181,047 | 6,050,316 | 6,019,624 | – | – |
| | | 14,638,427 | 14,322,604 | 13,462,756 | 1,718,337 | 1,690,424 |
| Current assets | | | | | | |
| Development properties | 14 | 1,898,631 | 1,012,568 | 868,595 | – | – |
| Inventories | 15 | 1,116,421 | 874,335 | 917,352 | – | – |
| Trade and other receivables | 16 | 1,262,243 | 1,572,856 | 1,313,452 | 4,560,487 | 4,221,660 |
| Short term investments | 17 | 6,341 | 19,675 | 29,368 | – | – |
| Derivative asset | 31 | – | – | 53 | – | – |
| Tax recoverable | | 16,496 | 26,261 | 41,078 | 273 | 736 |
| Deposits with financial institutions | 18 | 724,587 | 708,464 | 1,300,234 | – | 2,854 |
| Cash and bank balances | 19 | 914,536 | 545,547 | 557,923 | 3,105 | 458 |
| | | 5,939,255 | 4,759,706 | 5,028,055 | 4,563,865 | 4,225,708 |
| Non-current assets classified as held for sale | 20 | 13,531 | 28,304 | 4,781 | – | – |
| | | 5,952,786 | 4,788,010 | 5,032,836 | 4,563,865 | 4,225,708 |
| TOTAL ASSETS | | 20,591,213 | 19,110,614 | 18,495,592 | 6,282,202 | 5,916,132 |

Statements of Financial Position as at 30 April 2014

| | Note | Group | | | Company | |
|---|------|-------------------|------------------------------|----------------------------------|------------------|------------------|
| | | 2014 RM'000 | 2013 RM'000 (Restated) | 1.5.2012 RM'000 (Restated) | 2014 RM'000 | 2013 RM'000 |
| EQUITY AND LIABILITIES | | | | | | |
| Equity attributable to equity holders of the parent | | | | | | |
| Share capital | 21 | 4,300,648 | 4,294,836 | 4,269,224 | 4,300,648 | 4,294,836 |
| Equity component of irredeemable convertible unsecured loan stocks | 22 | 442,417 | 448,822 | 462,861 | 595,661 | 602,066 |
| Reserves | 23 | 1,040,371 | 1,179,044 | 1,157,464 | 609,855 | 352,758 |
| | | 5,783,436 | 5,922,702 | 5,889,549 | 5,506,164 | 5,249,660 |
| Treasury shares | 24 | (82,882) | (80,494) | (73,721) | (82,882) | (80,494) |
| | | 5,700,554 | 5,842,208 | 5,815,828 | 5,423,282 | 5,169,166 |
| Non-controlling interests | | 5,293,076 | 4,981,194 | 4,897,149 | – | – |
| Total equity | | 10,993,630 | 10,823,402 | 10,712,977 | 5,423,282 | 5,169,166 |
| Non-current liabilities | | | | | | |
| Liability component of irredeemable convertible unsecured loan stocks | 22 | 212,926 | 405,232 | 253,642 | 212,926 | 405,232 |
| Long term borrowings | 25 | 3,692,666 | 2,445,442 | 3,041,898 | 397,037 | 134,476 |
| Other long term liabilities | 26 | 421,089 | 398,963 | 418,951 | 373 | 260 |
| Deferred tax liabilities | 27 | 349,525 | 319,128 | 305,425 | 22,745 | 24,231 |
| Provisions | 28 | 22,001 | 16,405 | 12,487 | – | – |
| | | 4,698,207 | 3,585,170 | 4,032,403 | 633,081 | 564,199 |
| Current liabilities | | | | | | |
| Liability component of irredeemable convertible unsecured loan stocks | 22 | 60,000 | – | – | 60,000 | – |
| Trade and other payables | 29 | 2,491,016 | 2,004,108 | 1,834,588 | 91,942 | 115,421 |
| Provisions | 28 | 6,668 | 2,874 | 2,671 | – | – |
| Short term borrowings | 30 | 2,231,741 | 2,619,178 | 1,848,924 | 73,897 | 67,346 |
| Taxation | | 109,451 | 74,758 | 64,029 | – | – |
| Derivative liability | 31 | 500 | 1,124 | – | – | – |
| | | 4,899,376 | 4,702,042 | 3,750,212 | 225,839 | 182,767 |
| Total liabilities | | 9,597,583 | 8,287,212 | 7,782,615 | 858,920 | 746,966 |
| TOTAL EQUITY AND LIABILITIES | | | | | | |
| | | 20,591,213 | 19,110,614 | 18,495,592 | 6,282,202 | 5,916,132 |

The accompanying notes form an integral part of the financial statements.

Statements of Profit or Loss for the year ended 30 April 2014

| | Note | Group | | Company | |
|--|------|------------------|------------------|----------------|-----------------|
| | | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Revenue | 32 | 8,729,027 | 7,376,047 | 349,035 | 17,825 |
| Cost of sales | | (6,030,271) | (4,905,463) | – | – |
| Gross profit | | 2,698,756 | 2,470,584 | 349,035 | 17,825 |
| Other income | | 313,240 | 229,527 | 20,976 | 26,401 |
| Administrative expenses | | (1,274,900) | (1,251,589) | (22,866) | (19,733) |
| Selling and distribution expenses | | (592,594) | (586,516) | – | – |
| Other expenses | | (350,974) | (51,689) | – | (225) |
| | | 793,528 | 810,317 | 347,145 | 24,268 |
| Finance costs | 33 | (348,628) | (316,576) | (49,381) | (44,560) |
| Share of results of associates | | 81,917 | 93,270 | – | – |
| Share of results of joint ventures | | (2,951) | (11,749) | – | – |
| Profit/(Loss) before tax | 34 | 523,866 | 575,262 | 297,764 | (20,292) |
| Taxation | 36 | (395,967) | (249,440) | 1,481 | 486 |
| Profit/(Loss) for the year | | 127,899 | 325,822 | 299,245 | (19,806) |
| Attributable to: | | | | | |
| Owners of the parent | | (148,920) | 74,978 | 299,245 | (19,806) |
| Non-controlling interests | | 276,819 | 250,844 | – | – |
| | | 127,899 | 325,822 | 299,245 | (19,806) |
| (Loss)/Earnings per share attributable to owners of the parent (sen) | 37 | | | | |
| - Basic, for the year | | (2.65) | 1.79 | | |
| - Diluted, for the year | | (2.69) | * | | |
| Dividend per share (sen) | | | | | |
| - Final dividend | | | | 1.00 | 1.00 |

Note:

* No diluted earnings per share is presented as the effect on the basic earnings per share is anti-dilutive.

The accompanying notes form an integral part of the financial statements.

Statements of Comprehensive Income

for the year ended 30 April 2014

| | Note | Group | | Company | |
|---|------|----------------|----------------|----------------|-----------------|
| | | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Profit/(Loss) for the year | | 127,899 | 325,822 | 299,245 | (19,806) |
| Other comprehensive income: | | | | | |
| <u>Items that will be reclassified subsequently to profit or loss</u> | | | | | |
| Net changes on available-for-sale ("AFS") financial assets | | | | | |
| - Changes in fair value of AFS investments | | 44,273 | 15,072 | - | - |
| - Disposals of AFS investments transferred to profit or loss | | (7,160) | (18,551) | - | - |
| - Cumulative impairment loss reclassified to profit or loss | | 3,412 | 486 | - | - |
| - Reclassification of AFS investment to subsidiary company | | (13,238) | - | - | - |
| - Reclassification of AFS investment to associated companies | | - | (984) | - | - |
| Foreign currency translation | | 153,462 | (11,425) | - | - |
| Share of other comprehensive items of associates | | 5,307 | (2,736) | - | - |
| Taxation relating to components of other comprehensive income | 36 | (423) | (15,462) | - | - |
| <u>Items that will not be reclassified subsequently to profit or loss</u> | | | | | |
| Revaluation of land and buildings | | 113 | 80 | - | - |
| Actuarial loss recognised in defined benefit pension scheme | | (923) | - | - | - |
| Tax effects relating to the defined benefit pension scheme | 36 | 146 | - | - | - |
| Total comprehensive income for the year | | 312,868 | 292,302 | 299,245 | (19,806) |
| Total comprehensive income | | | | | |
| Attributable to: | | | | | |
| - Owners of the parent | | (59,342) | 48,757 | 299,245 | (19,806) |
| - Non-controlling interests | | 372,210 | 243,545 | - | - |
| | | 312,868 | 292,302 | 299,245 | (19,806) |

The accompanying notes form an integral part of the financial statements.

Consolidated Statement of Changes in Equity

for the year ended 30 April 2014

| GROUP | Attributable to the equity holders of the Company | | | | | | | | | | | Total equity RM'000 | | | |
|---|---|----------------------|-----------------------------------|----------------------|-----------------------------|-------------------------|------------------------------|---------------------------|-------------------------|--|--------------------------|---------------------|------------------------|------------------|----------------------------------|
| | Non-distributable | | | | | | Distributable | | | | | | | | |
| | Share capital RM'000 | Share premium RM'000 | ICULS - equity component # RM'000 | AFS reserves* RM'000 | Share option reserve RM'000 | Warrant reserve^ RM'000 | Consolidation reserve RM'000 | Fair value reserve RM'000 | Capital reserves RM'000 | Foreign currency translation reserves RM'000 | Retained earnings RM'000 | | Treasury shares RM'000 | Total RM'000 | Non-controlling interests RM'000 |
| At 1 May 2013 | 4,294,836 | 5,942 | 448,822 | (16,367) | 339 | 146,781 | (941,791) | 871,537 | 14,303 | (116,949) | 1,190,278 | (80,494) | 5,817,237 | 4,970,251 | 10,787,488 |
| Prior year adjustment (Note 2.6) | - | - | - | - | - | - | - | - | - | - | 24,971 | - | 24,971 | 10,943 | 35,914 |
| As restated | 4,294,836 | 5,942 | 448,822 | (16,367) | 339 | 146,781 | (941,791) | 871,537 | 14,303 | (116,949) | 1,215,249 | (80,494) | 5,842,208 | 4,981,194 | 10,823,402 |
| Total comprehensive income | - | - | - | 15,482 | (3) | - | 552 | 113 | 1 | 73,734 | (149,221) | - | (59,342) | 372,210 | 312,868 |
| Share of an associated company's partial loss on disposal of its subsidiary company | - | - | - | - | - | - | - | - | - | - | (14,900) | - | (14,900) | (9,527) | (24,427) |
| Transactions with owners: | | | | | | | | | | | | | | | |
| Buy back of Warrants 2 | - | 659 | - | - | - | (659) | - | - | - | - | - | - | - | - | - |
| Reversal of deferred tax liability on conversion of BCorp ICULS 2 | - | - | 5 | - | - | - | - | - | - | - | - | - | 5 | - | 5 |
| Reclassification from BCorp ICULS - equity component to BCorp ICULS (BCorp ICULS 3) | - | - | (709) | (6,604) | (256) | - | (3,804) | 35,188 | 974 | 2,638 | (28,136) | - | (709) | - | (709) |
| Transfer of reserves | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Arising from conversion of BCorp ICULS 1 and 2 (Note 22) | 8 | - | (4) | - | - | - | - | - | - | - | - | - | 4 | - | 4 |
| - by cash option | 5,781 | - | (5,697) | - | - | - | - | - | - | - | (33) | - | 51 | - | 51 |
| - by surrender option | 23 | 5 | - | - | - | (5) | - | - | - | - | - | (2,388) | 23 | - | 23 |
| Treasury shares acquired | - | - | - | - | - | - | - | - | - | - | - | (2,388) | (2,388) | - | (2,388) |
| Acquisition of subsidiary companies | - | - | - | - | - | - | - | - | - | - | - | - | - | 21,849 | 21,849 |
| Arising from part disposal/dilution of equity interest in subsidiary companies | - | - | - | - | - | - | (22,816) | - | - | - | - | - | (22,816) | 144,407 | 121,591 |
| Arising from increase in equity interest in subsidiary companies | - | - | - | - | - | - | (3,165) | - | - | - | (669) | - | (3,834) | (121,966) | (125,800) |
| Capital contribution by non-controlling interests | - | - | - | - | - | - | - | - | - | - | - | - | - | 37,258 | 37,258 |
| Share based payment | - | - | - | - | 4,367 | - | - | - | - | - | - | - | 4,367 | 2,055 | 6,422 |
| Dividends paid to non-controlling interests | - | - | - | - | - | - | - | - | - | - | - | - | - | (134,404) | (134,404) |
| Dividends (Note 3b) | - | - | - | - | - | - | - | - | - | (42,115) | - | - | (42,115) | - | (42,115) |
| | 5,812 | 664 | (6,405) | (6,604) | 4,111 | (664) | (29,785) | 35,188 | 974 | 2,638 | (70,953) | (2,388) | (67,412) | (50,801) | (18,213) |
| At 30 April 2014 | 4,300,648 | 6,606 | 442,417 | (7,489) | 4,447 | 146,117 | (971,024) | 906,838 | 15,278 | (40,577) | 980,175 | (82,882) | 5,700,554 | 5,293,076 | 10,993,630 |

Consolidated Statement of Changes in Equity for the year ended 30 April 2014

| GROUP | Attributable to the equity holders of the Company | | | | | | | | | | | Total equity RM'000 | | | |
|--|---|-------------------------|--------------------------------------|-------------------------|--------------------------------|--|---------------------------------|------------------------------|----------------------------|---|-------------------------------------|------------------------|-----------------------------|---------------------------|-----------------|
| | Non-distributable | | | | | | | | | | Non-controlling interests RM'000 | | | | |
| | Share capital RM'000 | Share premium RM'000 | ICULS - equity component # RM'000 | AFS reserves* RM'000 | Share option reserve RM'000 | Warrant reserve [^] RM'000 | Consolidation reserve RM'000 | Fair value reserve RM'000 | Capital reserves RM'000 | Foreign currency translation reserves RM'000 | | | Retained earnings RM'000 | Treasury shares RM'000 | Total RM'000 |
| At 1 May 2012 | 4,269,224 | 5,942 | 462,861 | (3,766) | 828 | 147,023 | (954,843) | 934,291 | 14,198 | (109,107) | 1,097,927 | (73,721) | 5,790,857 | 4,886,206 | 10,677,063 |
| Prior year adjustment (Note 2.6) | - | - | - | - | - | - | - | - | - | - | 24,971 | - | 24,971 | 10,943 | 35,914 |
| As restated | 4,269,224 | 5,942 | 462,861 | (3,766) | 828 | 147,023 | (954,843) | 934,291 | 14,198 | (109,107) | 1,122,898 | (73,721) | 5,815,828 | 4,897,149 | 10,712,977 |
| Total comprehensive income | - | - | - | (12,364) | (6) | - | (2,219) | (301) | - | (11,331) | 74,978 | - | 48,757 | 243,545 | 292,302 |
| Transactions with owners: | | | | | | | | | | | | | | | |
| Buy back of Warrants 1 | - | - | - | - | - | (1,260) | - | - | - | - | 154 | - | (1,106) | - | (1,106) |
| Issue of BCorp ICULS 3 | - | - | 1,285 | - | - | 1,018 | - | - | - | - | - | - | 2,303 | - | 2,303 |
| Effects on deferred tax liability on liability component of BCorp ICULS 3 | - | - | (576) | - | - | - | - | - | - | - | - | - | (576) | - | (576) |
| Buyback of BCorp ICULS 1 | - | - | (2,000) | - | - | - | - | - | - | - | 915 | - | (1,085) | - | (1,085) |
| Transfer of reserves | - | - | - | (237) | (556) | - | 365 | (62,453) | 85 | 3,489 | 59,307 | - | - | - | - |
| Arising from conversion of BCorp ICULS 1 and 2 (Note 22) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| - by cash option | 20,500 | - | (10,250) | - | - | - | - | - | - | - | - | - | 10,250 | - | 10,250 |
| - by surrender option | 5,112 | - | (2,648) | - | - | - | - | - | - | - | (899) | - | 1,565 | - | 1,565 |
| Reversal of deferred tax liability on conversion of BCorp ICULS 2 | - | - | 150 | - | - | - | - | - | - | - | - | - | 150 | - | 150 |
| Treasury shares acquired | - | - | - | - | - | - | - | - | - | - | - | (6,773) | (6,773) | - | (6,773) |
| Acquisition of subsidiary companies | - | - | - | - | - | - | - | - | - | - | - | - | - | 2,429 | 2,429 |
| Arising from part disposal/dilution of equity interest in subsidiary companies | - | - | - | - | - | - | 30,261 | - | - | - | - | - | 30,261 | 256,016 | 286,277 |
| Arising from increase in equity interest in subsidiary companies | - | - | - | - | - | - | (15,355) | - | 20 | - | - | - | (15,335) | (287,131) | (302,466) |
| Capital contribution by non-controlling interests | - | - | - | - | - | - | - | - | - | - | - | - | - | 25,689 | 25,689 |
| Disposal of subsidiary companies | - | - | - | - | - | - | - | - | - | - | - | - | - | (1,794) | (1,794) |
| Share based payment | - | - | - | - | 73 | - | - | - | - | - | - | - | 73 | 27 | 100 |
| Dividends paid to non-controlling interests | - | - | - | - | - | - | - | - | - | - | (42,104) | - | (42,104) | (154,736) | (154,736) |
| Dividends (Note 38) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (42,104) |
| At 30 April 2013 | 4,294,836 | 5,942 | 448,822 | (16,367) | 339 | 146,781 | (941,791) | 871,537 | 14,303 | (116,949) | 1,215,249 | (80,494) | 5,842,208 | 4,981,194 | 10,823,402 |

Notes:

This comprises the equity components of 0% Irredeemable Convertible Unsecured Loan Stocks October 2005/2015 ("BCorp ICULS 1") and 5% Irredeemable Convertible Unsecured Loan Stocks April 2012/2022 ("BCorp ICULS 2")

* This represents available-for-sale reserves

^ This comprises the fair values of 10-year Warrants 2012/2022 ("Warrants 1") and 5-year Warrants 2012/2017 ("Warrants 2")

The accompanying notes form an integral part of the financial statements.

Statement of Changes in Equity for the year ended 30 April 2014

| COMPANY | Share capital RM'000 | Share premium RM'000 | ICULS - equity component# RM'000 | Warrant reserve RM'000 | Distributable Retained earnings RM'000 | Treasury shares RM'000 | Total RM'000 |
|---|----------------------------|----------------------------|---|------------------------------|---|------------------------------|------------------|
| At 1 May 2013 | 4,294,836 | 5,942 | 602,066 | 148,041 | 198,775 | (80,494) | 5,169,166 |
| Total comprehensive income | - | - | - | - | 299,245 | - | 299,245 |
| Transactions with owners: | | | | | | | |
| Reclassification from BCorp ICULS-equity component to BCorp ICULS-liability component (BCorp ICULS 3) | - | - | (709) | - | - | - | (709) |
| Arising from conversion of BCorp ICULS 1 and 2 (Note 22) | | | | | | | |
| - by cash option | 8 | - | (4) | - | - | - | 4 |
| - by surrender option | 5,781 | - | (5,697) | - | (33) | - | 51 |
| Arising from exercise of Warrants 1 | 23 | 5 | - | (5) | - | - | 23 |
| Buyback of Warrants 2 | - | 659 | - | (659) | - | - | - |
| Reversal of deferred tax liability on conversion of BCorp ICULS 2 | - | - | 5 | - | - | - | 5 |
| Treasury shares acquired | - | - | - | - | - | (2,388) | (2,388) |
| Dividends (Note 38) | - | - | - | - | (42,115) | - | (42,115) |
| At 30 April 2014 | 4,300,648 | 6,606 | 595,661 | 147,377 | 455,872 | (82,882) | 5,423,282 |

Statement of Changes in Equity for the year ended 30 April 2014

| COMPANY | Share capital RM'000 | Share premium RM'000 | ICULS - equity component# RM'000 | Warrant reserve RM'000 | Distributable Retained earnings RM'000 | Treasury shares RM'000 | Total RM'000 |
|---|-------------------------|-------------------------|---|------------------------------|---|------------------------------|-----------------|
| At 1 May 2012 | 4,269,224 | 5,942 | 614,105 | 147,023 | 261,584 | (73,721) | 5,224,157 |
| Total comprehensive income | - | - | - | - | (19,806) | - | (19,806) |
| Transactions with owners: | | | | | | | |
| Issue of BCorp ICULS 3 | - | - | 1,285 | 1,018 | - | - | 2,303 |
| Effects on deferred tax liability on liability component of BCorp ICULS 3 | - | - | (576) | - | - | - | (576) |
| Arising from conversion of BCorp ICULS 1 and 2 (Note 22) | | | | | | | |
| - by cash option | 20,500 | - | (10,250) | - | - | - | 10,250 |
| - by surrender option | 5,112 | - | (2,648) | - | (899) | - | 1,565 |
| Reversal of deferred tax liability on conversion of BCorp ICULS 2 | - | - | 150 | - | - | - | 150 |
| Treasury shares acquired | - | - | - | - | - | (6,773) | (6,773) |
| Dividends (Note 38) | - | - | - | - | (42,104) | - | (42,104) |
| At 30 April 2013 | 4,294,836 | 5,942 | 602,066 | 148,041 | 198,775 | (80,494) | 5,169,166 |

- This comprises equity component of BCorp ICULS 1 and 2

The accompanying notes form an integral part of the financial statements.

Statements of Cash Flows

for the year ended 30 April 2014

| | Group | | Company | |
|--|------------------|----------------|-----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| Receipts from customers | 9,226,388 | 7,733,209 | 2,541 | 2,541 |
| Payment to suppliers, prize winners and operating expenses | (7,809,892) | (6,808,379) | (22,180) | (22,709) |
| Development expenditure incurred | (708,264) | (390,717) | - | - |
| Tax refund | 34,491 | 40,422 | 736 | - |
| Payment of taxes | (381,014) | (283,049) | - | - |
| Other receipts (Note c) | 25,037 | 20,378 | - | - |
| Net cash flow generated from/(used in) operating activities | 386,746 | 311,864 | (18,903) | (20,168) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Sales of property, plant and equipment | 139,975 | 12,731 | - | - |
| Sales of investment properties and other non-current assets | 3,973 | 18,186 | - | - |
| Sales of investments in subsidiary companies (Note b) | 89,783 | 147,960 | - | 96,273 |
| Sales of investments in associated companies | 195 | 1,050 | - | - |
| Sales of other investments | 24,941 | 26,380 | - | - |
| Sales of short term investments | 9,563 | 21,557 | - | - |
| Acquisition of property, plant and equipment (Note d) | (130,687) | (223,627) | (232) | (236) |
| Acquisition of business operations (Note 13 (a)) | (575) | (4,187) | - | - |
| Acquisition of investments in subsidiary companies (Note a) | (81,718) | (161,371) | (25,176) | (86,649) |
| Acquisition of investments in associated companies | (10,500) | (121,141) | - | (87,682) |
| Acquisition of other investments | (33,665) | (13,257) | - | - |
| Acquisition of short term investments | - | (11,726) | - | - |
| Acquisition of other non-current assets and intangible assets (Note e) | (162,228) | (300,367) | - | - |
| Acquisition of treasury shares by subsidiary companies | (104,118) | (40,883) | - | - |
| Interest received | 84,260 | 84,008 | 20,976 | 26,401 |
| Dividends received | 55,846 | 15,748 | 343,725 | 12,978 |
| Net loan repayment/(advances) to subsidiary companies | - | - | (344,604) | 102,136 |
| Advances to jointly controlled entities | (30,256) | (22,660) | - | - |
| Deposit placements with investment bankers | (48,198) | - | - | - |
| Other payments arising from investments | (57,800) | (57,422) | - | - |
| Net cash flow (used in)/generated from investing activities | (251,209) | (629,021) | (5,311) | 63,221 |

Statements of Cash Flows for the year ended 30 April 2014

| | Group | | Company | |
|--|------------------|------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Issuance of share capital | 27 | 10,250 | 27 | 10,250 |
| Issuance of share capital to non-controlling interests of subsidiary companies | 65,076 | 23,254 | – | – |
| Treasury shares acquired | (2,388) | (6,773) | (2,388) | (6,773) |
| Acquisition of Warrants by a subsidiary company | – | (1,106) | – | – |
| Drawdown of bank borrowings and other loans | 3,086,174 | 1,971,844 | 429,544 | 341,586 |
| Repayment of bank borrowings and other loans | (2,243,057) | (1,803,534) | (181,688) | (290,131) |
| Payment of hire purchase/lease liabilities | (25,833) | (24,856) | (121) | (53) |
| Repurchase of BCorp ICULS 1 | – | (1,085) | – | – |
| Repurchase of BCorp ICULS 3 | (110,000) | – | (110,000) | – |
| Interest paid | (359,012) | (342,598) | (69,218) | (56,308) |
| Dividends paid to shareholders of the Company | (42,149) | (42,307) | (42,149) | (42,307) |
| Dividends paid to non-controlling interests of subsidiary companies | (134,127) | (154,421) | – | – |
| Placements in banks as security pledged for borrowings | (133,686) | – | – | – |
| Net cash flow generated from/(used in) financing activities | 101,025 | (371,332) | 24,007 | (43,736) |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | 236,562 | (688,489) | (207) | (683) |
| EFFECT OF EXCHANGE RATE CHANGES | 15,895 | 7,212 | – | – |
| CASH AND CASH EQUIVALENTS BROUGHT FORWARD | 1,105,189 | 1,786,466 | 3,312 | 3,995 |
| CASH AND CASH EQUIVALENTS CARRIED FORWARD | 1,357,646 | 1,105,189 | 3,105 | 3,312 |
| CASH AND CASH EQUIVALENTS | | | | |
| The closing cash and cash equivalents comprise of the following: | | | | |
| Cash and bank balances | 914,536 | 545,547 | 3,105 | 458 |
| Deposits with financial institutions | 724,587 | 708,464 | – | 2,854 |
| Bank overdrafts (Note 30) | (133,337) | (136,179) | – | – |
| | 1,505,786 | 1,117,832 | 3,105 | 3,312 |
| Excluding: Remisiers' deposits held in trust | (14,454) | (12,643) | – | – |
| | 1,491,332 | 1,105,189 | 3,105 | 3,312 |
| Less : Cash and cash equivalents restricted for use | | | | |
| - Deposits | (26,743) | – | – | – |
| - Cash and bank balances | (106,943) | – | – | – |
| | 1,357,646 | 1,105,189 | 3,105 | 3,312 |

Statements of Cash Flows for the year ended 30 April 2014

Notes:

- a) Analysis of the effects of subsidiary companies acquired:

| | Group | |
|--|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Property, plant and equipment (Note 3) | 42,810 | 3,083 |
| Trademark (Note 13) | – | 7,646 |
| Net other assets acquired | 16,623 | 5,183 |
| Non-controlling interests | (21,849) | (2,429) |
| Goodwill on consolidation (Note 13) | 107,161 | 9,996 |
| Net assets acquired | 144,745 | 23,479 |
| Excluding: Cash and cash equivalents of subsidiary companies acquired | (54,078) | (5,648) |
| Carrying amount previously accounted for as available-for-sale investments/associated company | (15,549) | 61 |
| | 75,118 | 17,892 |
| Acquisition of additional interest in subsidiary companies | 6,600 | 143,479 |
| Cash flow on acquisition (net of cash in subsidiary companies acquired) | 81,718 | 161,371 |

- b) Analysis of the effects of subsidiary companies disposed:

| | Group | |
|---|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Property, plant and equipment (Note 3) | – | 247 |
| Net other assets disposed | – | 5,118 |
| Non-controlling interests | – | (1,609) |
| Goodwill on consolidation (Note 13) | – | 115 |
| Net assets disposed | – | 3,871 |
| Excluding: Cash and cash equivalents of subsidiary companies disposed | – | (4,037) |
| Partial disposal of shares in subsidiary companies | 89,783 | 148,497 |
| Net loss arising from disposal | – | (371) |
| Cash flow on disposal (net of cash in subsidiary companies disposed) | 89,783 | 147,960 |

- c) Other receipts include rental income received, deposits received and other miscellaneous income received.

- d) Analysis of the payments for acquisition of property, plant and equipment:

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Payment for current year acquisition (Note 3) | 130,625 | 223,309 | 232 | 236 |
| Payment for previous year acquisition | 62 | 318 | – | – |
| | 130,687 | 223,627 | 232 | 236 |

- e) Acquisition of other non-current assets and intangible assets include payments for acquisition of land held for development and investment properties, payments for replanting costs and payments for acquisition of intangible assets.

The accompanying notes form an integral part of the financial statements.

Notes to the Financial Statements

30 April 2014

1. CORPORATE INFORMATION

The principal activities of the Company are investment holding and provision of management services.

The principal activities of the subsidiary companies consist of:

- (i) Financial services;
- (ii) Marketing of consumer products and services;
- (iii) Motor trading and distribution and provision of aftersales services;
- (iv) Environmental and clean technology services;
- (v) Food and beverage;
- (vi) Property development and investment in properties;
- (vii) Development and operation of hotels, resorts and other recreational activities;
- (viii) Gaming operations comprising Toto betting, leasing of on-line lottery equipment, provision of software support and the manufacture and distribution of computerised lottery and voting systems; and
- (ix) Investment holding and others.

There were no significant changes in the Group's activities during the financial year.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

The registered office of the Company is located at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No.1 Jalan Imbi, 55100 Kuala Lumpur.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 28 August 2014.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements of the Group and of the Company have been prepared under the historical cost convention unless otherwise indicated in the accounting policies below and comply with Financial Reporting Standards ("FRSs") and the Companies Act, 1965 in Malaysia.

The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand ("RM'000") except when otherwise indicated.

2.2 Summary of significant accounting policies

2.2.1 Subsidiaries and basis of consolidation

The consolidated financial statements incorporate the financial statements of the Group and all its subsidiary companies, which are prepared up to the end of the same financial year.

Subsidiary companies are those investees controlled by the Group. The Group controls an investee if and only if the Group has all the following:

- (i) power over the investee (i.e existing rights that give it the current ability to direct the relevant activities of the investee);
- (ii) exposure, or rights, to variable returns from its investment with the investee; and
- (iii) the ability to use its power over the investee to affect its returns.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.1 Subsidiaries and basis of consolidation (cont'd)

When the Group has less than a majority of the voting rights of an investee, the Group considers the following in assessing whether or not the Group's voting rights in an investee are sufficient to give it power over the investee:

- (i) the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- (ii) potential voting rights held by the Group, other vote holders or other parties;
- (iii) rights arising from other contractual arrangements; and
- (iv) any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Subsidiary companies are consolidated using the acquisition method of accounting except for the business combination with Berjaya Group Berhad ("BGroup"), which was accounted for under the pooling of interests method as the business combination of this subsidiary company involved an entity under common control.

Under the pooling of interests method of accounting, the results of the entities under common control are presented as if the entities had been combined throughout the current and previous financial years. The difference between the cost of acquisition and the nominal value of the share capital and reserves acquired are reflected within equity as merger reserve (or adjusted against any suitable reserve in the case of debit differences).

Under the acquisition method of accounting, subsidiary companies are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until that date such control ceases.

The cost of acquisition of a subsidiary company depends on whether it is a business combination, in accordance to the specifications in FRS3, or not. If it is not a business combination, the cost of acquisition consists of the consideration transferred ("CT"). The CT is the sum of fair values of the assets transferred by the Group, the liabilities incurred by the Group to the former owners of the acquiree and the equity instruments issued by the Group in exchange for control of the acquiree on the date of acquisition, the amount of any non-controlling interests in the acquiree and any contingent consideration. For an acquisition that is not a business combination, the acquisition-related costs can be capitalised as part of the cost of acquisition. If it is a business combination, the cost of acquisition (or specifically, the cost of business combination) consists of CT, and the amount of any non-controlling interests in the acquiree, the fair value of the Group's previously held equity interest in the acquiree and any contingent consideration. For an acquisition that is a business combination, the acquisition-related costs are recognised in profit or loss as incurred.

When control in a business is acquired in stages, the previously held equity interests in the acquiree are re-measured to fair value at the acquisition date with any corresponding gain or loss recognised in profit or loss.

Any excess of the cost of business combination, as the case may be, over the net amount of the fair value of identifiable assets acquired and liabilities assumed is recognised as goodwill. For business combinations, provisions are made for the acquiree's contingent liabilities existing at the date of acquisition as the Group deems that it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations.

Any excess in the Group's interest in the net fair value of the identifiable assets acquired and liabilities assumed over the cost of business combination is recognised immediately in profit or loss.

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.1 Subsidiaries and basis of consolidation (cont'd)

The contingent consideration to be transferred by the acquirer will be recognised at fair value at the date of acquisition. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the date of acquisition) about the facts and circumstances that existed at the date of acquisition. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is re-measured at subsequent reporting dates in accordance with FRS 139 or FRS 137: Provisions, Contingent Liabilities and Contingent Assets, as appropriate with the corresponding gain or loss being recognised in profit or loss.

Uniform accounting policies are adopted in the consolidated financial statements for similar transactions and other events in similar circumstances. In the preparation of the consolidated financial statements, the financial statements of all subsidiary companies are adjusted for the material effects of dissimilar accounting policies. Intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Profit or loss and each component of other comprehensive income are attributed to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

Non-controlling interests represent the equity in subsidiary companies not attributable, direct or indirectly, to the Group which consist of the amount of those non-controlling interests at the date of original combination, and the non-controlling interests' share of changes in the equity since the date of the combination.

Non-controlling interests are presented separately in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent.

Equity instruments and equity components of hybrid financial instruments issued by subsidiary companies but held by the Group will be eliminated on consolidation. Any difference between the cost of investment and the value of the equity instruments or the equity components of hybrid financial instruments will be recognised immediately in equity upon elimination.

When there is share buyback by a subsidiary company, the accretion of the Group's interest is recognised as a deemed acquisition of additional equity interest in the subsidiary company. Any differences between the consideration of the share buyback over the Group's revised interest in the net fair value of the identifiable assets acquired and liabilities assumed is recognised directly in equity attributable to owners of the parent.

Changes in the Group's ownership interest in a subsidiary company that do not result in the Group losing control over the subsidiary company are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary companies. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.1 Subsidiaries and basis of consolidation (cont'd)

When the Group loses control of a subsidiary company, a gain or loss calculated as the difference between:

- (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and
- (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary company and any non-controlling interest;

is recognised in profit or loss. The subsidiary company's cumulative gain or loss which has been recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss or where applicable, transferred directly to retained earnings. The fair value of any investment retained in the former subsidiary company at the date control is lost is regarded as the cost on initial recognition of the investment.

In the Company's separate financial statements, investments in subsidiary companies are stated at cost less impairment losses.

2.2.2 Associated companies and joint ventures

Associated companies are entities in which the Group has significant influence. Significant influence is the power through board representations to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting based on the latest audited financial statements and supplemented by management financial statements of the associated companies and the joint ventures made up to the Group's financial year-end. Uniform accounting policies are adopted for like transactions and events in similar circumstances.

On acquisition of an investment in associated company or joint venture, any excess of the cost of investment over the Group's share of the net fair value of the identifiable assets acquired and liabilities assumed of the investee is recognised as goodwill and included in the carrying amount of the investment and is not amortised.

Any excess of the Group's share of net fair value of the associated company's or the joint venture's identifiable assets acquired and liabilities assumed over the cost of investment is included as income in the determination of the Group's share of associated company's or joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in an associated company or a joint venture is recognised at cost on initial recognition, and the carrying amount is increased or decreased to recognise the Group's share of profit or loss and other comprehensive income of the associated company or the joint venture after the date of acquisition, less impairment losses. The Group's share of comprehensive income of associated companies or joint ventures acquired or disposed of during the financial year, is included in the consolidated profit or loss from the date that significant influence effectively commences or until the date that significant influence effectively ceases, as appropriate.

Unrealised gains and losses on transactions between the Group and the associated companies or the joint ventures are eliminated to the extent of the Group's interest in the associated companies or the joint ventures.

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.2 Associated companies and joint ventures (cont'd)

When the Group's share of losses equals or exceeds its interest in an equity accounted associated company or joint venture, including any long term interest, that, in substance, form part of the Group's net investment in the associated companies or the joint ventures, the carrying amount of that interest is reduced to nil and the recognition of further losses is discontinued except to the extent that the Group has an legal and constructive obligations or has made payment on behalf of the associated companies or the joint ventures.

When there is share buyback by an associated company, the accretion of the Group's interest is recognised as a deemed acquisition of additional equity interest in the associated company. Any reduction of the Group's pre-acquisition reserves arising from the share buyback (i.e. Goodwill) is included in the carrying amount of the investment and is not amortised. Any increase of the Group's pre-acquisition reserves arising from the share buyback (i.e Negative Goodwill) is included as income in the determination of the Group's share of associated company's results in the period of share buybacks.

In the Company's separate financial statements, investments in associated companies and joint ventures are stated at cost less impairment losses.

2.2.3 Property, plant and equipment and depreciation

All items of property, plant and equipment are initially recorded at cost. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group or the Company and the cost of the item can be measured reliably. Subsequent to recognition, when a property, plant and equipment are required to be replaced in intervals, the company recognizes such parts as individual assets with special useful lives. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Subsequent to recognition, property, plant and equipment except for freehold land are stated at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated but reviewed at each reporting date to determine whether there is an indication of impairment. Capital work-in-progress are also not depreciated as these assets are not available for use.

Depreciation of other property, plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

| | |
|-------------------------------------|---|
| Leasehold land | Ranging from 50 to 999 years |
| Buildings | 1.25% - 20% |
| Plant and equipment | 5% - 33.3% |
| Computer and office equipment | 10% - 67% |
| Renovation | 2% - 33.3% |
| Furniture and fittings | 5% - 33.3% |
| Motor vehicles | 20% - 33% |
| Aircraft | Ranging from 5 to 20 years or based on flying hours |
| Golf course development expenditure | 1% - 1.75% |
| Others | 2% - 25% |

Others comprise of mainly linen, silverware, cutleries, kitchen utensils, gym equipment and recreational livestock and apparatus.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.3 Property, plant and equipment and depreciation (cont'd)

The residual values, useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gains or losses on the derecognition of the asset are included in profit or loss in the year the asset is derecognised.

2.2.4 Biological assets

This represents plantation development expenditure consisting of costs incurred on land clearing and upkeep of oil palms to maturity which are initially recorded at cost and amortised over 20 years, which is the estimated useful life of the assets, upon maturity of the crop. Biological assets are stated at cost less accumulated amortisation and impairment losses.

2.2.5 Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Fair value is arrived at by reference to market evidence of transaction prices for similar properties and the valuation is performed by independent professional valuers.

Gains or losses arising from changes in the fair values of investment properties are recognised in profit or loss in the year in which they arise.

A property interest under an operating lease is classified and accounted for as an investment property on a property-by-property basis when the Group holds it to earn rentals or for capital appreciation or both. Any such property interest under an operating lease classified as an investment property is carried at fair value.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year in which they arise.

When an item of investment property carried at fair value is transferred to property, plant and equipment following a change in its use, the property's deemed cost for subsequent accounting in accordance with FRS 116: Property, Plant and Equipment shall be its fair value at the date of change in use.

When an item of property, plant and equipment is transferred to investment properties following a change in its use, any difference arising at the date of transfer between the carrying amount of the item immediately prior to transfer and its fair value is recognised directly in other comprehensive income. However, if such fair value gain reverses a previous impairment loss, the gain is recognised in profit or loss. Upon disposal of the investment property, any surplus previously recorded in other comprehensive income is transferred to retained earnings.

When an item of property inventory or property development is transferred to investment properties following a change in its use, any difference arising at the date of transfer between the carrying amount of the item immediately prior to the transfer and its fair value is recognised in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.6 Land held for development and property development costs

(i) Land held for development

Land held for development consists of land where no development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any accumulated impairment losses.

Land held for development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development cycle can be completed within the normal operating cycle.

(ii) Property development costs

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in profit or loss by using the stage of completion method. The stage of completion is determined by the proportion of the property development costs incurred for work performed to date which bear to the estimated total property development costs.

When the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised to the extent of property development costs incurred that is probable of being recovered, and property development costs on properties sold are recognised as an expense in the period in which they are incurred.

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs that are not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

The excess of revenue recognised in the profit or loss over billings to purchasers is classified as accrued billings within receivables and the excess of billings to purchasers over revenue recognised in the profit or loss is classified as progress billings within payables.

2.2.7 Inventories

Inventories comprise raw materials, work-in-progress and finished goods, part stocks stores and consumables that are stated at the lower of cost and net realisable value. Cost, in the case of work-in-progress and finished goods, comprises raw materials, direct labour and an attributable proportion of production overheads. Cost is determined on the first-in first-out basis, the weighted average cost method, or by specific identification. Net realisable value represents the estimated selling price less all estimated costs to completion and the estimated costs necessary to make the sale.

Property inventories are stated at the lower of cost and net realisable value. Cost includes the relevant cost of land, development expenditure and related interest cost incurred during the development period.

Trading account securities comprising quoted investments are stated at the lower of cost and market value determined on an aggregate basis by category of investments. Cost is determined on the weighted average basis while market value is determined based on quoted market values. Increases or decreases in the carrying amount of marketable securities are recognised in the profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.7 Inventories (cont'd)

Vehicles on consignment are included in inventories when substantially all of the principal benefits and inherent risks rest with the Group. The corresponding consignment liability after deducting any deposits is classified as manufacturers' vehicle stocking loans.

2.2.8 Construction contracts

Where the outcome of a construction contract can be reliably estimated, contract revenue and contract costs are recognised as revenue and expenses respectively by using the stage of completion method. The stage of completion is measured by reference to the certified work done or proportion of contract costs incurred for work performed to date, to the estimated total contract costs.

Contract revenue comprises the initial amount of revenue agreed in the contract and variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured.

Where the outcome of a construction contract cannot be reliably estimated, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

When the total of costs incurred on construction contracts plus recognised profits (less recognised losses) exceeds progress billings, the balance is classified as amount due from customers on contracts. When progress billings exceed costs incurred plus recognised profits (less recognised losses), the balance is classified as amount due to customers on contracts.

2.2.9 Intangible assets

(i) Goodwill

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets acquired and liabilities assumed. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(ii) Gaming rights

The costs of gaming rights acquired in a business combination are their fair value at the date of acquisition. Following the initial recognition, the gaming rights are carried at cost less any accumulated impairment losses. The gaming rights comprise:

- a licence for toto betting operations in Malaysia under Section 5 of the Pool Betting Act 1967 ("Licence") which is renewable annually;
- an equipment lease agreement, maintenance and repair services agreements of on-line lottery equipment with Philippine Charity Sweepstakes Office, Luzon Island, Philippines ("ELA") expiring in August 2015; and
- trademarks, trade dress, gaming design and processes and agency network.

The Licence has been renewed annually since 1985 while the ELA has been entered into and renewed/extended since 1995.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.9 Intangible assets (cont'd)

(ii) Gaming rights (cont'd)

The gaming rights with indefinite useful lives are not amortised but tested for impairment, annually or more frequently, when indications of impairment are identified. The useful lives of gaming rights are reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

(iii) Research and development costs

Research costs are recognised in profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditures which do not meet these criteria are expensed when incurred.

Development costs, considered to have finite useful lives, are stated at cost less any impairment losses and are amortised using the straight-line basis over the estimated commercial lives of the underlying products. Impairment is assessed whenever there is an indication of impairment loss and the amortisation period and method are also reviewed at least at each reporting date.

(iv) Trademarks

The cost of trademarks acquired represents its fair value as at the date of acquisition. Following initial recognition, trademarks are carried at cost less any accumulated impairment losses. Trademarks, which are considered to have indefinite useful lives, are not amortised but tested for impairment, annually or more frequently when indicators of impairment are identified. The useful lives of trademarks are reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

(v) Concession assets

Concession assets comprise the development expenditure for the construction of plants or structures for the concession which are not covered by a contractual guarantee from the grantor of the concession. These portions of the development expenditure represent the right to charge users of the public service. Concession assets are stated at cost less accumulated amortisation and impairment losses. Amortisation is provided for on a straight-line basis over the period of the concession. At the end of each reporting period, the Group assesses whether there is any indication of impairment. If such indication exists, the carrying amount is assessed and written down immediately to its recoverable amount.

Borrowing costs incurred in connection with an arrangement falling within the scope of IC Interpretation 12: Service Concession Arrangements will be expensed as incurred, unless the Group recognises an intangible asset under the Interpretation. In this case, borrowing costs are capitalised in accordance with the general rules of FRS 123: Borrowing Costs.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.9 Intangible assets (cont'd)

(v) Concession assets (cont'd)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair values as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with finite lives are amortised on a straight-line basis over the estimated economic useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed yearly at each reporting date.

2.2.10 Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than property development costs, investment properties, inventories, deferred tax assets and non-current assets (or disposal groups) held for sale, are reviewed at each reporting date to determine whether there is an indication of impairment. If any such impairment exists, the asset's recoverable amount is estimated to determine the amount of impairment loss.

For goodwill, assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each reporting date or more frequently when there are indications of impairment.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs to. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use ("VIU"). In assessing VIU, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

An impairment loss is recognised in profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for as a revaluation decrease to the extent that the impairment loss does not exceed the amount held in the fair value reserve for the same asset.

Impairment loss on goodwill is not reversed in a subsequent period. An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.11 Fair value measurement

The Group measures financial instruments, such as, derivatives and certain non-financial assets such as investment properties, at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) in the principal market for the asset or liability; or
- (ii) in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole as described in Note 43.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.2.12 Financial assets

Financial assets are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

The Group and the Company determine the classification of their financial assets at initial recognition, and the categories include financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.12 Financial assets (cont'd)

(i) Financial assets at fair value through profit or loss

Financial assets are classified as financial assets at fair value through profit or loss if they are held for trading or are designated as such upon initial recognition. Financial assets held for trading are derivatives (including separated embedded derivatives) or financial assets acquired principally for the purpose of selling in the near term.

Financial assets designated as financial assets at fair value through profit or loss are a group of financial assets which consist of certain quoted securities that is managed and its performance is evaluated at a fair value basis, in accordance with a documented risk management or investment strategy, and information about these group of financial assets is provided internally on that basis to the Group's and the Company's key management personnel.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value are recognised in profit or loss. Net gains or net losses on financial assets at fair value through profit or loss do not include exchange differences, interest and dividend income. Exchange differences, interest and dividend income on financial assets at fair value through profit or loss are recognised separately in profit or loss as part of other losses or other income.

Financial assets at fair value through profit or loss could be presented as current or non-current. Financial assets that are held primarily for trading purposes are presented as current whereas financial assets that are not held primarily for trading purposes are presented as current or non-current based on the settlement date.

(ii) Loans and receivables

Financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

Loans and receivables are classified as current assets, except for those having maturity dates later than 12 months after the reporting date which are classified as non-current.

(iii) Held-to-maturity investments

Financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold the investment to maturity.

Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the held-to-maturity investments are derecognised or impaired, and through the amortisation process.

Held-to-maturity investments are classified as non-current assets, except for those having maturity within 12 months after the reporting date which are classified as current.

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.12 Financial assets (cont'd)

(iv) Available-for-sale financial assets

Available-for-sale financial assets are financial assets that are designated as available for sale or are not classified in any of the three preceding categories.

After initial recognition, available-for-sale financial assets are measured at fair value. Any gains or losses from changes in fair value of the financial asset are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised. Interest income calculated using the effective interest method is recognised in profit or loss. Dividends from an available-for-sale equity instrument are recognised in profit or loss when the Group and the Company's right to receive payment is established.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

Available-for-sale financial assets are classified as non-current assets unless they are expected to be realised within 12 months after the reporting date.

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss previously recognised in comprehensive income will be recognised in profit or loss.

2.2.13 Impairment of financial assets

The Group and the Company assess at each reporting date whether there is any objective evidence that a financial asset is impaired.

(i) Trade and other receivables and other financial assets carried at amortised cost

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group and the Company consider factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis based on similar risk characteristics. Objective evidence of impairment for a portfolio of receivables could include the Group's and the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

If any such evidence exists, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable becomes uncollectible, it is written off against the allowance account.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.13 Impairment of financial assets (cont'd)

(i) Trade and other receivables and other financial assets carried at amortised cost (cont'd)

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost had the impairment not been recognised at the reversal date. The amount of reversal is recognised in profit or loss.

(ii) Unquoted equity securities carried at cost

If there is objective evidence (such as significant adverse changes in the business environment where the issuer operates, probability of insolvency or significant financial difficulties of the issuer) that an impairment loss on financial asset carried at cost has been incurred, the amount of the loss is measured as the difference between the carrying amount of the financial asset and the Group's and Company's share of net assets or the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

(iii) Available-for-sale financial assets

Significant financial difficulties of the issuer or obligor, and the disappearance of an active trading market are considerations to determine whether there is objective evidence that investment securities classified as available-for-sale financial assets are impaired. A significant or prolonged decline in the fair value of investments in equity instruments below its cost is also an objective evidence of impairment.

If an available-for-sale financial asset is impaired, the difference between its cost (net of any principal payment and amortisation) and its current fair value less any impairment loss previously recognised in profit or loss is transferred from equity to profit or loss.

Impairment losses on available-for-sale equity instruments are not reversed in profit or loss in the subsequent periods. Increase in fair value of equity instruments, if any, subsequent to impairment loss is recognised in other comprehensive income. For available-for-sale debt instruments, impairment losses are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss in profit or loss.

2.2.14 Cash and cash equivalents

Cash comprises cash in hand, at bank and demand deposits. Cash equivalents, which include cash funds managed by the fund management subsidiary company of the Group and licensed financial institution, are short term, highly liquid investments that are readily convertible to known amounts subject to insignificant risk of changes in value, against which the bank overdrafts, if any, are deducted.

The Group has excluded clients' monies and remisiers' deposits held in trust by the stockbroking subsidiary company from cash and cash equivalents of the Group.

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.15 Provisions

Provisions are recognised when the Group or the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.2.16 Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all conditions attached will be met. Government grants related to assets, measured at nominal value, shall be presented in the statement of financial position either by setting up the grant as deferred income or by deducting the grant in arriving at the carrying amount of the asset. Grants that compensate the Group for expenses incurred are recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Grants that compensate the Group for the cost of an asset are recognised as income on a systematic basis over the useful life of the asset.

2.2.17 Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

Financial liabilities are recognised in the statements of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the financial instrument. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

(i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities held for trading include derivatives entered into by the Group or the Company that do not meet the hedge accounting criteria. Derivative liabilities are initially measured at fair value and subsequently stated at fair value, with any resultant gains or losses recognised in profit or loss. Net gains or losses on derivatives include exchange differences.

(ii) Other financial liabilities

Other financial liabilities of the Group and the Company include trade payables, other payables and loans and borrowings.

Trade and other payables are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.17 Financial liabilities (cont'd)

(ii) Other financial liabilities (cont'd)

For other financial liabilities, gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

A financial liability is derecognised when the obligation under the liability is extinguished. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

2.2.18 Leases

(i) As lessee

Finance leases, which transfer to the Group and the Company substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred.

Leased assets are depreciated over the estimated useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life and the lease term.

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

(ii) As lessor

Leases where the Group and the Company retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. The accounting policy for rental income is set out in Note 2.2.27.

When the assets are leased out under an operating lease, the asset is included in the statements of financial position based on the nature of the asset. Lease income is recognised over the term of the lease on a straight-line basis.

2.2.19 Non-current assets (or disposal groups) held for sale and discontinued operation

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.19 Non-current assets (or disposal groups) held for sale and discontinued operation (cont'd)

Immediately before classification as held for sale, the measurement of the non-current assets (or all the assets and liabilities in a disposal group) is brought up-to-date in accordance with applicable FRSs. Then, on initial classification as held for sale, non-current assets or disposal groups (other than investment properties, deferred tax assets, employee benefits assets and financial assets) are measured in accordance with FRS 5: Non-current Assets Held for Sale and Discontinued Operations that is at the lower of carrying amount and fair value less costs to sell. Any differences are included in profit or loss.

A component of the Group is classified as a discontinued operation when the criteria to be classified as held for sale have been met or it has been disposed of and such a component represents a separate major line of business or geographical area of operations, is part of a single co-ordinated major line of business or geographical area of operations or is a subsidiary company acquired exclusively with a view to resale.

2.2.20 Irredeemable convertible unsecured loan stocks/securities ("ICULS")

ICULS which were issued after the effective date of FRS 132: Financial Instruments: Disclosure and Presentation, are regarded as compound instruments, consisting of an equity component and a liability component.

ICULS which have a 0% coupon rate are considered to have only the equity component, as there is no obligation for payment of interest, principal or for re-purchase.

When the ICULS, which were previously acquired and held by the Group, are reissued at values which are different from the nominal value of the ICULS, the differences would be taken to profit or loss if the ICULS are classified as a liability instrument or to equity if the ICULS are classified as an equity instrument.

2.2.21 Warrants

Warrants are classified as equity instrument and it is allocated its value based on the closing price of the first trading day, if the warrant is listed, or estimated using option pricing models, if the warrant is not listed.

The issuance of the ordinary shares upon exercise of the warrants is treated as new subscription of ordinary shares for the consideration equivalent to the exercise price of the warrants.

2.2.22 Equity instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are approved for payment.

The transaction costs of an equity transaction are accounted for as a deduction from equity. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

The consideration paid, including attributable transaction costs on repurchased ordinary shares of the Company that have not been cancelled, are classified as treasury shares and presented as a deduction from equity. No gain or loss is recognised in profit or loss on the sale, re-issuance or cancellation of treasury shares. Treasury shares may be acquired and held by the Company or its subsidiary companies. Consideration paid or received is recognised directly in equity.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.23 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditure and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period they are incurred. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

2.2.24 Customer loyalty programme

The Group operates customer loyalty programmes which allow customers to accumulate redemption points when they purchase products from the Group. The redemption points can then be used to purchase a selection product at discounted price or redeem products.

The consideration received is allocated between the products sold and the redemption points issued, with the consideration allocated to the redemption points being equal to their fair value. Fair value is determined by applying statistical techniques.

The fair value of the redemption coupons issued is deferred and recognised as revenue when the redemption points are utilised.

2.2.25 Financial guarantee contracts

A financial guarantee contract is a contract that requires the guarantor to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due.

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs. Subsequent to initial recognition, financial guarantee contracts are recognised as income in profit or loss over the period of the guarantee. If it is probable that the liability will be higher than the amount initially recognised less amortisation, the liability is recorded at the higher amount with the difference charged to profit or loss.

2.2.26 Contingencies

A contingent liability or asset is a possible obligation or asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future event/s not wholly within the control of the Group or the Company.

Contingent liabilities and assets are not recognised in the statements of financial position of the Group and the Company except for contingent liabilities assumed in a business combination of which the fair value can be reliably measured.

2.2.27 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised.

(i) Hire purchase and lease interest income

Interest income is calculated and accrued using the 'sum-of-digits' method over the period of the loan, net of interest-in-suspense.

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.27 Revenue recognition (cont'd)

(ii) Development properties

Revenue from sale of development properties is accounted for by stage of completion method in respect of the building units that have been sold.

(iii) Brokerage fees and commissions

Income from brokerage is recognised upon execution of contracts while underwriting commission is recognised upon completion of the corporate exercises concerned.

(iv) Dividend income

Dividend income from investments in subsidiary and associated companies and other investments is recognised when the shareholders' rights to receive payment is established.

(v) Interest income

Interest income is recognised on an accrual basis unless recoverability is in doubt, or where a loan is considered to be non-performing in which case the recognition of interest is suspended. Subsequent to suspension, interest is recognised on receipt basis until all arrears have been paid except for margin accounts where interest is suspended until the account is reclassified as performing.

Interest income from investments in bonds, government securities and loan stocks are recognised on a time proportion basis that takes into account the effective yield of the asset.

(vi) Enrolment fees

Enrolment fees for members joining the golf and recreation clubs are recognised as revenue upon the admission of applicants to the membership register. Advance licence fee, which are deferred, are recognised as income over the membership period.

Membership fees for members joining the fitness centre are recognised on an accrual basis over the membership period. Membership fees received in advance are only recognised when they are due.

(vii) Sale of goods, property inventories and services

Revenue is recognised when significant risks and rewards of ownership of the goods and property inventories have been passed to the buyer. Revenue from services rendered is recognised upon its completion. Revenue is recognised net of sales and service tax and discount, where applicable.

(viii) Casino operations

Revenue from casino operations is recognised on a receipt basis and is stated net of gaming tax.

(ix) Revenue from water theme park operations

Entrance fee to the water theme park is recognised when tickets are sold. Revenue from the sale of food and beverage is recognised based on invoiced value of goods sold.

(x) Rental income

Rental income, including those from investment properties and hotel operations, is recognised based on accrual basis unless collection is in doubt, in which case it is recognised on receipt basis.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.27 Revenue recognition (cont'd)

(xi) Royalty income

Royalty income is recognised on accrual basis in accordance with the terms of the franchise agreements.

(xii) Franchisee fees

The portion of the franchise fee, relating to the reservation of restaurant sites and which is non-refundable and payable upon signing of the franchise agreement/master development agreement relating to the development of the restaurant businesses, is recognised as income upon signing of franchise agreement. The remaining portion of the franchise fee income is deferred until the completion of the franchisee's obligation under the agreement.

(xiii) Management fee and share administration fee income

Management fee and share administration fee income is recognised on accrual basis.

(xiv) Toto betting

Revenue from Toto betting is recognised based on ticket sales, net of gaming tax, relating to draw days within the financial year.

(xv) Lottery equipment lease rental

Revenue from the lease of lottery equipment is recognised based on certain percentage of gross receipts from lottery ticket sales, excluding foreign value-added tax and trade discount.

(xvi) Lottery product and voting product sales, services and licensing income

Revenue from lottery product and voting product sales, services and licensing income are recognised on the basis of shipment of products, performance of services and percentage-of-completion method for long-term contracts. The percentage-of-completion is estimated by comparing the cost incurred to date against the estimated cost to completion. Revenue relating to the sale of certain assets, when the ultimate total collection is not reasonably assured, are being recorded under the cost recovery method.

(xvii) Service charges

Service charges which represent income on sale of trust fund units, is recognised upon allotment of units, net of cost of units sold.

(xviii) Revenue from private university college operations

Tuition fees are recognised on an accrual basis based on the duration of the courses.

General administration fees and other fees are recognised on receipt basis.

(xix) Revenue from waste treatment services

Revenue from waste treatment services are recognised upon the performance of services.

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.27 Revenue recognition (cont'd)

(xx) Construction contracts

Revenue from construction contracts is accounted for by the stage of completion method as described in Note 2.2.8.

(xxi) Other income

Other than the above, all other income are recognised on accrual basis.

2.2.28 Foreign currencies

(i) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency.

(ii) Foreign currency transactions

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the functional currencies using the exchange rates prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are translated at the rates prevailing on the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of initial transaction.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are included in profit or loss for the period except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operation. These are initially taken directly to the foreign currency translation reserve within equity until the disposal of the foreign operations, at which time they are recognised in profit or loss. Exchange differences arising on monetary items that form part of the Company's net investment in foreign operation are recognised in profit or loss in the Company's financial statements or the individual financial statements of the foreign operation, as appropriate.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(iii) Foreign operations

The results and financial position of foreign operations that have a functional currency different from the presentation currency ("RM") of the consolidated financial statements are translated into RM as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate prevailing at the reporting date;
- Income and expenses for each profit or loss and other comprehensive income are translated at average exchange rates for the financial year, which approximates the exchange rates at the dates of the transactions; and

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.28 Foreign currencies (cont'd)

(iii) Foreign operations (cont'd)

- All resulting exchange differences are recognised in other comprehensive income and accumulated in a separate component of equity under the header of foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of foreign operations on or after 1 May 2006 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the reporting date.

Goodwill and fair value adjustment which arose on the acquisition of foreign subsidiaries before 1 May 2006 are deemed to be assets and liabilities of the parent company and are recorded in RM at the rates prevailing at the date of acquisition.

The principal exchange rates ruling at reporting date for the various units of foreign currency used are as follows:

| Foreign currency | Currency code | Number of units used | 2014 | 2013 |
|----------------------|---------------|----------------------|--------|--------|
| | | | RM | RM |
| Australian Dollar | AUD | 1 | 3.0250 | 3.1325 |
| Brazilian Real | BRL | 1 | 1.4589 | 1.5176 |
| Brunei Dollar | BND | 1 | 2.5960 | 2.4500 |
| Canadian Dollar | CAD | 1 | 2.9770 | 2.9940 |
| Colombian Peso | COP | 1,000 | 1.6850 | 1.6618 |
| Chinese Renminbi | CNY | 1 | 0.5217 | 0.4917 |
| Euro | EUR | 1 | 4.5020 | 3.9650 |
| Great Britain Pound | GBP | 1 | 5.4845 | 4.6920 |
| Hong Kong Dollar | HKD | 1 | 0.4205 | 0.3903 |
| Indian Rupee | INR | 1 | 0.0540 | 0.0558 |
| Indonesian Rupiah | IDR | 1,000 | 0.2820 | 0.3120 |
| Japanese Yen | JPY | 100 | 3.1790 | 3.0951 |
| Macau Pataca | MOP | 1 | 0.4083 | 0.3789 |
| Mauritius Rupee | MUR | 1 | 0.1085 | 0.0973 |
| Mexican Peso | MXN | 1 | 0.2504 | 0.2486 |
| New Taiwan Dollar | TWD | 1 | 0.1082 | 0.1029 |
| New Zealand Dollar | NZD | 1 | 2.8134 | 2.5885 |
| Philippine Peso | PHP | 1 | 0.0733 | 0.0736 |
| Russian Rouble | RUB | 1 | 0.0916 | 0.0981 |
| Seychelles Rupee | SCR | 1 | 0.2762 | 0.2582 |
| Singapore Dollar | SGD | 1 | 2.2958 | 2.4543 |
| South Korean Won | KRW | 100 | 0.3166 | 0.2751 |
| Sri Lankan Rupee | LKR | 1 | 0.0250 | 0.0239 |
| Swedish Krona | SEK | 1 | 0.5020 | 0.4628 |
| Swiss Franc | CHF | 1 | 3.7100 | 3.2338 |
| Thailand Baht | THB | 1 | 0.1011 | 0.1036 |
| Turkish Lira | TRL | 1 | 1.5462 | 1.6946 |
| United States Dollar | USD | 1 | 3.2600 | 3.0285 |
| Vietnamese Dong | VND | 1,000 | 0.1550 | 0.1450 |

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.29 Employee benefits

(i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group and of the Company. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(ii) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group and the Company pays fixed contributions into separate entities or funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. Such contributions are recognised as an expense in the profit or loss as incurred. As required by law, companies in Malaysia make such contributions to the Employees Provident Fund ("EPF"). Some of the Group's foreign subsidiaries also make contributions to the statutory pension schemes of their respective countries.

(iii) Defined benefit plans

(a) Funded defined benefit plan

Certain local and foreign subsidiaries of the Group provide funded pension benefits to its eligible employees.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of pension plan remains with the Group even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long term benefit fund, as well as qualifying insurance policies.

The Group's net obligations in respect of defined benefit plans for certain subsidiary companies are calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. The liability recognised in the consolidated statement of financial position for defined plans is the discounted present value of the defined benefit obligation using prudent and appropriate discount factor at the consolidated reporting date less the fair value of plan assets. The discount rate is the market yield at the reporting date on high quality corporate bonds or government bonds. The calculation is performed by an actuary using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of limiting a net defined benefit asset to the asset ceiling (excluding net interest, if applicable) and the return on plan assets (excluding net interest), are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- (i) The date of the plan amendment or curtailment, and
- (ii) The date that the Group recognises restructuring-related costs.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.29 Employee benefits (cont'd)

(iii) Defined benefit plans (cont'd)

(a) Funded defined benefit plan (cont'd)

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises service costs and net interest expense or income in profit or loss.

(b) Unfunded defined benefit plan

Certain local subsidiary companies within the Group operate unfunded, defined Retirement Benefit Schemes ("Schemes") for their eligible employees. The obligation recognised in the consolidated statement of financial position under the Scheme is calculated by independent actuaries using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- (i) The date of the plan amendment or curtailment, and
- (ii) The date that the Group recognises restructuring-related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises service costs and net interest expense or income in profit or loss.

The present value of the obligations under the scheme are determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related post-employment benefit obligation.

(iv) Employee share option schemes

Employees of certain subsidiary companies of the Group received remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the subsidiary companies' best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of the period.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. The employee share option reserve is transferred to retained earnings upon expiry of the share options. When the options are exercised, the employee share option reserve is transferred to a capital reserve if new shares of the ESOS-granting subsidiary company are issued.

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.30 Income tax

(i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiary companies, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiary companies, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.2 Summary of significant accounting policies (cont'd)

2.2.30 Income tax (cont'd)

(iii) Gaming and sales tax

Revenues are recognised net of the amount of gaming or sales tax while expenses and assets are recognised net of the amount of sales tax except where the sales tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.

Receivables and payables are stated with the amount of sales tax included.

The net amount of gaming and sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statements of financial position.

2.2.31 Segmental information

For management purposes, the Group is organised into operating segments based on their products and services which is independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Group who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance.

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Revenue and expenses do not include items arising on investing or financing activities. Revenue is attributed to geographical segments based on location where the sales are transacted. Segment assets include all operating assets used by a segment and do not include items arising on investing or financing activities. Assets are allocated to a geographical segment based on location of assets. Segment liabilities comprise operating liabilities and do not include liabilities arising on investing or financing activities such as bank borrowings.

2.3 Changes in accounting policies

On 1 May 2013, the Group and the Company adopted the following new FRSs, Amendments to FRSs, Improvement to FRSs and Interpretations:

Effective for financial periods beginning on or after 1 July 2012:

- Amendments to FRS 101: Presentation of Items of Other Comprehensive Income

Effective for financial periods beginning on or after 1 January 2013:

- FRS 10: Consolidated Financial Statements
- FRS 11: Joint Arrangements
- FRS 12: Disclosure of Interests in Other Entities
- FRS 13: Fair Value Measurement
- FRS 119: Employee Benefits
- FRS 127: Separate Financial Statements
- FRS 128: Investments in Associates and Joint Ventures
- Amendments to FRS 1: Government Loans
- Amendments to FRS 7: Disclosures - Offsetting Financial Assets and Liabilities
- Amendments to FRS 10: Consolidated Financial Statements – Transition Guidance
- Amendments to FRS 11: Joint Arrangement – Transition Guidance

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.3 Changes in accounting policies (cont'd)

Effective for financial periods beginning on or after 1 January 2013: (cont'd)

- Amendments to FRS 12: Disclosure of Interest In Other Entities – Transition Guidance
- IC Interpretation 20: Stripping Costs in the Production Phase of a Surface Mine
- Improvement to FRSs Issued in 2012

Adoption of the above new FRSs, Amendments to FRSs, Improvement to FRSs and Interpretations did not have any effect on the financial performance or position of the Group and the Company except for those discussed below:

Amendments to FRS 101: Presentation of Items of Other Comprehensive Income

The Amendments to FRS 101 introduce new terminology, whose use is not mandatory, for the income statement and statement of comprehensive income. Under the Amendments to FRS 101, the separate 'income statement' is renamed as the 'statement of profit or loss' and the single statement of 'statement of comprehensive income' is renamed as the 'statement of profit or loss and other comprehensive income'. The Amendments to FRS 101 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements.

Amendments to FRS 101 also introduce the grouping of items presented in other comprehensive income. Items that will be reclassified (or recycled) to profit or loss at a future point in time (eg. net loss or gain on available-for-sale financial assets) have to be presented separately from items that will not be reclassified (eg. revaluation of land and buildings). The amendments affect presentation only and have no impact on the Group's financial position or performance.

FRS 10: Consolidated Financial Statements

FRS 10 replaces part of FRS 127: Consolidated and Separate Financial Statements that deals with consolidated financial statements and IC Interpretation 112: Consolidation – Special Purpose Entities.

Under FRS 10, an investor controls an investee when:

- (i) the investor has power over an investee,
- (ii) the investor has exposure, or rights, to variable returns from its investment with the investee, and
- (iii) the investor has ability to use its power over the investee to affect the amount of the investor's return.

Under FRS 127, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

FRS 10 includes detailed guidance to explain when an investor that owns less than 50 per cent of the voting shares in an investee has control over the investee. FRS 10 requires the investor to take into account all relevant facts and circumstances, particularly the size of the investor's holding of voting rights relative to the size and dispersion of holdings of the other vote holders.

The application of FRS 10 does not have any effect on the financial performance of the Group and of the Company.

FRS 12: Disclosure of Interests in Other Entities

FRS 12 includes all disclosure requirements for interest in subsidiary companies, joint arrangements, associated companies and structured entities. A number of new disclosures are required. This standard affects disclosures only and has no impact on the Group's financial position or performance.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.3 Changes in accounting policies (cont'd)

FRS 13: Fair Value Measurement

FRS 13 establishes a single source of guidance under FRS for all fair value measurements. FRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under FRS. FRS 13 defines fair value as an exit price. As a result of the guidance in FRS 13, the Group re-assessed its policies for measuring fair values, in particular, its valuation inputs such as non-performance risk for fair value measurement of liabilities. FRS 13 also requires additional disclosures.

Application of FRS 13 has not materially impacted the fair value measurement of the Group. Additional disclosures where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined. Fair value hierarchy is provided in Note 43.

FRS 119: Employee Benefits

In the current year, the Group has applied FRS 119 and related consequential amendments for the first time.

FRS 119 changes, amongst other things, the accounting for defined benefit plans. Some of the key changes that impacted the Group include the followings:

- (i) Actuarial gains and losses are required to be recognised immediately in other comprehensive income and thus eliminated the corridor approach that was previously permitted.
- (ii) All the past service costs are recognised at the earlier of when the amendment/curtailment occurs or when the related restructuring or termination costs are recognised. As a result, unvested past service costs can no longer be deferred and recognised over future vesting period.
- (iii) The interest cost and expected return on plan assets used in the previous version of FRS 119 are replaced with a net-interest amount under FRS 119, which is calculated by applying the discount rate to the net defined benefit liability or asset at the start of each annual reporting period. There was no impact on the overall equity of the Group.

FRS 119 also requires more extensive disclosures which is provided in Note 28.

The Group has applied FRS 119 prospectively as the adoption of the revised standard did not have significant impact to the Group's financial position and performance.

2.4 Standards and interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following new FRSs, Amendments to FRSs, Annual Improvements to FRSs and Interpretations were issued but not yet effective and have not been applied by the Group and the Company.

Effective for financial periods beginning on or after 1 January 2014:

- Amendments to FRS 132: Financial Instruments – Presentation (Offsetting Financial Assets and Liabilities)
- Amendments to FRS 10, FRS 12 and FRS 127: Investment Entities
- Amendments to FRS 136: Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets
- Amendments to FRS 139: Financial Instruments – Novation of Derivatives and Continuation of Hedge Accounting
- IC Interpretation 21: Levies

Effective for financial periods beginning on or after 1 July 2014:

- Amendments to FRS 119: Employee Benefits (Defined Benefit Plans – Employee Contributions)
- Annual Improvements to FRSs 2010-2012 Cycle
- Annual Improvements to FRSs 2011-2013 Cycle

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.4 Standards and interpretations issued but not yet effective (cont'd)

Effective for financial periods beginning on or after 1 January 2016:

- Amendments to FRS 11: Joint Arrangement – Accounting for Acquisitions of Interests in Joint Operations
- FRS 14: Regulatory Deferral Accounts
- Amendments to FRS 116 and FRS 138: Clarification of Acceptable Methods of Depreciation and Amortisation

Effective for financial period beginning on or after a date to be announced:

- FRS 9: Financial Instruments – Classification and Measurement

Unless otherwise described below, the new FRSs, Amendments to FRSs, Annual Improvements to FRSs and Interpretations above are expected to have no significant impact on the financial statements of the Group and of the Company upon their initial application except for the changes in presentation and disclosures of financial information arising from the adoption of all the above FRSs, Amendments to FRSs, Annual Improvements to FRSs and Interpretations.

The Group is currently assessing the impact of the adoption of the standards below will have on its financial position and performance.

FRS 9: Financial Instruments

FRS 9 reflects the first phase of work on the replacement of FRS 139 and applies to classification and measurement of financial assets and financial liabilities as defined in FRS 139. The standard was initially effective for annual periods beginning on or after 1 January 2013, but Amendments to FRS 9: Mandatory Effective Date of FRS 9 and Transition Disclosures, issued in March 2012, moved the mandatory effective date to 1 January 2015. Subsequently, on 14 February 2014, it was announced that the new effective date will be decided when the project is closer to completion. The adoption of the first phase of FRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will not have an impact on classification and measurements of the Group's financial liabilities.

Amendments to FRS 10, FRS 12 and FRS 127: Investment Entities

Amendments to FRS 10 define an investment entity and require a reporting entity that meets the definition of an investment entity not to consolidate its subsidiary companies but instead to measure its subsidiary companies at fair value through profit or loss in its consolidated and separate financial statements.

To qualify as an investment entity, a reporting entity is require to:

- (i) Obtain funds from one or more investors for the purpose of providing them with professional investment management services.
- (ii) Commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
- (iii) Measure and evaluate performance of substantially all of its investments on a fair value basis.

Consequential amendments have been made to FRS 12 and FRS 127 to introduce new disclosure requirements for investment entities.

Amendments to FRS 136: Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets

Amendments to FRS 136 remove the unintended consequences of FRS 13 on the disclosures required under FRS 136. In addition, these amendments require disclosure of the recoverable amounts for the assets or CGUs for which impairment loss has been recognised or reversed during the period.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.4 Standards and interpretations issued but not yet effective (cont'd)

Amendments to FRS 139: Financial Instruments – Novation of Derivatives and Continuation of Hedge Accounting

Amendments to FRS 139 provide relief from discounting hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. The Group has not novated its derivative during the current period. However, these amendments would be considered for future novation.

Malaysian Financial Reporting Standards

On 19 November 2011, the Malaysian Accounting Standards Board (“MASB”) issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards (“MFRS Framework”).

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141: Agriculture and IC Interpretation 15: Agreements for Construction of Real Estate, including its parent, significant investor and venturer (herein called ‘Transitioning Entities’).

Transitioning Entities will be allowed to defer adoption of the new MFRS Framework. Consequently, adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2015.

The Group falls within the definition of Transitioning Entities and accordingly, will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 30 April 2016. In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained profits.

The Group has opted to defer the adoption of the MFRS Framework to the financial period beginning on 1 May 2015.

2.5 Significant accounting estimates and judgements

The preparation of the Group’s and of the Company’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

(a) Critical judgements made in applying accounting policies

The following are the judgements made by management in the process of applying the Group’s accounting policies that have the most significant effect on the amounts recognised in the financial statements.

(i) Control over Berjaya Sports Toto Berhad (“BToto”)

At reporting date, the Group holds 49.38% equity interest in BToto. The Group has obtained written undertakings from Tan Sri Dato’ Seri Vincent Tan Chee Yioun (“Tan Sri Vincent Tan”) who is a shareholder of BToto. He has undertaken that he will vote in tandem with the Group on all shareholders’ resolutions of BToto. The Group together with the abovementioned parties hold 51.12% of the voting rights of BToto. All other shareholders individually own less than 3% of the equity shares of BToto and have historically not collaborated to exercise their votes collectively. Hence, in accordance with the requirements of FRS 10, the Group is able to exercise de facto control and regard BToto as a subsidiary company.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.5 Significant accounting estimates and judgements (cont'd)

(a) Critical judgements made in applying accounting policies (cont'd)

(ii) Classification between investment properties and property, plant and equipment

The Group has developed certain criteria based on FRS 140 in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as investment property.

(iii) Leases - As lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

(iv) Useful life of gaming rights

The Group considers that the Licence and ELA have indefinite useful life because it is expected to contribute to the Group's net cash inflows indefinitely. The Group intends to continue the annual renewal of the Licence and the extension of the ELA indefinitely. Historically, there has been no compelling challenge to the licence renewal and ELA extension. The technology used in the gaming activities is supplied by a subsidiary company of the Group and it is not expected to be replaced by another technology at any time in the foreseeable future.

The Group is confident that the ELA will be renewed when it next expires in August 2015.

(v) Joint ventures

The Group has interest in several investments which it regards as joint ventures although the Group owns more than half of the equity interest in these entities. These entities have not been regarded as subsidiary companies of the Group as management have assessed that the contractual arrangements with the respective joint venture parties have given rise to joint-control over these entities in accordance with FRS 131: Interest in Joint Ventures.

(vi) Classification of fair value through profit or loss investments

The Group designated warrants issued by associated companies, unit trust funds and certain equity investments as fair value through profit or loss investments. The Group manages these investments in accordance to an investment strategy to maximise its total returns in fair value changes. The fair value of these investments at 30 April 2014 was RM40,229,000. Further details of the fair value changes are disclosed in Note 34(c)(ii) and 34(d)(ii) to the financial statements.

(vii) Impairment of available-for-sale investments

The Group reviews its investments in equity instruments, which are classified as available-for-sale investments at each reporting date to assess whether they are impaired. The Group records impairment charges when there has been a significant or prolonged decline in the fair value below their cost.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.5 Significant accounting estimates and judgements (cont'd)

(a) Critical judgements made in applying accounting policies (cont'd)

(vii) Impairment of available-for-sale investments (cont'd)

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, historical share price movements and the duration and extent to which the fair value of an investment is less than its cost. During the year, the Group impaired quoted and unquoted equity instruments with "significant" decline in fair value greater than 20%, and "prolonged" period as greater than 12 months or more.

For the financial year ended 30 April 2014, the amount of impairment loss recognised for available-for-sale investments was RM3,412,000.

(viii) Financial guarantee contracts

At each reporting date, the Company determines the fair value of the guarantees based on the likelihood of the guaranteed party defaulting within the guaranteed period and estimate the loss exposure (after taking into account of the value of assets pledged for the loans).

For the financial year ended 30 April 2014, the Company has assessed the financial guarantee contracts and determined that the guarantees are more likely not to be called upon by the banks. Financial impact of such guarantees is not material.

(ix) ICULS

Estimating the fair values of the equity and liability components of a compound financial instrument requires the determination of the most appropriate valuation model to use depending on the terms and conditions of the financial instrument, the discount rate, and making assumptions about the future cash flow streams.

(x) Significant influence over associated companies

Although the Group holds less than 20% of the voting shares in some of the associated companies as disclosed in Note 49, the Group exercises significant influence by virtue of its ability to participate in the financial and operating policy decisions of these associated companies by way of representation on the board of directors.

(xi) Income tax on deferred income

The Inland Revenue Board ("IRB") has issued a letter to certain subsidiary companies of the Group and also to the Malaysian Association of Golf & Recreational Club Owners Berhad ("MAGRO") and the Malaysian Holiday Timeshare Developers' Federation respectively to inform them that the income earned from sales of golf, recreational and timeshare memberships which are deferred over their respective tenures, will be brought to tax in the year it is collected and not the year when it is amortised to profit or loss as income. This was following a decision made by the Special Commissioners of Income Tax ("SCIT") in favour of IRB on this matter relation to a recreational club which is a member of MAGRO.

IRB has however given a 3-year concession to allow the deferred income brought forward as at 30 April 2013 to be taxed over a period of 3 years from year of assessment 2014 to 2016.

In a recent development, the High Court had overturned the abovementioned SCIT's decision and ruled in favour of the recreational club, agreeing in principle that deferred membership fees should be recognised as and when services are rendered and the amount is amortised to profit or loss as income. IRB has appealed against this decision in the Court of Appeal and has informed MAGRO that the tax issue on deferred income is postponed pending the outcome of the appeal.

Notes to the Financial Statements

30 April 2014

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.5 Significant accounting estimates and judgements (cont'd)

(b) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below:

(i) Impairment of goodwill and gaming rights

The Group determines whether goodwill and gaming rights are impaired at least on an annual basis. This requires an estimation of the VIU of the CGU to which goodwill and gaming rights are allocated. Estimating a VIU amount requires management to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Details of goodwill and gaming rights are disclosed in Note 13.

In the impairment review of the CGU for the Malaysian gaming operations, which carries a goodwill of RM513,978,000 (2013: RM514,005,000) and gaming rights of RM4,400,000,000 (2013: RM4,400,000,000), the Group has assessed VIU amounts that could sufficiently address the carrying value of this CGU as at 30 April 2014.

In regards to the impairment review of the CGU for the Philippines leasing of lottery equipment operations, which carries a goodwill of RM51,565,000 (2013: RM51,459,000) and gaming rights of RM252,000,000 (2013: RM253,000,000), the Group has assessed the assumption that the ELA will be renewed when it next expires in August 2015 and concluded that this assumption is reasonable.

(ii) Impairment of property, plant and equipment

During the current financial year, the Group recognised impairment losses in respect of certain subsidiary companies' property, plant and equipment. The Group carried out the impairment test based on a variety of estimation including the VIU of the CGU to which the property, plant and equipment are allocated. Estimating the VIU requires the Group to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details of the impairment losses recognised are disclosed in Note 3.

The carrying amount of property, plant and equipment of the Group are disclosed in Note 3.

(iii) Depreciation of property, plant and equipment and amortisation of biological assets

Upon adoption of FRS 116, the cost of hotel properties is depreciated on a straight-line basis over its remaining useful lives. Management estimates the useful lives of these hotel properties to be 50 years from the date of completion or from the date of acquisition, based on normal life expectancies applied in the hotel industry. The remaining useful lives of the Group's hotel properties are within 23 to 50 years. The residual values of the hotel properties were revised by the Group as if the hotel properties were already of age and in condition expected to be at the end of their useful lives.

The useful lives and residual values of other components of property, plant and equipment and biological assets are also estimated based on normal life expectancies and commercial factors applied in the respective industries.

Changes in expected level of usage, occupancy rates and economic development could impact the economic useful lives and the residual values of these assets, and hence future depreciation and amortisation charges on such assets could be revised.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.5 Significant accounting estimates and judgements (cont'd)

(b) Key sources of estimation uncertainty (cont'd)

(iv) Property development

The Group recognises property development revenue and expenses in the profit or loss by using the stage of completion method. The stage of completion is determined by the proportion of that property development costs incurred for work performed to date which bear to the estimated total property development costs.

Significant judgement is required in determining the stage of completion, the extent of the property development costs incurred, the estimated total property development revenue and costs, as well as the recoverability of the development projects. In making the judgement, the Group relies on its past experience and the work of specialists. Details of property development costs are disclosed in Note 14.

(v) Income taxes

Significant estimation is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final outcome of these matters are different from the amounts initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Details of income tax expense are disclosed in Note 36.

(vi) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies. Details of deferred tax assets are disclosed in Note 27.

(vii) Impairment of loans and receivables

The Group assesses at each reporting date whether there is any objective evidence that a receivable is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. Details of impairment of loans and receivables are disclosed in Note 16.

(viii) Contingent liabilities – Litigation

As disclosed in Note 42, the Group has pending legal litigation as at the financial year end. Management will make the necessary provision for liabilities in the financial statements if the liabilities are probable, after due consultation with the Group's solicitors and assessing the merits of the cases.

(ix) Fair value of the gaming rights

The gaming rights have been valued based on the Multi-period Excess Earnings Method. These valuations require the Group to make estimates about expected future profit from operations, discount rates and useful lives, and hence they are subject to uncertainty. The carrying value of the gaming rights at 30 April 2014 is disclosed in Note 13.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.5 Significant accounting estimates and judgements (cont'd)

(b) Key sources of estimation uncertainty (cont'd)

(x) Impairment of investment in subsidiaries, associated companies and joint ventures

During the current financial year, the Group recognised impairment losses in respect of its investments in certain associated companies and joint ventures, the Group effected a net write-back of impairment losses. The Group and the Company carried out the impairment test based on the assessment of the fair value of the respective assets' or CGU or based on the estimation of the VIU of the CGUs of the respective subsidiaries, associated companies and joint ventures. Estimating the VIU requires the Group and the Company to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details of the accumulated impairment losses recognised are disclosed in Notes 9, 10 and 11.

The Group did not recognise any impairment in value of certain associated companies, which shares are quoted in Malaysia, as the directors have valued the assets of the investee to be higher than its carrying value.

The carrying amounts of investments in associated companies and joint ventures of the Group and of investment in subsidiary companies of the Company are disclosed in Notes 9, 10 and 11, accordingly.

(xi) Customer loyalty programmes

The Group operates customer loyalty programmes which allow customers to accumulate redemption points when they purchase products from the Group. Management estimates the fair value of the redemption points issued and such fair value is reviewed regularly, and adjusted if appropriate.

(xii) Inventory valuations

The Group holds significant inventories of used cars in the United Kingdom. Trade guides and other publications are used to assist in the assessment of the carrying values of these cars at the reporting date and provisions taken as necessary.

(xiii) Provisional goodwill

Goodwill is the excess of cost of business combination over the Group's interest in the fair value of the identifiable assets acquired and liabilities assumed in a business combination. The identifiable assets and liabilities shall be measured at their acquisition date fair values. If a purchase price allocation exercise is not completed as at the reporting date, the Group shall report a provisional goodwill on acquisition.

During the measurement period, the acquirer shall retrospectively adjust the provisional amounts recognised at the acquisition date to, including recognition of additional assets and/or liabilities, to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognised as of that date. However, the measurement period shall not exceed one year from the acquisition date.

The provisional goodwill on acquisition of H.R. Owen PLC ("HR Owen") of RM105,819,000 is arrived at the excess of cost of business combination over the carrying amount of the identified assets and liabilities as at the date of acquisition. The carrying amounts of the identified assets and liabilities are estimated to approximate its fair value as at the acquisition date as disclosed in Note 10. The Group is currently undertaking the purchase price allocation exercise to determine the fair values of identifiable assets and liabilities, to identify and measure intangible assets, if any.

The Group has performed the goodwill impairment test on the provisional goodwill and concluded that no impairment is required at this juncture.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

2.6 Prior year adjustment

In one of the previous years, there was an accretion in the Group's interest in an associated company, Berjaya Assets Berhad ("BAssets"), following a rights issue that was not proportionately taken up by the other shareholders. The effect arising from the above accretion was not taken up in prior years and accordingly has been adjusted for retrospectively as follows:

| Group | Increase | |
|--|------------------------|-----------------------|
| | At 30.4.2013 RM'000 | At 1.5.2012 RM'000 |
| Statement of Financial Position | | |
| Associated companies | 35,914 | 35,914 |
| Non-controlling interests | 10,943 | 10,943 |
| Reserves - retained earnings | 24,971 | 24,971 |

The followings comparatives have been restated:

| Group | As reported | Effects of prior year adjustment | As restated |
|--|-------------|-------------------------------------|-------------|
| | RM'000 | RM'000 | RM'000 |
| At 30.4.2013 | | | |
| Statement of Financial Position | | | |
| Associated companies | 1,331,232 | 35,914 | 1,367,146 |
| Non-controlling interests | 4,970,251 | 10,943 | 4,981,194 |
| Reserves - retained earnings | 1,190,278 | 24,971 | 1,215,249 |
| At 1.5.2012 | | | |
| Statement of Financial Position | | | |
| Associated companies | 971,975 | 35,914 | 1,007,889 |
| Non-controlling interests | 4,886,206 | 10,943 | 4,897,149 |
| Reserves - retained earnings | 1,097,927 | 24,971 | 1,122,898 |

Notes to the Financial Statements
30 April 2014

3. PROPERTY, PLANT AND EQUIPMENT

| GROUP | As at 30 April 2014 | At 1.5.13 | Additions | Disposals | Depreciation charge for the year | Impairment reversal/(loss) | Reclassification/ Adjustments | Acquisition of subsidiaries | Exchange differences | At 30.04.14 |
|-------------------------------------|---------------------|-----------|-----------|-----------|----------------------------------|----------------------------|-------------------------------|-----------------------------|----------------------|-------------|
| Net Carrying Amount | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Freehold land | 208,103 | — | — | — | — | 90 | 1,375 | — | 374 | 209,942 |
| Long leasehold land | 93,447 | — | — | — | (1,448) | — | 3,137 | — | — | 95,136 |
| Short leasehold land | 53,633 | — | — | — | (1,307) | 7 | — | — | — | 52,333 |
| Buildings | 1,409,725 | 41,321 | 13,298 | (1,036) | (40,316) | — | 7,944 | — | 11,475 | 1,429,113 |
| Plant and equipment | 135,372 | 13,298 | — | (1,188) | (15,358) | (266) | (52,986) | 11,932 | 1,273 | 92,077 |
| Computer and office equipment | 80,780 | 32,235 | — | (450) | (33,040) | (1,981) | 540 | 15 | 4 | 78,103 |
| Renovation | 153,537 | 25,347 | — | (1,423) | (51,220) | (17,402) | 847 | 30,863 | 5,130 | 145,679 |
| Furniture and fittings | 78,512 | 8,335 | — | (325) | (17,340) | (1,144) | 1,096 | — | 1,268 | 70,402 |
| Motor vehicles | 59,850 | 11,305 | — | (2,280) | (14,188) | (33) | 115 | — | 247 | 55,016 |
| Aircraft | 288,566 | 1,520 | — | (18) | (18,514) | (16,704) | — | — | 9,273 | 264,123 |
| Golf course development expenditure | 128,009 | 2 | — | — | (1,799) | — | — | — | — | 126,212 |
| Capital work-in-progress | 177,697 | 27,447 | — | — | — | (5,263) | 248,496 | — | 6,674 | 455,051 |
| Others | 36,592 | 6,186 | — | (139) | (1,807) | — | (3,576) | — | 128 | 37,384 |
| | 2,903,823 | 166,996 | (6,859) | (42,696) | 206,988 | 42,810 | 35,846 | 3,110,571 | | |

| GROUP | As at 30 April 2013 | At 1.5.12 | Additions | Disposals | Depreciation charge for the year | Impairment reversal/(loss) | Reclassification/ Adjustments | Acquisition of subsidiaries | Disposal of subsidiary | Exchange differences | At 30.4.13 |
|-------------------------------------|---------------------|-----------|-----------|-----------|----------------------------------|----------------------------|-------------------------------|-----------------------------|------------------------|----------------------|------------|
| Net Carrying Amount | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Freehold land | 206,155 | — | — | — | — | 40 | 1,606 | — | — | 302 | 208,103 |
| Long leasehold land | 94,758 | — | — | — | (1,311) | — | — | — | — | — | 93,447 |
| Short leasehold land | 54,785 | — | — | — | (1,166) | 14 | — | — | — | — | 53,633 |
| Buildings | 1,456,304 | 19,714 | 15,405 | (9,745) | (37,417) | 5,700 | (22,690) | — | (2,141) | 1,409,725 | |
| Plant and equipment | 140,959 | 15,405 | — | (3,380) | (22,534) | (69) | 3,846 | 1,295 | 1 | 135,372 | |
| Computer and office equipment | 83,224 | 31,973 | — | (546) | (34,828) | (148) | 59 | 277 | (8) | 80,780 | |
| Renovation | 145,616 | 69,418 | — | (4,598) | (56,033) | (1,129) | 831 | 546 | — | 153,537 | |
| Furniture and fittings | 79,044 | 15,055 | — | (1,683) | (18,661) | (22) | 1,599 | 894 | (1) | 78,512 | |
| Motor vehicles | 61,487 | 17,121 | — | (2,374) | (16,650) | — | 191 | 71 | 81 | 59,850 | |
| Aircraft | 309,492 | 407 | — | (880) | (18,908) | (1,578) | 346 | — | (313) | 288,566 | |
| Golf course development expenditure | 129,809 | — | — | — | (1,800) | — | — | — | — | 128,009 | |
| Capital work-in-progress | 84,963 | 109,366 | — | (7,968) | — | — | (7,397) | — | (1,267) | 177,697 | |
| Others | 36,785 | 2,624 | — | (74) | (3,053) | — | 168 | — | 152 | 36,592 | |
| | 2,883,381 | 281,083 | (31,248) | (212,361) | 2,808 | (21,441) | 3,083 | (247) | (1,235) | 2,903,823 | |

3. PROPERTY, PLANT AND EQUIPMENT (cont'd)

| GROUP | Cost | Accumulated depreciation | Accumulated impairment losses | Net carrying amount |
|-------------------------------------|------------------|--------------------------|-------------------------------|---------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| As at 30 April 2014 | | | | |
| Freehold land | 219,195 | – | (9,253) | 209,942 |
| Long leasehold land | 108,038 | (12,902) | – | 95,136 |
| Short leasehold land | 69,123 | (16,780) | (10) | 52,333 |
| Buildings | 1,859,701 | (381,955) | (48,633) | 1,429,113 |
| Plant and equipment | 336,763 | (227,025) | (17,661) | 92,077 |
| Computer and office equipment | 302,980 | (223,690) | (1,187) | 78,103 |
| Renovation | 398,051 | (230,696) | (21,676) | 145,679 |
| Furniture and fittings | 247,349 | (175,381) | (1,566) | 70,402 |
| Motor vehicles | 157,020 | (101,994) | (10) | 55,016 |
| Aircraft | 447,747 | (140,600) | (43,024) | 264,123 |
| Golf course development expenditure | 164,941 | (24,892) | (13,837) | 126,212 |
| Capital work-in-progress | 459,053 | – | (4,002) | 455,051 |
| Others | 61,624 | (21,911) | (2,329) | 37,384 |
| | 4,831,585 | (1,557,826) | (163,188) | 3,110,571 |

| GROUP | Cost | Accumulated depreciation | Accumulated impairment losses | Net carrying amount |
|-------------------------------------|------------------|--------------------------|-------------------------------|---------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| As at 30 April 2013 | | | | |
| Freehold land | 217,446 | – | (9,343) | 208,103 |
| Long leasehold land | 105,012 | (11,565) | – | 93,447 |
| Short leasehold land | 69,121 | (15,471) | (17) | 53,633 |
| Buildings | 1,793,658 | (335,300) | (48,633) | 1,409,725 |
| Plant and equipment | 359,247 | (206,584) | (17,291) | 135,372 |
| Computer and office equipment | 333,652 | (252,872) | – | 80,780 |
| Renovation | 323,630 | (168,525) | (1,568) | 153,537 |
| Furniture and fittings | 244,470 | (165,958) | – | 78,512 |
| Motor vehicles | 154,048 | (94,059) | (139) | 59,850 |
| Aircraft | 437,114 | (122,228) | (26,320) | 288,566 |
| Golf course development expenditure | 164,940 | (23,094) | (13,837) | 128,009 |
| Capital work-in-progress | 181,699 | – | (4,002) | 177,697 |
| Others | 64,143 | (25,222) | (2,329) | 36,592 |
| | 4,448,180 | (1,420,878) | (123,479) | 2,903,823 |

Notes to the Financial Statements
30 April 2014

3. PROPERTY, PLANT AND EQUIPMENT (cont'd)

COMPANY

| As at 30 April 2014 | | | | |
|-------------------------------|------------------|------------------|---|--------------------|
| | At 1.5.13 | Additions | Depreciation charge for the year | At 30.04.14 |
| Net Carrying Amount | RM'000 | RM'000 | RM'000 | RM'000 |
| Computer and office equipment | 150 | 124 | (117) | 157 |
| Furniture and fittings | 17 | 44 | (6) | 55 |
| Motor vehicles | 400 | 322 | (126) | 596 |
| | 567 | 490 | (249) | 808 |

| As at 30 April 2013 | | | | |
|-------------------------------|------------------|------------------|---|--------------------|
| | At 1.5.12 | Additions | Depreciation charge for the year | At 30.04.13 |
| Net Carrying Amount | RM'000 | RM'000 | RM'000 | RM'000 |
| Computer and office equipment | 102 | 135 | (87) | 150 |
| Furniture and fittings | 11 | 9 | (3) | 17 |
| Motor vehicles | – | 457 | (57) | 400 |
| | 113 | 601 | (147) | 567 |

| | Cost | Accumulated depreciation | Net carrying amount |
|-------------------------------|---------------|---------------------------------|----------------------------|
| As at 30 April 2014 | RM'000 | RM'000 | RM'000 |
| Computer and office equipment | 457 | (300) | 157 |
| Furniture and fittings | 66 | (11) | 55 |
| Motor vehicles | 779 | (183) | 596 |
| | 1,302 | (494) | 808 |

| | Cost | Accumulated depreciation | Net carrying amount |
|-------------------------------|---------------|---------------------------------|----------------------------|
| As at 30 April 2013 | RM'000 | RM'000 | RM'000 |
| Computer and office equipment | 346 | (196) | 150 |
| Furniture and fittings | 22 | (5) | 17 |
| Motor vehicles | 457 | (57) | 400 |
| | 825 | (258) | 567 |

3. PROPERTY, PLANT AND EQUIPMENT (cont'd)

The additions in property, plant and equipment were acquired by way of:

| | Group | | Company | |
|---------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Finance leases | 11,764 | 10,984 | 258 | 365 |
| Cash | 130,625 | 223,309 | 232 | 236 |
| Deposits paid in prior years | 19,329 | 43,117 | – | – |
| Deferred payment | 4,166 | 808 | – | – |
| Provision for restoration costs | 1,112 | 2,865 | – | – |
| | 166,996 | 281,083 | 490 | 601 |

The Group conducted a review of the recoverable amounts of certain property, plant and equipment and the review has led to the following recognitions:

- an impairment loss of RM42,793,000 (2013: RM2,946,000), included in Other expenses – investing activities as disclosed in Note 34(c)(ii); and
- a reversal of impairment loss of RM97,000 (2013: RM5,754,000), included in Other income – investing activities as disclosed in Note 34(d)(ii).

Included in the Group's reclassification/adjustments column are:

| | 2014 RM'000 | 2013 RM'000 |
|---|----------------|-----------------|
| (i) transfer of certain property from investment properties | 5,424 | 1,796 |
| (ii) transfer of certain property to investment properties | (1,025) | (519) |
| (iii) gross revaluation surplus resulting from a change in its use from property, plant and equipment to investment properties | 113 | 80 |
| (iv) transfer of certain property from property inventories | – | 6,327 |
| (v) certain over accrual of cost of property, plant and equipment | (3,055) | (821) |
| (vi) reclassified to asset held for sale | (1,216) | (28,304) |
| (vii) transfer from development properties | 293,470 | – |
| (viii) transfer to intangible assets | (87,735) | – |
| (ix) transfer from other receivables to property, plant and equipment | 845 | – |
| (x) transfer of certain property from land held for development | 167 | – |
| | 206,988 | (21,441) |

Others comprise mainly linen, silverware, cutleries, kitchen utensils and recreational livestock and apparatus.

Property, plant and equipment with net book value of RM1,061,365,000 (2013: RM763,047,000) have been pledged to financial institutions for facilities granted to certain subsidiary companies.

Notes to the Financial Statements

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3. PROPERTY, PLANT AND EQUIPMENT (cont'd)

The net carrying amounts of assets acquired under finance leases and hire purchase arrangements are as follows:

| | Group | | Company | |
|-------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Plant and equipment | 10,636 | 13,107 | – | – |
| Computer and office equipment | 298 | 155 | – | – |
| Office renovation | 2,046 | 4,401 | – | – |
| Furniture and fittings | 192 | 254 | – | – |
| Motor vehicles | 11,832 | 10,300 | 596 | 400 |
| Aircraft | 193,529 | 210,583 | – | – |
| | 218,533 | 238,800 | 596 | 400 |

4. BIOLOGICAL ASSETS

| | Group | |
|---------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| At carrying amount | | |
| At beginning of year | 23,065 | 18,531 |
| Additions | 3,286 | 5,802 |
| Amortisation for the year | (1,080) | (914) |
| Write off | – | (354) |
| At end of year | 25,271 | 23,065 |
| Cost | 30,961 | 27,675 |
| Accumulated amortisation | (5,690) | (4,610) |
| Carrying amount | 25,271 | 23,065 |

Biological assets consist of oil palm trees, which are cultivated for the harvest of fresh fruit bunches. The fresh fruit bunches are then processed into crude palm oil and palm kernel. The plantation is on freehold land located at Batang Berjuntai, Selangor Darul Ehsan.

5. OTHER INVESTMENTS

| | Group | |
|--|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Quoted investments in Malaysia, at fair value | | |
| - shares | 58,197 | 23,282 |
| - unsecured loan stocks | 30,603 | 4,032 |
| - warrants | 28,498 | 27,691 |
| - Malaysian Government Securities | 3,082 | 3,146 |
| - unit trust funds | 2,789 | 2,599 |
| Quoted investments outside Malaysia, at fair value | | |
| - shares | - | 12,654 |
| | 123,169 | 73,404 |
| Unquoted shares | | |
| - Cost | 60,697 | 59,041 |
| - Less: Accumulated impairment | (48,675) | (46,261) |
| | 12,022 | 12,780 |
| Total investment in financial assets | 135,191 | 86,184 |
| Golf club corporate membership | 862 | 825 |
| Total investments | 136,053 | 87,009 |

As at 30 April 2014, investment in quoted securities in Malaysia of the Group with a carrying value of RM16,310,000 (2013: RM25,854,000) are pledged to various financial institutions for credit facilities granted to certain subsidiary companies.

6. INVESTMENT PROPERTIES

| | Group | |
|--|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 668,964 | 638,395 |
| Additions | 4,252 | 10,641 |
| Disposals | (4,983) | (15,087) |
| Fair value adjustments, net | 5,113 | 38,656 |
| Exchange differences | 634 | (2,364) |
| Transfer to non-current assets classified as held for sale (Note 20) | (12,315) | - |
| Net transfer to property, plant and equipment (Note 3) | (4,399) | (1,277) |
| At end of year | 657,266 | 668,964 |

Included in investment properties are RM143,957,000 (2013: RM142,486,000) representing investment properties held under lease terms.

The fair value of the investment properties were determined by the directors based on valuations by independent valuers, who hold recognised qualifications and have relevant experience, by reference to market evidence of transaction prices of similar properties or comparable available market data.

During the financial year, certain subsidiary companies of the Group reclassified 2 blocks of 5-storey building amounting to RM10,000,000 (2013: RM Nil) and certain units of shop lots and bungalows lots amounting to RM2,315,000 (2013: RM Nil) to non-current assets classified as held for sale as disclosed in Note 20.

Notes to the Financial Statements

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6. INVESTMENT PROPERTIES (cont'd)

The Group determined that certain properties that were previously classified as investment properties amounting to RM5,424,000 (2013: RM1,796,000), are now occupied by subsidiary companies of the Group, thus, do not qualify as investment properties according to FRS 140: Investment Properties. Certain other properties previously classified under property, plant and equipment amounting to RM1,025,000 (2013: RM519,000), are now not occupied by subsidiary companies of the Group, thus, qualify as investment properties according to FRS 140: Investment Properties. These properties were reclassified accordingly.

Investment properties of the Group amounting to RM576,715,000 (2013: RM465,528,000) have been pledged to various financial institutions for credit facilities granted to certain subsidiary companies.

7. PREPAID LAND LEASE PREMIUM

| | Group | |
|---|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Prepaid land lease | 1,055 | 1,076 |
| Less: Current portion of prepaid land lease premium (Note 16) | (21) | (21) |
| | 1,034 | 1,055 |

The remaining tenure of the prepaid land lease is 79 years.

8. LAND HELD FOR DEVELOPMENT

| | Group | |
|---------------------------------------|------------------|------------------|
| | 2014 RM'000 | 2013 RM'000 |
| At cost: | | |
| At beginning of year: | | |
| - freehold land | 1,749,838 | 1,565,074 |
| - long leasehold land | 52,081 | 74,166 |
| - short leasehold land | 764 | 764 |
| - land use rights/land lease premium | 139,781 | - |
| - development costs | 607,893 | 526,734 |
| | 2,550,357 | 2,166,738 |
| Transfer/Adjustments during the year: | | |
| - freehold land | (171,226) | 42,926 |
| - long leasehold land | 172 | (22,085) |
| - land use rights/land lease premium | 15,194 | 139,781 |
| - development costs | (55,817) | 40,467 |
| | (211,677) | 201,089 |
| Additions: | | |
| - freehold land | 5,899 | 144,679 |
| - land use rights/land lease premium | 67 | - |
| - development costs | 7,766 | 43,223 |
| | 13,732 | 187,902 |

8. LAND HELD FOR DEVELOPMENT (cont'd)

| | Group | |
|---------------------------------------|------------------|------------------|
| | 2014 RM'000 | 2013 RM'000 |
| Disposals: | | |
| - freehold land | - | (1,465) |
| - short leasehold land | (764) | - |
| - development costs | (113) | - |
| | <u>(877)</u> | <u>(1,465)</u> |
| Exchange differences: | | |
| - freehold land | 38,420 | (1,376) |
| - short leasehold land | 8,611 | - |
| - development costs | 30,574 | (2,531) |
| | <u>77,605</u> | <u>(3,907)</u> |
| Total cost at end of year | <u>2,429,140</u> | <u>2,550,357</u> |
| Amortisation of short leasehold land: | | |
| At beginning of year | (619) | (585) |
| Amortisation for the year | (12) | (34) |
| Disposed during the year | 631 | - |
| At end of year | <u>-</u> | <u>(619)</u> |
| Accumulated impairment losses: | | |
| At beginning of year/At end of year | <u>(27,671)</u> | <u>(27,671)</u> |
| Carrying value at end of year | <u>2,401,469</u> | <u>2,522,067</u> |

The additions to freehold land and development costs in the previous financial years relate mainly to the acquisition of land for overseas development projects.

Land held for development with carrying value of (i) RM488,374,000 (2013: RM590,609,000) have been pledged to various financial institutions for credit facilities granted to certain subsidiary companies and (ii) RM254,106,000 (2013: RM254,084,000) have been pledged to Danajamin Nasional Berhad for granting a financial guarantee facility to a subsidiary company, which undertook a medium term notes programme (refer Note 25).

Included in the transfer/adjustments section are the following:

| | Group | |
|---|------------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| (i) transfer (to)/from development properties (Note 14) | (211,229) | 201,283 |
| (ii) transfer to property, plant and equipment (Note 3) | (167) | - |
| (iii) transfer to inventories | (61) | - |
| (iv) others | (220) | (194) |
| | <u>(211,677)</u> | <u>201,089</u> |

Notes to the Financial Statements 30 April 2014

9. ASSOCIATED COMPANIES

| | Group | | | Company | |
|--|------------------|----------------|--------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 1.5.2012 RM'000 | 2014 RM'000 | 2013 RM'000 |
| | (Restated) | (Restated) | (Restated) | | |
| At cost: | | | | | |
| Quoted shares - in Malaysia | 670,894 | 671,100 | 382,739 | 257,682 | 257,682 |
| Quoted shares - outside Malaysia | 177,057 | 171,597 | 171,718 | – | – |
| Unquoted shares | 479,014 | 460,075 | 462,182 | – | – |
| Less: Unrealised profit on transactions with associated companies | (8,790) | (7,019) | – | – | – |
| | 1,318,175 | 1,295,753 | 1,016,639 | 257,682 | 257,682 |
| Group's share of post acquisition reserves | 187,773 | 161,209 | 101,365 | – | – |
| | 1,505,948 | 1,456,962 | 1,118,004 | 257,682 | 257,682 |
| Less: Accumulated impairment | | | | | |
| - Quoted shares in Malaysia | (9,408) | (12,734) | (28,280) | – | – |
| - Unquoted shares | (78,837) | (77,082) | (81,835) | – | – |
| | (88,245) | (89,816) | (110,115) | – | – |
| | 1,417,703 | 1,367,146 | 1,007,889 | 257,682 | 257,682 |
| Carrying value of: | | | | | |
| Quoted shares - in Malaysia | 789,604 | 819,891 | 473,980 | 257,682 | 257,682 |
| Quoted shares - outside Malaysia | 177,675 | 151,439 | 136,890 | – | – |
| Unquoted shares | 450,424 | 395,816 | 397,019 | – | – |
| | 1,417,703 | 1,367,146 | 1,007,889 | 257,682 | 257,682 |
| Market value: | | | | | |
| Quoted shares - in Malaysia | 636,069 | 609,438 | 268,297 | 278,760 | 281,790 |
| Quoted shares - outside Malaysia | 210,788 | 136,832 | 133,475 | – | – |

Certain quoted shares of the Group and of the Company costing RM293,976,000 (2013: RM349,113,00) and RM136,070,000 (2013: RM85,043,000) respectively, have been pledged to financial institutions for credit facilities granted to the Company and certain subsidiary companies.

The Group's equity interest in the associated companies, their respective principal activities and country of incorporation are shown in Note 49.

During the current financial year, the values of certain quoted investment in associated companies were not impaired to their market values as the directors have valued the underlying assets of these associated companies quoted in Malaysia, to be higher than or equal to their carrying values. As for an associated company which is quoted outside Malaysia, the directors have compared the combined market value of the shares and the loan notes issued by the associated company with the combined carrying value of the shares and loan notes to assess any shortfall in aggregate carrying value, as the shares and loan notes were initially issued as stapled units.

Although the Group holds less than 20% of the voting shares in BAssets, Berjaya Media Berhad ("BMedia"), High-5 Conglomerate Berhad (formerly known as Silver Bird Group Berhad) and Speedy Video Distributors Sdn Bhd, the Group exercises significant influence by virtue of its ability to participate in the financial and operating policy decisions of these companies by way of representation on their respective boards of directors.

Summarised financial information in respect of the material associated companies is set out below. The summarised financial information represents the amounts in the financial statements of the associated companies and not the Group's share of those amounts.

Notes to the Financial Statements
30 April 2014

9. ASSOCIATED COMPANIES (cont'd)

Certain comparative figures have not been presented for 30 April 2013 by virtue of the exemption given in Appendix C Paragraph C2A of FRS 12, which is effective for annual periods beginning on and after 1 January 2013.

GROUP

| | Atlan Holdings Bhd | Berjaya Assets Berhad | Berjaya Sampo Insurance Berhad | Total |
|--|--------------------------|-----------------------------|---|---------------|
| 2014 | RM'000 | RM'000 | RM'000 | RM'000 |
| Non-current assets | 329,292 | 2,929,540 | 889,893 | 4,148,725 |
| Current assets | 557,806 | 364,271 | 358,296 | 1,280,373 |
| Non-current liabilities | (85,026) | (565,614) | (7,781) | (658,421) |
| Current liabilities | (262,802) | (230,217) | (669,967) | (1,162,986) |
| Net assets | 539,270 | 2,497,980 | 570,441 | 3,607,691 |
| Equity attributable to: | | | | |
| Owners of the associated company | 444,286 | 2,081,613 | 570,441 | 3,096,340 |
| Non-controlling interests of the associated company | 94,984 | 416,367 | – | 511,351 |
| Total equity | 539,270 | 2,497,980 | 570,441 | 3,607,691 |

Reconciliation of the summarised financial information presented above to the carrying amount of the Group's interest in associated companies:

GROUP

| | Atlan Holdings Bhd | Berjaya Assets Berhad | Berjaya Sampo Insurance Berhad | Total |
|---|--------------------------|-----------------------------|---|---------------|
| 2014 | RM'000 | RM'000 | RM'000 | RM'000 |
| Revenue | 758,353 | 416,575 | 564,338 | 1,739,266 |
| Profit for the year | 108,725 | 54,191 | 73,434 | 236,350 |
| Other comprehensive income | (1) | 16,662 | 12,623 | 29,284 |
| Total comprehensive income for the year | 108,724 | 70,853 | 86,057 | 265,634 |
| Profit for the year attributable to: | | | | |
| - owners of the associated company | 74,119 | 46,624 | 73,434 | 194,177 |
| - non-controlling interests of the associated company | 34,606 | 7,567 | – | 42,173 |
| | 108,725 | 54,191 | 73,434 | 236,350 |
| Total comprehensive income attributable to: | | | | |
| - owners of the associated company | 74,118 | 63,286 | 12,623 | 150,027 |
| - non-controlling interests of the associated company | 34,606 | 7,567 | – | 42,173 |
| | 108,724 | 70,853 | 12,623 | 192,200 |
| Dividends received from the associated companies during the year | 43,362 | 3,647 | – | 47,009 |

Notes to the Financial Statements

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9. ASSOCIATED COMPANIES (cont'd)

GROUP

| | Atlan Holdings Bhd | Berjaya Assets Berhad | Berjaya Somp Insurance Berhad | Total |
|--|--------------------------|-----------------------------|--|-----------|
| 2014 | RM'000 | RM'000 | RM'000 | RM'000 |
| Attributable to the owners of associated companies: | | | | |
| Net assets at 1 May 2013 | 532,947 | 2,189,735 | 484,384 | 3,207,066 |
| Profit for the year | 74,119 | 46,624 | 73,434 | 194,177 |
| Other comprehensive income | (1) | 16,662 | 12,623 | 29,284 |
| Dividends paid during the year | (164,873) | (22,261) | – | (187,134) |
| Other transactions with owners | 2,092 | (149,147) | – | (147,055) |
| Net assets at 30 April 2014 | 444,284 | 2,081,613 | 570,441 | 3,096,338 |
| Group's equity interest | 26.30% | 16.38% | 30.00% | |
| Interest in associated companies | 116,847 | 340,919 | 171,132 | 628,898 |
| Goodwill | 183,368 | 187 | 174,366 | 357,921 |
| Unrealised gains with transaction | – | – | (7,418) | (7,418) |
| Less: Intragroup adjustments | – | (2,198) | – | (2,198) |
| Carrying value of Group's interest in associated companies | 300,215 | 338,908 | 338,080 | 977,203 |

Aggregate information of associated companies that are not individually material:

| GROUP | 2014 RM'000 |
|--|----------------|
| The Group's share of profit for the year | 32,758 |
| The Group's share of other comprehensive income | (1,208) |
| The Group's share of total comprehensive income for the year | 31,550 |
| Aggregate carrying amount of the Group's interests in these associated companies | 440,500 |

The Group has discontinued the recognition of its share of losses of certain associated companies because the share of losses of these associated companies has exceeded the Group's interest in these associated companies. As at the reporting date, the Group's cumulative unrecognised share of losses in these associated companies amounted to RM38,266,000 (2013: RM29,651,000), which exceeded the Group's interest in these associated companies. Accordingly, the Group did not recognise its share of the current year loss amounting to RM8,615,000 (2013: share of loss of RM3,647,000) of these associated companies.

10. SUBSIDIARY COMPANIES

| | Group | | Company | |
|------------------------------|----------------|----------------|------------------|------------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At cost: | | | | |
| Quoted shares in Malaysia | – | – | 215,719 | 198,368 |
| Unquoted shares | 7,635 | 7,635 | 1,244,128 | 1,233,807 |
| | 7,635 | 7,635 | 1,459,847 | 1,432,175 |
| Less: Accumulated impairment | (7,635) | (7,635) | – | – |
| | – | – | 1,459,847 | 1,432,175 |
| Market value: | | | | |
| Quoted shares in Malaysia | – | – | 200,078 | 188,473 |

The Group's equity interests in the subsidiary companies, their respective principal activities and country of incorporation are shown in Note 49.

Quoted shares costing RM110,461,000 (2013: RM116,934,000) have been pledged to financial institutions for credit facilities granted to the Company.

Included in the unquoted shares of the Group is a fully impaired investment in an unconsolidated subsidiary company, Carlovers Carwash Limited ("Carlovers").

The financial results and net assets of Carlovers have not been consolidated as Carlovers went into receivership and liquidation on 18 April 2011. Consequently, the Group has no control over the financial and operating policies of Carlovers.

At reporting date, the Group holds 49.38% equity interest in BToto. The Group regards BToto as a subsidiary company as it has obtained written undertakings from Tan Sri Vincent Tan who is a shareholder of BToto that he will vote in tandem with the Group on all shareholders' resolutions of BToto. The Group together with the abovementioned party holds 51.12% of the voting rights of BToto and is able to exercise de facto control over BToto.

(a) Acquisition of subsidiary companies

In the current financial year, the Group completed the following acquisitions:

- (i) The Group acquired 71.2% equity interests in HR Owen for a total cash consideration of GBP26.9 million (equivalent to approximately RM131.5 million);
- (ii) On 26 September 2013, Berjaya Auto Berhad ("BAuto") completed the acquisition of Bermaz Motor Sdn Bhd ("Bermaz") for a purchase consideration of about RM504 million. The purchase consideration was settled by the issuance of about 720 million new ordinary shares of RM0.50 each in BAuto at an issue price of RM0.70 per ordinary shares to BGroup and other shareholders of Bermaz. As a result, BAuto became a non-wholly owned subsidiary company of the Group (refer to note 47(3)); and
- (iii) The Group completed the acquisition of one ordinary share of HKD1.00 representing 100% equity interest in AWF Limited ("AWF") for a cash consideration of HKD1.00.

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10. SUBSIDIARY COMPANIES (cont'd)

(a) Acquisition of subsidiary companies (cont'd)

The cost of acquisition comprised the following:

| 2014 Group | HR Owen RM'000 | Acquisition of | | Total RM'000 |
|---|-------------------|-----------------|---------------|-----------------|
| | | BAuto RM'000 | AWF RM'000 | |
| Purchase consideration satisfied by cash in current financial year | 129,196 | – | * | 129,196 |
| Classified from other investments | 2,311 | – | – | 2,311 |
| Fair value adjustments on other investments prior to reclassification to investment in subsidiary company | 13,238 | – | – | 13,238 |
| Total cost of acquisition, representing fair value of the consideration | 144,745 | – | * | 144,745 |

The acquired subsidiary company which qualified as business combinations contributed the following results to the Group:

| 2014 Group | HR Owen RM'000 | Acquisition of | | Total RM'000 |
|----------------------------|-------------------|-----------------|---------------|-----------------|
| | | BAuto RM'000 | AWF RM'000 | |
| Revenue | 783,646 | – | – | 783,646 |
| Profit/(loss) for the year | 9,363 | (914) | – | 8,449 |

The fair values of the assets and liabilities of the acquisitions as the date of acquisition are as follows:

| 2014 Group | HR Owen RM'000 | Acquisition of | | Total RM'000 |
|--|-------------------|-----------------|---------------|-----------------|
| | | BAuto RM'000 | AWF RM'000 | |
| Non-current assets excluding intangible assets | 43,976 | – | 15 | 43,991 |
| Current assets | 317,581 | – | 308 | 317,889 |
| | 361,557 | – | 323 | 361,880 |
| Non-current liabilities | (4,668) | – | – | (4,668) |
| Current liabilities | (295,753) | (1,471) | (555) | (297,779) |
| | (300,421) | (1,471) | (555) | (302,447) |
| Net assets/(liabilities) acquired | 61,136 | (1,471) | (232) | 59,433 |
| Less: Non-controlling interests | (22,210) | 361 | – | (21,849) |
| Group's share of net assets/(liabilities) | 38,926 | (1,110) | (232) | 37,584 |
| Goodwill on acquisition | 105,819 | 1,110 | 232 | 107,161 |
| Total cost of acquisition | 144,745 | – | – | 144,745 |

10. SUBSIDIARY COMPANIES (cont'd)

(a) Acquisition of subsidiary companies (cont'd)

Provisional accounting of acquisition

The fair value adjustments as at 31 October 2013 and the goodwill on acquisition in relation to the acquisition of HR Owen are provisional as the Group is currently undertaking a purchase price allocation exercise to determine the identifiable assets and liabilities, and to identify and measure intangible assets, if any. The goodwill on acquisition is now provisionally estimated to be RM105.8 million. Goodwill arising from this acquisition and any identified intangible assets will be adjusted accordingly on a retrospective basis when the purchase price allocation exercise is finished.

The net cash flows on acquisitions are as follows:

| 2014 Group | HR Owen | Acquisition of | | Total |
|--|-----------|-----------------|---------------|-----------|
| | RM'000 | BAuto RM'000 | AWF RM'000 | RM'000 |
| Purchase consideration satisfied by cash | (131,507) | – | * | (131,507) |
| Cash and cash equivalent of subsidiary companies acquired | 54,078 | – | – | 54,078 |
| | (77,429) | – | – | (77,429) |
| Add: classified from other investments | 2,311 | – | – | 2,311 |
| Net cash outflow on acquisition of a subsidiary companies at the date of acquisition | (75,118) | – | * | (75,118) |

Note:

* Representing about RM0.50.

In the previous financial year, the Group completed the following acquisitions:

- (i) On 9 October 2012, the Group acquired 60% equity interest in Algaetech International Sdn Bhd ("AISB") for a cash consideration of RM1.0 million;
- (ii) On 23 October 2012, the Group acquired 51% equity interest in Mothers en Vogue Sdn Bhd ("MEVSB") for a cash consideration of RM3.21 million;
- (iii) The Group increased its equity interest in BPJ-Berjaya Sdn Bhd ("BPJ-BJY") from 50% to 51% for a cash consideration of RM0.51 million when the Group subscribed for 0.51 million new ordinary shares of RM1.00 each in BPJ-BJY; and
- (iv) On 7 December 2012, Berjaya Food Berhad ("BFood") acquired 100% equity interest in Jollibean Foods Pte Ltd ("JFPL") for a cash consideration of SGD7.5 million (or about RM18.8 million).

The cost of acquisition comprised the following:

| 2013 Group | AISB | Acquisition of | | | Total |
|--|--------|-----------------|-------------------|----------------|--------|
| | RM'000 | MEVSB RM'000 | BPJ-BJY RM'000 | JFPL RM'000 | RM'000 |
| Purchase consideration satisfied by cash | 1,000 | 3,213 | 510 | 18,817 | 23,540 |

Notes to the Financial Statements

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10. SUBSIDIARY COMPANIES (cont'd)

(a) Acquisition of subsidiary companies (cont'd)

The acquired subsidiary companies which qualified as business combinations contributed the following results to the Group in the previous financial year:

| 2013 | Acquisition of | | | | Total |
|----------------------------|----------------|--------|---------|--------|--------|
| | AISB | MEVSB | BPJ-BJY | JFPL | |
| Group | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Revenue | 23 | 3,899 | 6,986 | 15,317 | 26,225 |
| (Loss)/Profit for the year | (1,123) | 130 | (45) | 1,405 | 367 |

The fair values of the identifiable assets and liabilities of the acquisitions as at the date of acquisition were as follows:

| 2013 | Acquisition of | | | | Total |
|--|----------------|---------|---------|--------|---------|
| | AISB | MEVSB | BPJ-BJY | JFPL | |
| Group | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Non-current assets | 1,295 | 406 | 97 | 1,394 | 3,192 |
| Intangible assets | 1,529 | – | – | 7,646 | 9,175 |
| Current assets | 210 | 3,622 | 1,002 | 6,929 | 11,763 |
| | 3,034 | 4,028 | 1,099 | 15,969 | 24,130 |
| Non-current liabilities | – | 27 | – | 409 | 436 |
| Current liabilities | 1,560 | 1,130 | 220 | 3,848 | 6,758 |
| | 1,560 | 1,157 | 220 | 4,257 | 7,194 |
| Fair value of net assets | 1,474 | 2,871 | 879 | 11,712 | 16,936 |
| Less: Non-controlling interests | (590) | (1,408) | (431) | – | (2,429) |
| Group's share of net assets | 884 | 1,463 | 448 | 11,712 | 14,507 |
| Add: Group share of net liabilities accounted for as an associated company | – | – | 61 | – | 61 |
| Goodwill on acquisition | 116 | 1,750 | 1 | 7,105 | 8,972 |
| Total cost of acquisition | 1,000 | 3,213 | 510 | 18,817 | 23,540 |

The net cash flows on acquisitions were as follows:

| 2013 | Acquisition of | | | | Total |
|--|----------------|---------|---------|----------|----------|
| | AISB | MEVSB | BPJ-BJY | JFPL | |
| Group | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Purchase consideration satisfied by cash | (1,000) | (3,213) | (510) | (18,817) | (23,540) |
| Cash and cash equivalent of subsidiary companies acquired | 1 | 2,176 | 1,000 | 2,471 | 5,648 |
| Net cash (outflow)/inflow on acquisition of subsidiary companies | (999) | (1,037) | 490 | (16,346) | (17,892) |

There is no acquisition of subsidiary company subsequent to the financial year end.

10. SUBSIDIARY COMPANIES (cont'd)

(b) Disposal of subsidiary companies

There were no disposals of subsidiary companies with loss of control during the financial year.

In the previous financial year, the Group disposed of its entire 70% equity interest in Berjaya Joy Long Auto Sdn Bhd for a total cash consideration of RM3.5 million on 28 September 2012.

The effects of the disposal on the financial position of the Group as at the end of the previous financial year were disclosed in the Consolidated Statement of Cash Flows, Note (b).

The acquisition, incorporation or disposal of subsidiary companies during the financial year which do not have any material effect on the financial position of the Group and of the Company are not listed above.

(c) Subsidiary companies with material non-controlling interests

The Group regards the non-controlling interests of the following subsidiary companies material to the Group and is set out below. The equity interests held by non-controlling interests are as follows:

| Name | Equity interest held by non-controlling interests | |
|-------------------------------|---|-----------|
| | 2014 % | 2013 % |
| Berjaya Land Berhad ("BLand") | 45.3 | 45.3 |
| BFood | 48.0 | 30.6 |
| BAuto | 32.7 | — |

Summarised financial information of subsidiary companies which have non-controlling interests that are material to the Group is set out below. The summarised financial information presented below is the amount before inter-company elimination and after modified for fair value adjustments arising from business combination.

Certain comparative figures have not been presented for 30 April 2013 by virtue of the exemption given in Appendix C Paragraph C2A of FRS 12, which is effective for annual periods beginning on and after 1 January 2013.

GROUP

| At 30 April 2014 | BLand RM'000 | BFood RM'000 | BAuto RM'000 | Total RM'000 |
|---|-----------------|-----------------|-----------------|-----------------|
| Non-current assets | 10,429,009 | 149,530 | 86,145 | 10,664,684 |
| Current assets | 3,602,273 | 43,310 | 528,052 | 4,173,635 |
| Non-current liabilities | (2,752,364) | (5,151) | (64,864) | (2,822,379) |
| Current liabilities | (2,658,863) | (25,543) | (194,939) | (2,879,345) |
| Net assets | 8,620,055 | 162,146 | 354,394 | 9,136,595 |
| Equity attributable to equity holders of the parent | 3,611,586 | 89,525 | 231,284 | 3,932,395 |
| Non-controlling interests | 5,008,469 | 72,621 | 123,110 | 5,204,200 |
| Total equity | 8,620,055 | 162,146 | 354,394 | 9,136,595 |

Notes to the Financial Statements 30 April 2014

10. SUBSIDIARY COMPANIES (cont'd)

(c) Subsidiary companies with material non-controlling interests (cont'd)

GROUP

| Year ended 30 April 2014 | BLand RM'000 | BFood RM'000 | BAuto RM'000 | Total RM'000 |
|---|-----------------|-----------------|-----------------|-----------------|
| Revenue | 5,021,299 | 150,369 | 1,450,790 | 6,622,458 |
| Profit for the year | 309,013 | 20,113 | 133,848 | 462,974 |
| Other comprehensive income | 154,603 | 524 | (60) | 155,067 |
| Total comprehensive income for the year | 463,616 | 20,637 | 133,788 | 618,041 |
| Profit attributable to: | | | | |
| - Owners of the parent | 58,551 | 13,339 | 103,736 | 175,626 |
| - Non-controlling interests | 250,462 | 6,774 | 30,112 | 287,348 |
| | 309,013 | 20,113 | 133,848 | 462,974 |
| Total comprehensive income attributable to: | | | | |
| - Owners of the parent | 124,032 | 13,605 | 103,713 | 241,350 |
| - Non-controlling interests | 339,584 | 7,032 | 30,075 | 376,691 |
| | 463,616 | 20,637 | 133,788 | 618,041 |
| At 30 April 2014 | | | | |
| Net cash (used in)/generated from: | | | | |
| Operating activities | 142,858 | 10,626 | 85,047 | 238,531 |
| Investing activities | (331,162) | (12,848) | 5,743 | (338,267) |
| Financing activities | 285,504 | 2,015 | (86,544) | 200,975 |
| Net change in cash and cash equivalents | 97,200 | (207) | 4,246 | 101,239 |
| Dividends paid to non-controlling interests | (106,628) | (3,837) | (4,583) | (115,048) |

11. JOINT VENTURES

| | Group | |
|--|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Contributed legal capital/cost of investment | 274,217 | 274,236 |
| Share of post-acquisition reserves | (126,424) | (120,474) |
| Exchange differences | (1,556) | (7,116) |
| | 146,237 | 146,646 |
| Less : Accumulated impairment | (28,644) | (28,644) |
| | 117,593 | 118,002 |

11. JOINT VENTURES (cont'd)

Details of the joint ventures are as follows:

| Name of joint ventures | Country of incorporation | % of ownership interest held by the group | | Principal activities |
|--|-------------------------------|---|------|--|
| | | 2014 | 2013 | |
| Held by Berjaya Leisure (Cayman) Limited | | | | |
| Berjaya-Handico12 Co Ltd | Socialist Republic of Vietnam | 80.0 | 80.0 | Property investment and development. |
| RC Hotel and Resort JV Holdings (BVI) Company Limited | British Virgin Islands | 56.7 | 56.7 | Investment holding. |
| Subsidiary of RC Hotel and Resort JV Holdings (BVI) Company Limited | | | | |
| ENA Hotel Holding Company Pvt Ltd | Republic of Maldives | 80.0 | 80.0 | Developer and operator of a resort hotel with related facilities under Ritz Carlton System on the Ekuhivaru Noonu Atoll, Republic of Maldives. |
| Held by T.P.C. Development Limited | | | | |
| T.P.C. Nghi Tam Village Limited | Socialist Republic of Vietnam | 75.0 | 75.0 | Developer and operator of an international standard five star hotel. |
| Held by Berjaya Hotels & Resorts Vietnam Sdn Bhd | | | | |
| Berjaya Hotay Joint Venture Company Limited ("BHotay") | Socialist Republic of Vietnam | 70.0 | 70.0 | Developer and operator of an international standard five star hotel and provision of related services. |
| Held by Berjaya Food Berhad | | | | |
| Berjaya Starbucks Coffee Company Sdn Bhd ("BStarbucks") | Malaysia | 50.0 | 50.0 | Development and operation of the "Starbucks Coffee" chain of cafes and retail outlets in Malaysia. |

Summarised financial information in respect of the material joint ventures is set out below. The summarised financial information represents the amounts in the financial statements of the joint ventures after modification of fair value adjustments arising from business combination and not the Group's share of those amounts.

Certain comparative figures have not been presented for 30 April 2013 by virtue of the exemption given in Appendix C Paragraph C2A of FRS 12, which is effective for annual financial periods beginning on and after 1 January 2013.

Notes to the Financial Statements

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11. JOINT VENTURES (cont'd)

| GROUP | | | |
|-------------------------|--------------------------|------------------------------|-------------------------|
| At 30 April 2014 | BHotay RM'000 | BStarbucks RM'000 | Total RM'000 |
| Non-current assets | 236,334 | 101,338 | 337,672 |
| Current assets | 5,256 | 86,590 | 91,846 |
| Current liabilities | (17,933) | (68,774) | (86,707) |
| Non-current liabilities | (132,467) | (9,174) | (141,641) |
| Net assets | 91,190 | 109,980 | 201,170 |

The above amounts of assets and liabilities include the following:

| | | | |
|---|-----------|----------|-----------|
| Cash and cash equivalents | 2,296 | 56,984 | 59,280 |
| Current financial liabilities (excluding trade and other payables and provision) | (9,754) | (28,678) | (38,432) |
| Non-current financial liabilities (excluding trade and other payables and provision) | (128,330) | – | (128,330) |

Year ended 30 April 2014

| | | | |
|---|---------|---------|---------|
| Revenue | 49,330 | 301,356 | 350,686 |
| (Loss)/Profit for the year, representing total comprehensive income for the year | (8,125) | 34,978 | 26,853 |

The above (loss)/profit for the year include the following:

| | | | |
|--|--------|--------|--------|
| Depreciation and amortisation | 20,376 | 13,525 | 33,901 |
| Interest income | – | 626 | 626 |
| Finance costs | 3,456 | 2 | 3,458 |
| Dividends received from the joint ventures during the year | – | 3,000 | 3,000 |

Reconciliation of the summarised financial information presented above to the carrying amount of the Group's interest in joint ventures

| GROUP | | | |
|---|--------------------------|------------------------------|-------------------------|
| At 30 April 2014 | BHotay RM'000 | BStarbucks RM'000 | Total RM'000 |
| Net assets at 1 May 2013 | 92,303 | 81,002 | 173,305 |
| (Loss)/Profit for the year, representing total other comprehensive income for the year | (8,125) | 34,978 | 26,853 |
| Dividends paid during the year | – | (6,000) | (6,000) |
| Exchange differences | 7,012 | – | 7,012 |
| Net assets at 30 April 2014 | 91,190 | 109,980 | 201,170 |
| Group's equity interest | 70% | 50% | |
| Interest in joint ventures | 63,833 | 54,990 | 118,823 |
| Realignment to different percentage of share of profits | 3,415 | – | 3,415 |
| Carrying value of Group's interest in joint ventures | 67,248 | 54,990 | 122,238 |

11. JOINT VENTURES (cont'd)

Aggregate information of joint ventures that are not individually material

| GROUP | 2014 |
|---|-----------------|
| | RM'000 |
| The Group's share of loss for the year, representing total comprehensive income | (14,753) |
| Aggregate carrying amount of the Group's interests in these joint ventures | (4,645) |

The Group continues to share further losses of certain joint ventures as it regards the non-current amounts due from these joint ventures as disclosed in Note 12 as part of the Group's net investment in the joint ventures.

12. OTHER LONG TERM RECEIVABLES

| | Group | |
|-----------------------------------|-----------------|---------------|
| | 2014 | 2013 |
| | RM'000 | RM'000 |
| Amounts owing by joint ventures | 505,416 | 440,876 |
| Less: Allowance for doubtful debt | (19,515) | (18,600) |
| | 485,901 | 422,276 |
| Other non-current receivables | 12,969 | 89,112 |
| Sundry receivables | 14,126 | 13,604 |
| | 512,996 | 524,992 |

Amounts owing by joint ventures are unsecured, interest bearing with schedules of repayment ranging from 5 years to 15 years.

Movements in allowance accounts:

| | Group | |
|-------------------------------|---------------|---------------|
| | 2014 | 2013 |
| | RM'000 | RM'000 |
| At beginning of the year | 18,600 | – |
| Charge for the year (Note 34) | 915 | 18,600 |
| At end of year | 19,515 | 18,600 |

Sundry receivables of the Group comprise advance payments made in respect of property development project of the Group's foreign venture.

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12. OTHER LONG TERM RECEIVABLES (cont'd)

The portion of the development expenditure for concession which is covered by minimum guaranteed payments from the grantor of the concession is recognised as other non-current receivables in accordance to IC Interpretation 12. The salient features of the concession are described below:

(i) Linqu Water Supply Project

This is a 30-year concession (expected to expire in September 2036) granted by the People's Government of Linqu County, Shandong Province ("Linqu Government") to Dragon Spring Group (M) Ltd ("DSGM") to acquire, upgrade, operate and maintain the existing water supply facilities in Linqu County, Shandong Province, People's Republic of China based on a build-operate-transfer basis. Linqu Government has authorised Construction Bureau of Linqu County ("CBLinqu") to enter into the concession agreement with DSGM. This concession was then assigned to Dragon Spring Water (Linqu) Co Ltd ("DSWLQ"). DSWLQ supplies the water at a rate which is in accordance to the concession agreement. The charge rate shall be reviewed should there be any increase or decrease in the cost of supplying the water. DSWLQ is obligated to rehabilitate the existing water supply facilities, construction of new treatment facilities and maintain and upgrade the water supply distribution networks. DSWLQ shall transfer the phase 1 of the new water treatment plant to CBLinqu without any further compensation at the end of the concession period.

13. INTANGIBLE ASSETS

| GROUP | | | | | | | |
|--|-----------|---------------|-------------|-------------------|-------------------|-------------------------|-----------|
| | Goodwill | Gaming rights | Trade-marks | Computer software | Concession assets | Other intangible assets | Total |
| 2014 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Net Carrying Amount | | | | | | | |
| At beginning of year | 1,247,615 | 4,653,000 | 32,345 | 2,766 | 109,225 | 5,365 | 6,050,316 |
| Arising from acquisition of subsidiary companies | 107,161 | - | - | - | - | - | 107,161 |
| Arising from acquisition of business operations | 468 | - | - | - | - | - | 468 |
| Additions | - | - | - | 881 | 36,013 | 806 | 37,700 |
| Amortisation for the year | - | - | - | (1,111) | (11,163) | (285) | (12,559) |
| Transfer from property, plant and equipment | - | - | - | - | 87,735 | - | 87,735 |
| Transfer from other long term receivables | - | - | - | - | 81,175 | - | 81,175 |
| Impairment losses | (185,993) | - | - | - | - | (46) | (186,039) |
| Exchange differences | 1,881 | (1,000) | 1,935 | 33 | 12,133 | 108 | 15,090 |
| At end of year | 1,171,132 | 4,652,000 | 34,280 | 2,569 | 315,118 | 5,948 | 6,181,047 |

13. INTANGIBLE ASSETS (cont'd)

GROUP

| | Goodwill | Gaming rights | Trade-marks | Computer software | Con-cession assets | Other intangible assets | Total |
|--|-----------|---------------|-------------|-------------------|--------------------|-------------------------|-----------|
| 2013 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Net Carrying Amount | | | | | | | |
| At beginning of year | 1,234,090 | 4,647,000 | 24,761 | 2,364 | 106,230 | 5,179 | 6,019,624 |
| Arising from acquisition of subsidiary companies | 9,996 | – | 7,646 | – | – | 505 | 18,147 |
| Arising from acquisition of business operations | 2,808 | – | – | – | – | – | 2,808 |
| Additions | – | – | – | 1,309 | 8,370 | 434 | 10,113 |
| Arising from disposal of subsidiary company | (115) | – | – | – | – | – | (115) |
| Amortisation for the year | – | – | – | (914) | (6,543) | (269) | (7,726) |
| Impairment losses | (84) | – | – | – | – | (540) | (624) |
| Exchange differences | 920 | 6,000 | (62) | 7 | 1,168 | 56 | 8,089 |
| At end of year | 1,247,615 | 4,653,000 | 32,345 | 2,766 | 109,225 | 5,365 | 6,050,316 |

GROUP

| | Cost | Accumulated impairment losses | Accumulated amortisation | Net carrying amount |
|-------------------------|-----------|-------------------------------|--------------------------|---------------------|
| As at 30 April 2014 | RM'000 | RM'000 | RM'000 | RM'000 |
| Goodwill | 1,748,887 | (577,755) | – | 1,171,132 |
| Gaming rights | 4,652,000 | – | – | 4,652,000 |
| Trademarks | 68,447 | (13,303) | (20,864) | 34,280 |
| Computer software | 11,110 | – | (8,541) | 2,569 |
| Concession assets | 351,033 | – | (35,915) | 315,118 |
| Other intangible assets | 8,613 | (1,657) | (1,008) | 5,948 |
| | 6,840,090 | (592,715) | (66,328) | 6,181,047 |

GROUP

| | Cost | Accumulated impairment losses | Accumulated amortisation | Net carrying amount |
|-------------------------|-----------|-------------------------------|--------------------------|---------------------|
| As at 30 April 2013 | RM'000 | RM'000 | RM'000 | RM'000 |
| Goodwill | 1,639,377 | (391,762) | – | 1,247,615 |
| Gaming rights | 4,653,000 | – | – | 4,653,000 |
| Trademarks | 64,458 | (12,608) | (19,505) | 32,345 |
| Computer software | 10,023 | – | (7,257) | 2,766 |
| Concession assets | 119,876 | – | (10,651) | 109,225 |
| Other intangible assets | 8,207 | (2,089) | (753) | 5,365 |
| | 6,494,941 | (406,459) | (38,166) | 6,050,316 |

Notes to the Financial Statements

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13. INTANGIBLE ASSETS (cont'd)

(a) Acquisition of business operations

During the year, the Group acquired pharmacy businesses for a total cash consideration of RM575,000 (2013: RM4,187,000). The acquired pharmacy businesses were then merged with the retail business of some of Cosway (M) Sdn Bhd's outlets. As such, it is not possible to separately identify the revenue and profit contributions of the acquired pharmacy businesses.

The assets arising from the acquisition are as follows:

| Group | 2014 | 2013 |
|---|--------|--------|
| | RM'000 | RM'000 |
| Inventories, representing the net assets acquired | 107 | 1,379 |
| Goodwill | 468 | 2,808 |
| Total cost and cash outflow of the acquisitions | 575 | 4,187 |

(b) Service concession arrangements

The development expenditure for service concession arrangements which are not covered by a contractual guarantee from the grantor of the concessions were recognised as intangible assets in accordance to IC Interpretation 12. These portions of development expenditure represent the rights to charge users of the public service. The salient features of the concessions are described as below:

(i) Bainikeng Sanitary Landfill Project

This is a 28-year concession (expected to expire in April 2040) granted to the Company to build, operate and maintain a sanitary landfill in the Sanshui County, Guangdong Province, People's Republic of China on a build-operate-transfer basis. This concession has been assigned to Berjaya Environmental Engineering (Foshan) Co. Ltd ("BEE"), a wholly owned subsidiary company of the Company, to operate. The concession grants the rights to BEE to receive waste supplied by The Construction Bureau of Sanshui District, Foshan City ("CBSanshui") and in return to collect tipping fee at a rate in accordance with the concession agreement. BEE is obligated to construct the cells of the landfill and a leachate treatment plant, and the construction of the required cells and the leachate treatment plant has been completed. The concession shall be automatically extended after the expiration of the 28 years until the landfill capacity is completely exhausted but, the total concession period shall not exceed 30 years. However, if the landfill capacity is exhausted before the expiration of the 28 years, then the concession shall automatically end with the exhaustion of the landfill capacity. Upon the termination of the concession, BEE shall transfer the project to CBSanshui without any further compensation.

(ii) Jinben Wastewater Treatment Plant Project

This is a 25-year concession (expected to expire in June 2037) granted to the Company to build, operate and maintain the Jinben Wastewater Treatment Plant Project in the Sanshui County, Guangdong Province, People's Republic of China on a build-operate-transfer basis. This concession was granted by Xinan Public Asset Investment Co Ltd ("XPAI") and it has been assigned to Berjaya Green Resources Environmental Engineering (Foshan) Co. Ltd ("BGREE"), a wholly owned subsidiary company of the Company, to operate. The concession grants the rights to BGREE to treat wastewater and BGREE is entitled to charge XPAI for the service based on the volume of wastewater treated at the plant at a rate in accordance with the concession agreement. The charge rate is subject to review every two years. BGREE is obligated to construct the treatment plant and it is in the process of constructing it. The plant is expected to be completed by September 2014. BGREE shall transfer the project to XPAI without any further compensation at the end of the concession period.

13. INTANGIBLE ASSETS (cont'd)

(b) Service concession arrangements (cont'd)

(iii) Tianchang Water Supply Project

This is a 30-year concession (expected to expire in December 2036) granted by the People's Government of Tianchang City ("Tianchang Government") to Dragon Spring Water Services Ltd ("DSWS") to acquire, upgrade, develop and maintain the existing water supply facilities in Tianchang City, Anhui Province, People's Republic of China based on a build-operate-transfer basis. Tianchang Government has authorised Tianchang Construction Bureau ("TianchangCB") to enter into the concession agreement with DSWS. This concession was then assigned to Dragon Spring Water (Tianchang) Co Ltd ("DSWTC"). DSWTC supplies the water at a rate which is in accordance to the concession agreement. The charge rate shall be reviewed should there be any increase or decrease in the cost of supplying the water. DSWTC is obligated to improve the water supply distribution networks, maintain the normal operation of water supply and piping networks and the construction of a surface water plant. DSWTC shall transfer the project to TianchangCB at a transfer price, which will be assessed at that time by accounting firms appointed by the parties, at the end of the concession period.

(iv) Taiwen Sewage Treatment Plant Project

This is a 25-year concession (expected to expire in February 2037) granted by the Taian City Daiyue People's Government ("Daiyue Government") to DSGM to design, construct and operate a sewage treatment plant in Daiyue district, Taian Municipality, Shandong Province, People's Republic of China based on a build-operate-transfer basis. Daiyue Government has authorised Taian Dawenkou Gypsum Industrial Park Management Committee ("TaianMC") to enter into the concession agreement with DSGM. This concession was then assigned to Dragon Spring Water (Taian) Co Ltd ("DSWTA"). DSWTA will charge TaianMC a sewage treatment service fee based on the volume of water treated at a rate in accordance to the concession agreement. The charge rate is subject to review every two years. DSWTA is obligated to design and construct the sewage treatment plant and to manage the operation of the plant. DSWTA shall transfer the project to TaianMC without any further compensation at the end of the concession period.

(v) Bukit Tagar Sanitary Landfill Project

This is a 6-year concession, automatically renewable over 5 terms of 6 years each (the last term expiring in January 2044) granted to KUB-Berjaya Enviro Sdn Bhd ("KBE"), a 60% owned subsidiary company of Berjaya Group Berhad, on a build, operate, and transfer basis. KBE will design, build, operate and maintain the Bukit Tagar Sanitary Landfill which is located at Mukim Sg. Tinggi, Hulu Selangor District in the State of Selangor. The concession grants the rights to KBE to receive waste from Dewan Bandaraya Kuala Lumpur ("DBKL") and in return to collect tipping fee in accordance to the concession agreement. The tipping fee is determined on phase-to-phase basis. Upon the termination of the concession, KBE shall transfer the project to DBKL without any further compensation.

(vi) Landfill Gas Utilisation Project

This is a concession whereby KUB-Berjaya Energy Sdn Bhd, a wholly owned subsidiary company of KBE, generates electricity from biogas recovered from the Bukit Tagar Sanitary Landfill and solar source, and sells it to the national grid under the 'Feed-in-Tariff' ("FIT") scheme. This is achieved through:

- a renewable energy power purchase agreement ("REPPA") with Tenaga Nasional Berhad ("TNB") for the sale of 1.0 MW renewable energy under FIT for a duration of 16 years (expiring in June 2028) at the agreed rate of RM0.42/kWh;
- a REPPA with TNB for the sale of 3.0 MW renewable energy source under FIT for a duration of 16 years (expiring in December 2030) at the agreed rate of RM0.42/kWh; and
- a REPPA with TNB for the sale of 0.125kWh solar power under FIT for a duration of 21 years (expiring in December 2035) at the agreed rate of RM1.0488/kWh.

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13. INTANGIBLE ASSETS (cont'd)

- (c) Impairment test on gaming rights and goodwill

Allocation of gaming rights

Gaming rights are allocated solely to the Group's toto betting operations in Malaysia and the leasing of lottery equipment in the Philippines.

Allocation of goodwill

Goodwill has been allocated to the Group's CGU identified according to business segments as follows:

| | Group | |
|---|------------------|------------------|
| | 2014 RM'000 | 2013 RM'000 |
| Financial services | 47,165 | 47,165 |
| Gaming and related activities | 565,543 | 565,464 |
| Property investment and development | 264,366 | 264,208 |
| Hotels and resorts | 65,723 | 65,709 |
| Restaurants | 8,362 | 8,362 |
| Marketing of consumer products and services | 219,966 | 296,700 |
| Multiple units without significant goodwill | 7 | 7 |
| | 1,171,132 | 1,247,615 |

Key assumptions used in VIU calculation and fair values less costs to sell of CGUs

The recoverable amount of a CGU is determined based on the higher of VIU or fair value less costs to sell if available of the respective CGUs. VIU is calculated using cash flow projections based on financial budgets covering a five-year period except for the gaming and related activities segment which use cash flow projections covering a ten-year period. Fair values less costs to sell are estimated based on the best information available in an active market to reflect the amount obtainable in an arm's length transaction, less costs of disposal.

The following describes each key assumption on which management based its cash flow projections for VIU calculations or fair values less costs to sell of CGUs to undertake impairment test of goodwill:

- (i) Budgeted gross margins

The bases used to determine the values assigned to the budgeted gross margins are the average gross margins achieved in the year immediately before the budgeted year adjusted for expected efficiency improvements, market and economic conditions, internal resource efficiency and the expected stages of completion of property development projects, where applicable. For the financial services segment, the projections are also based on the assumption that there are no major changes to the premium and commission rates of stockbroking subsidiary companies.

- (ii) Growth rates

The weighted average growth rates used ranges between 0.90% to 5.60% (2013: 3.80% to 6.60%) are consistent with the long-term average growth rates for relevant industries.

- (iii) Discount rates

The discount rates used for identified CGUs reflect the specific risks relating to the relevant business segments. The significant post-tax discount rates, applied to post-tax cash flows, used for identified CGUs are in the range of 5.30% to 14.66% (2013: 5.50% to 15.32%).

13. INTANGIBLE ASSETS (cont'd)

(c) Impairment test on gaming rights and goodwill (cont'd)

(iv) Terminal growth rates

Terminal growth rates used for identified CGUs are based on the average anticipated growth rate of the respective economies. The significant terminal growth rates used for identified CGUs are in the range of 2.5% to 3.0% (2013: 2% to 3%).

(v) Fair values less costs to sell

The fair values are estimated based on observable market prices of recent transactions of similar assets within the same industry and similar locations.

Sensitivity to changes in assumptions

The directors believe that no reasonably possible change in any of the above key assumptions would cause the carrying values of the CGUs to materially exceed their recoverable amounts except for the possible changes in revenue growth rate, the weighted average cost of capital ("WACC") or the terminal growth rate used to determine the discount rate for the Malaysian toto betting operations due to the unanticipated regulatory and economic changes. Should the annual revenue growth rate decrease to a constant 3.0% or the WACC increase by less than 1% or the terminal rate decrease by less than 1%, the recoverable amount of the Malaysian toto betting operations' CGU would be reduced to its carrying amount.

As for the Philippines leasing of lottery equipment operations, the achievability of VIU would be dependent on the successful renewal of the ELA in August 2015 for which the Group is confident of.

Goodwill impaired during the year

During the current financial year, the Group impaired goodwill amounting to RM185,993,000, mainly from the marketing of consumer products business segment. Goodwill arising from this segment is impaired as the recoverable amount of the CGU, which is determined based on cash flow projections, is lower than its carrying amount. The projected cash flows of this CGU have been revised downwards as marketing initiatives launched in certain countries were below expectations.

(d) Impairment testing on trademarks

Key assumptions used in VIU calculation

The recoverable amount of a CGU is determined based on the VIUs calculation using:

- (i) Cash flow projections for the estimated savings on royalties based on financial budgets covering a five-year period.
- (ii) Cash flow projections from financial budgets approved by management covering a five-year period.

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13. INTANGIBLE ASSETS (cont'd)

(d) Impairment testing on trademarks (cont'd)

The key assumptions used for VIU calculations are:

(i) Estimated royalty rate

The estimated royalty rate is determined by referring to other royalty rates in similar businesses.

(ii) Growth rate

The growth rate used ranges between 2% to 3% (2013: 2% to 3%).

(iii) Discount rate

The discount rates used for identified CGUs reflect the specific risks relating to the relevant business segments. The significant post-tax discount rates, applied to post-tax cash flows, used for identified CGUs are in the range of 14.01% to 14.93% (2013: 14.93% to 15.32%).

Sensitivity to changes in assumptions

Management believes that no reasonably possible change in any of the above key assumptions would cause the carrying values of the CGUs to materially exceed their recoverable amounts.

14. DEVELOPMENT PROPERTIES

| | Group | |
|---|------------------|------------------|
| | 2014 RM'000 | 2013 RM'000 |
| At cost: | | |
| At beginning of year: | | |
| - freehold land | 222,033 | 145,540 |
| - long leasehold land | 13,308 | 14,532 |
| - land use rights | 21,553 | 163,461 |
| - development costs | 1,053,019 | 835,237 |
| | 1,309,913 | 1,158,770 |
| Costs incurred during the year: | | |
| - long leasehold land | 461,742 | 81,882 |
| - development costs | 822,213 | 441,570 |
| | 1,283,955 | 523,452 |
| Costs recognised in profit or loss: | | |
| At beginning of year | (275,251) | (277,025) |
| Recognised during the year | (345,565) | (162,045) |
| Elimination due to completion of projects | - | 163,819 |
| At end of year | (620,816) | (275,251) |

14. DEVELOPMENT PROPERTIES (cont'd)

| | Group | |
|---|------------------|------------------|
| | 2014 RM'000 | 2013 RM'000 |
| Transfers/Adjustments during the year: | | |
| - from/(to) land held for development (Note 8) | 211,229 | (201,283) |
| - to inventories | (1,272) | (14,309) |
| - to property, plant and equipment (Note 3) | (293,470) | - |
| - others | - | (417) |
| | <u>(83,513)</u> | <u>(216,009)</u> |
| Exchange differences | <u>31,186</u> | <u>7,723</u> |
| Costs eliminated during the year due to completion of projects: | | |
| - freehold land | - | (4,606) |
| - long leasehold land | - | (1,153) |
| - land use rights | - | (856) |
| - development costs | - | (157,408) |
| | <u>-</u> | <u>(164,023)</u> |
| Accumulated impairment losses: | | |
| At beginning of year | (22,094) | (13,150) |
| Impairment for the year | - | (9,148) |
| Written off | - | 204 |
| At end of year | <u>(22,094)</u> | <u>(22,094)</u> |
| Carrying value at end of year | <u>1,898,631</u> | <u>1,012,568</u> |

Included in development expenditure is interest capitalised for the year of RM17,152,000 (2013: RM4,607,000).

During the current financial year, the Group recognised an impairment loss of RM Nil (2013: RM9,148,000) on a certain parcel of land due to uncertainties relating to development project as disclosed in Note 34(c)(ii).

Development properties with carrying value of RM674,709,000 (2013: RM262,536,000) have been pledged to financial institutions for credit facilities granted to certain subsidiary companies.

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15. INVENTORIES

| | Group | |
|---|------------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| At cost: | | |
| Raw materials | 13,128 | 12,582 |
| Work-in-progress | 7,227 | 6,379 |
| Finished goods and inventories for resale | 810,855 | 543,518 |
| Property inventories | 175,376 | 185,323 |
| Gaming equipment components and parts | 1,490 | 1,706 |
| Stores and consumables | 27,529 | 22,918 |
| Ticket inventories | 3,307 | 3,692 |
| | 1,038,912 | 776,118 |
| At net realisable value: | | |
| Raw materials | 4,676 | 8,699 |
| Work-in-progress | 42 | 100 |
| Finished goods and inventories for resale | 69,222 | 86,628 |
| Property inventories | 960 | 960 |
| Trading account securities | 503 | 455 |
| Stores and consumables | 2,005 | 1,375 |
| Gaming equipment components and parts | 101 | – |
| | 77,509 | 98,217 |
| | 1,116,421 | 874,335 |

Trading account securities, which principally represent investment in shares quoted in Malaysia, have a market value as at 30 April 2014 of RM503,000 (2013: RM455,000).

Property inventories with carrying value of RM57,671,000 (2013: RM71,054,000) have been pledged to financial institutions for credit facilities granted to certain subsidiary companies.

The cost of inventories recognised as an expense during the financial year in the Group amounted to RM2,736,418,000 (2013: RM1,716,772,000).

16. TRADE AND OTHER RECEIVABLES

| | Group | | Company | |
|---------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Trade receivables | | | | |
| Money lending receivables | 118 | 173 | – | – |
| Other trade receivables | 555,675 | 838,194 | – | – |
| Leasing receivables | 120 | 430 | – | – |
| Unearned carrying charges | – | (4) | – | – |
| | 120 | 426 | – | – |

16. TRADE AND OTHER RECEIVABLES (cont'd)

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Hire purchase receivables | 54,043 | 57,379 | – | – |
| Unearned carrying charges | (4,298) | (4,327) | – | – |
| | 49,745 | 53,052 | – | – |
| | 605,658 | 891,845 | – | – |
| Interest in suspense | (957) | (1,043) | – | – |
| Less: Allowance for impairment | (52,481) | (54,848) | – | – |
| Trade receivables, net | 552,220 | 835,954 | – | – |
| Other receivables | | | | |
| Sundry receivables | 406,663 | 364,196 | 37 | 1,755 |
| Refundable deposits | 117,192 | 104,775 | 3 | 1 |
| Amounts due | | | | |
| from subsidiary companies | – | – | 4,560,072 | 4,216,078 |
| Amounts due | | | | |
| from associated companies | 82,292 | 99,053 | – | – |
| | 606,147 | 568,024 | 4,560,112 | 4,217,834 |
| Less: Allowance for impairment | (204,012) | (206,545) | – | – |
| | 402,135 | 361,479 | 4,560,112 | 4,217,834 |
| Other current assets | | | | |
| Sundry receivables | 46,192 | 41,948 | – | – |
| Prepayments | 198,418 | 136,677 | 375 | 3,826 |
| Deposits for acquisition of assets | 7,020 | 72,917 | – | – |
| Accrued billings in respect of property development costs/property sales | 56,258 | 123,881 | – | – |
| | 307,888 | 375,423 | 375 | 3,826 |
| | 1,262,243 | 1,572,856 | 4,560,487 | 4,221,660 |

The hire purchase and leasing receivables are summarised as follows:

| | Group | | | |
|----------------------------------|-------------------------------------|--|-------------------------------------|--|
| | 2014 | | 2013 | |
| | Minimum lease receivables RM'000 | Present value of receivables RM'000 | Minimum lease receivables RM'000 | Present value of receivables RM'000 |
| Receivables | | | | |
| - within one year | 29,227 | 26,785 | 32,870 | 30,646 |
| - between one year to five years | 24,936 | 23,080 | 24,939 | 22,832 |
| | 54,163 | 49,865 | 57,809 | 53,478 |
| Less: Unearned interest | (4,298) | – | (4,331) | – |
| | 49,865 | 49,865 | 53,478 | 53,478 |

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16. TRADE AND OTHER RECEIVABLES (cont'd)

The Group's normal credit terms are as follows:

| | |
|---|--|
| - Non-margin clients and brokers | 3 market days in accordance with the Bursa Malaysia Fixed Delivery and Settlement System ("FDSS") trading rules. |
| - Clients margin call future contracts | 3 market days in accordance with the Bursa Malaysia Derivatives Berhad guidelines. |
| - Hire purchase and leasing receivables | 24 months to 60 months. |
| - Money lending, share and club financing receivables | 12 months to 84 months. |
| - Other trade receivables | 1 day to 90 days. |

The credit terms for other trade receivables are assessed and approved on a case-by-case basis.

The Group has no significant concentration of credit risk that may arise from exposure to a single debtor or to groups of trade receivables. The Company has no significant concentration of credit risk that may arise from exposure to a single debtor or to groups of receivables except for the amounts due from subsidiary companies.

(a) Trade receivables

Ageing analysis of trade receivables

The ageing analysis of the Group's trade receivables is as follows:

| | Group | |
|---|----------------|----------------|
| | 2014 | 2013 |
| | RM'000 | RM'000 |
| Neither past due nor impaired | 340,756 | 590,804 |
| 1 to 30 days past due not impaired | 153,380 | 175,636 |
| 31 to 60 days past due not impaired | 14,525 | 10,831 |
| 61 to 90 days past due not impaired | 7,241 | 11,060 |
| More than 90 days past due not impaired | 35,458 | 47,416 |
| | 210,604 | 244,943 |
| Impaired | 54,298 | 56,098 |
| | 605,658 | 891,845 |

Receivables that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

Receivables that are past due but not impaired

The Group has trade receivables amounting to RM210,604,000 (2013: RM244,943,000) that are past due at the reporting date but not impaired. This includes mainly trade receivables past due for technical or strategic reasons and there is no concern on the credit worthiness of the counter parties and the recoverability of these debts.

16. TRADE AND OTHER RECEIVABLES (cont'd)

(a) Trade receivables (cont'd)

Receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the movement of the allowance accounts used to record the impairment are as follows:

| | Group | |
|-------------------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Trade receivables - nominal amounts | 54,298 | 56,098 |
| Less: Allowance for impairment | (52,481) | (54,848) |
| | 1,817 | 1,250 |

Movement in allowance accounts:

| | Group | |
|-------------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 54,848 | 51,937 |
| Charge for the year (Note 34) | 3,280 | 6,457 |
| Reversal of impairment loss | (3,069) | (1,314) |
| Written off | (2,672) | (2,482) |
| Exchange differences | 94 | 250 |
| At end of year | 52,481 | 54,848 |

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

(b) Other receivables

Movements in allowance accounts:

| | Group | |
|--|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 206,545 | 205,102 |
| Charge for the year (Note 34) | 977 | 4,911 |
| Reversal of impairment loss | (3,718) | (2,694) |
| Arising from acquisition of a subsidiary company | - | 7 |
| Written off | (138) | (709) |
| Exchange differences | 346 | (72) |
| At end of year | 204,012 | 206,545 |

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16. TRADE AND OTHER RECEIVABLES (cont'd)

(b) Other receivables (cont'd)

Included in sundry receivables is an amount of approximately RM8.7 million (2013: RM8.7 million) paid for certain theme park equipment whereby the construction of the theme park has been deferred indefinitely. Provision for doubtful debts of RM8.7 million (2013: RM8.7 million) has been made for this amount.

Included in sundry receivables of the Group in the current financial year is an advance made by a foreign subsidiary company for property investments venture amounting to RM40,322,000 (2013: RM34,647,000). The advance is payable on demand and subject to interest.

The amounts due from subsidiary companies are unsecured and repayable on demand. Amounts totalling RM406,513,000 (2013: RM573,196,000) bear interest.

The amounts due from associated companies are mainly interest-bearing, unsecured and repayable on demand.

(c) Other current assets

Sundry receivables of the Group comprise advance payments of RM31,966,000 (2013: RM31,966,000) made in respect of property development project of the Group's foreign venture.

Included in prepayments of the Group is the current portion of prepaid land lease premium of RM21,000 (2013: RM21,000).

Included in deposits for acquisition of assets of the Group are:

- (i) an amount of RM2,634,000 (2013: RM2,447,000) paid in respect of acquisition of aircraft by a subsidiary company; and
- (ii) an amount of RM3,958,000 (2013: RM23,054,000) paid in respect of acquisition of properties by foreign subsidiary companies.

Included in deposits for acquisition of assets of the Group in the previous financial year was an amount of RM47,416,000 paid in respect of acquisition of properties by subsidiary company. This acquisition was completed in the current financial year and the amount has been duly transferred to property development costs.

17. SHORT TERM INVESTMENTS

| | Group | |
|---|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Unit trust funds in Malaysia, at fair value | 6,341 | 15,904 |
| Unquoted securities outside Malaysia, at cost | - | 3,771 |
| | 6,341 | 19,675 |

Unit trust funds in Malaysia mainly represent investments made out of monies held in sinking funds and trust accounts for the operations of recreation clubs.

18. DEPOSITS WITH FINANCIAL INSTITUTIONS

| | Group | | | Company | |
|------------------------------|----------------|----------------|------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2012 RM'000 | 2014 RM'000 | 2013 RM'000 |
| | (Restated) | (Restated) | | | |
| Deposits with: | | | | | |
| Licensed banks | 598,949 | 625,461 | 1,215,966 | – | 2,854 |
| Other financial institutions | 125,638 | 83,003 | 84,268 | – | – |
| | 724,587 | 708,464 | 1,300,234 | – | 2,854 |

Included in deposits of the Group are remisers' deposits held in trust of RM13,744,000 (2013: RM12,306,000).

Included in Group's deposits are monies held in debt service reserve accounts amounting to RM22,990,000 (2013: RM13,199,000).

Deposits with financial institutions amounting to RM101,634,000 (2013: RM52,691,000) of the Group are pledged to various financial institutions for credit facilities granted to certain subsidiary companies. An amount of RM26,743,000 (2013: RM Nil) included in the deposits pledged of the Group is restricted in usage and does not form part of cash and cash equivalents.

The range of interest rates per annum of deposits as at reporting date was as follows:

| | Group | | Company | |
|------------------------------|-------------|-------------|-----------|-----------|
| | 2014 % | 2013 % | 2014 % | 2013 % |
| Licensed banks | 0.01 – 7.20 | 0.01 – 7.20 | – | 3.02 |
| Other financial institutions | 0.04 – 3.03 | 0.40 – 2.99 | – | – |

The range of maturities of deposits as at reporting date was as follows:

| | Group | | Company | |
|------------------------------|--------------|--------------|--------------|--------------|
| | 2014 Days | 2013 Days | 2014 Days | 2013 Days |
| Licensed banks | 1 – 1,095 | 1 – 90 | – | 21 – 84 |
| Other financial institutions | 7 – 155 | 4 – 7 | – | – |

19. CASH AND BANK BALANCES

| | Group | | | Company | |
|------------------------|----------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2012 RM'000 | 2014 RM'000 | 2013 RM'000 |
| | (Restated) | (Restated) | | | |
| Cash and bank balances | 761,066 | 519,616 | 519,690 | 3,105 | 458 |
| Cash funds | 153,470 | 25,931 | 38,233 | – | – |
| | 914,536 | 545,547 | 557,923 | 3,105 | 458 |

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19. CASH AND BANK BALANCES (cont'd)

Included in cash and bank balances of the Group are:

- (i) amounts totalling RM150,831,000 (2013: RM73,028,000) held pursuant to Section 7A of the Housing Developers (Control and Licensing) Act, 1966;
- (ii) remisiers' deposits of RM710,000 (2013: RM337,000) held in trust;
- (iii) monies held in debt service reserve accounts amounting to RM22,963,000 (2013: RM12,392,000) and RM2,545,000 (2013: RM430); and
- (iv) amounts totalling RM124,524,000 (2013: RM Nil) held as security pledged for credit facilities granted to foreign subsidiary companies of the Group. An amount of RM106,943,000 (2013: RM Nil) included in the cash and bank balances pledged of the Group is restricted in usage and does not form part of cash and cash equivalents.

20. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

In the current financial year, the Group has determined the following as assets classified as held for sale as it has entered into negotiations with potential purchasers to dispose of these assets:

- (i) 2 blocks of 5-storey building amounting to RM10,000,000 (previously classified as investment properties);
- (ii) shop and bungalow lots amounting to RM2,315,000 (previously classified as investment properties); and
- (iii) apartment units amounting to RM1,216,000 (previously classified as property, plant and equipment).

As at the date of these financial statements, these disposals are pending completion as certain terms and conditions in the respective sales and purchase agreements are still unfulfilled.

The assets classified as held for sale in the previous financial year relates to the disposal of a hotel located in Singapore by a subsidiary company. The disposal was completed during the current financial year.

21. SHARE CAPITAL

| | Group and Company | | | |
|--|-------------------|------------|-------------------|------------|
| | Number of shares | | Share capital | |
| | 2014 | 2013 | 2014 | 2013 |
| | '000 | '000 | RM'000 | RM'000 |
| Ordinary shares of RM1.00 each | | | | |
| Authorised: | | | | |
| At end of year | 12,000,000 | 12,000,000 | 12,000,000 | 12,000,000 |
| Issued and fully paid: | | | | |
| At beginning of year | 4,294,836 | 4,269,224 | 4,294,836 | 4,269,224 |
| Arising from conversion of BCorp ICULS | | | | |
| - by cash option (Note) | 8 | 20,500 | 8 | 20,500 |
| - by surrender option (Note) | 5,781 | 5,112 | 5,781 | 5,112 |
| Warrants exercised | 23 | — | 23 | — |
| At end of year | 4,300,648 | 4,294,836 | 4,300,648 | 4,294,836 |

The holders of ordinary shares (other than treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All the ordinary shares (other than treasury shares) rank equally with regard to the Company's residual assets.

21. SHARE CAPITAL (cont'd)

Note:

The conversion of BCorp ICULS 1 with a nominal value of RM0.50 each can be effected by way of the cash option, whereby one unit of BCorp ICULS 1 is tendered together with cash payment of RM0.50 for one new share of the Company, or the surrender option, whereby two units of BCorp ICULS 1 are tendered for one new share of the Company. The conversion of BCorp ICULS 2, with a nominal value of RM1.00 each, can only be effected by the surrender option, whereby one unit of BCorp ICULS 2 is tendered for one new share of the Company.

22. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS

Equity Instrument

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| 0% Irredeemable Convertible Unsecured Loan Stocks October 2005/2015 (Note a) | 168,704 | 174,342 | 321,948 | 327,586 |
| 5% Irredeemable Convertible Unsecured Loan Stocks April 2012/2022 (Note b) | 273,713 | 273,771 | 273,713 | 273,771 |
| 5% Irredeemable Convertible Unsecured Loan Stocks November 2012/2017 (Note c) | – | 709 | – | 709 |
| | 442,417 | 448,822 | 595,661 | 602,066 |

Notes:

(a) 0% Irredeemable Convertible Unsecured Loan Stocks October 2005/2015

The BCorp ICULS 1 at nominal value of RM0.50 each were constituted by a Trust Deed dated 28 October 2005 made between the Company and the Trustee for the holders of the BCorp ICULS 1. The main features of BCorp ICULS 1 are as follows:

- The BCorp ICULS 1 shall be convertible into ordinary shares of the Company during the period from 1 November 2005 to the maturity date on 30 October 2015 by surrendering two RM0.50 nominal value of BCorp ICULS 1 for one share of the Company or one RM0.50 nominal value of BCorp ICULS 1 plus RM0.50 in cash for every new ordinary share of RM1.00 each.
- Upon conversion of the BCorp ICULS 1 into new ordinary shares, such shares shall rank pari passu in all respects with the ordinary shares of the Company in issue at the time of conversion except that they shall not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the BCorp ICULS 1 are converted or any interim dividend declared prior to the date of conversion of the BCorp ICULS 1.

The BCorp ICULS 1 were issued pursuant to a debt restructuring exercise in the financial year ended 30 April 2006. The Company and Juara Sejati Sdn Bhd ("JSSB"), a wholly owned subsidiary company of BGroup, entered into a put and call option arrangement with AmBank Group for approximately 1,125.4 million units of BCorp ICULS 1 on 18 October 2005 whereby AmBank Group are granted a put option to sell approximately 172.3 million units of BCorp ICULS 1 to the Company and 953.1 million units of BCorp ICULS 1 to JSSB according to exercise periods of the options as specified in the option agreements with AmBank Group. In the financial year ended 30 April 2010, the Company and JSSB exercised their call options on the remaining outstanding BCorp ICULS 1, which were under the put and call option arrangement, and consequently, there are no more BCorp ICULS 1 that are classified as liability instruments.

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22. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (cont'd)

(a) 0% Irredeemable Convertible Unsecured Loan Stocks October 2005/2015 (cont'd)

The features of the BCorp ICULS 1 allow it to be classified entirely as equity in accordance with the provisions of FRS 132: Financial Instruments: Disclosure and Presentation.

During the financial year,

- 11,275,000 (2013: 22,106,000) BCorp ICULS 1 were converted into ordinary shares of the Company;
- no (2013: 4,000,000) BCorp ICULS 1 was bought back from third parties by a subsidiary company of the Group.

The outstanding BCorp ICULS 1 as at 30 April 2014 was 337,409,000 (2013: 348,684,000) units at Group level and 643,897,000 (2013: 655,172,000) units at Company level.

BCorp ICULS 1 – Equity Component Movement

| | Group | | Company | |
|--------------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 174,342 | 187,395 | 327,586 | 338,639 |
| Buyback of BCorp ICULS 1 | – | (2,000) | – | – |
| Converted into shares of the Company | | | | |
| - by cash option | (4) | (10,250) | (4) | (10,250) |
| - by surrender option | (5,634) | (803) | (5,634) | (803) |
| At end of year | 168,704 | 174,342 | 321,948 | 327,586 |

(b) 5% Irredeemable Convertible Unsecured Loan Stocks April 2012/2022

The BCorp ICULS 2 at nominal value of RM1.00 each were constituted by a Trust Deed dated 9 April 2012 made between the Company and the Trustee for the holders of the BCorp ICULS 2. The main features of BCorp ICULS 2 are as follows:

- The BCorp ICULS 2 shall be convertible into ordinary shares of the Company during the period from 26 April 2012 to the maturity date on 25 April 2022 by surrendering one RM1.00 nominal value of BCorp ICULS 2 for one new ordinary share of the Company.
- Upon conversion of the BCorp ICULS 2 into new ordinary shares, such shares shall rank pari passu in all respects with the ordinary shares of the Company in issue at the time of conversion except that they shall not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the BCorp ICULS 2 are converted or any interim dividend declared prior to the date of conversion of the BCorp ICULS 2.
- The interest on the BCorp ICULS 2 is payable semi-annually in arrears.

In the financial year ended 30 April 2012, 700,109,520 BCorp ICULS 2 were issued pursuant to a renounceable rights issue on the basis of one BCorp ICULS 2 with free detachable warrants for every six existing ordinary shares of RM1.00 each held at an issue price of RM1.00 on 26 April 2012. The BCorp ICULS 2 were listed on Bursa Malaysia on 26 April 2012.

During the financial year, 148,000 (2013: 4,309,000) BCorp ICULS 2 were converted into ordinary shares of the Company.

22. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (cont'd)

(b) 5% Irredeemable Convertible Unsecured Loan Stocks April 2012/2022 (cont'd)

The outstanding BCorp ICULS 2 as at 30 April 2014 was 695,585,000 (2013: 695,733,000) units at the Group and Company levels.

BCorp ICULS 2 – Equity Component Movement

| | Group | | Company | |
|--------------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 273,771 | 275,466 | 273,771 | 275,466 |
| Deferred tax effects | | | | |
| - on conversion | 5 | 150 | 5 | 150 |
| Converted into shares of the Company | | | | |
| - by surrender option | (63) | (1,845) | (63) | (1,845) |
| At end of year | 273,713 | 273,771 | 273,713 | 273,771 |

(c) 5% Irredeemable Convertible Unsecured Loan Stocks November 2012/2017

The BCorp ICULS 3 at nominal value of RM1.00 each were constituted by a Trust Deed dated 8 November 2012 made between the Company and the Trustee for the holders of the BCorp ICULS 3. The main features of BCorp ICULS 3 are as follows:

- The BCorp ICULS 3 shall be convertible into ordinary shares of the Company during the period from 22 November 2012 to the maturity date on 21 November 2017 by surrendering one RM1.00 nominal value of BCorp ICULS 3 for one new ordinary share of the Company.
- Upon conversion of the BCorp ICULS 3 into new ordinary shares, such shares shall rank pari passu in all respects with the ordinary shares of the Company in issue at the time of conversion except that they shall not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the BCorp ICULS 3 are converted or any interim dividend declared prior to the date of conversion of the BCorp ICULS 3.
- The interest on the BCorp ICULS 3 is payable semi-annually in arrears.

In the financial year ended 30 April 2013, 170.0 million BCorp ICULS 3 together with 170.0 million free detachable warrants were issued at its nominal value to settle the purchase consideration of RM170.0 million for the acquisition of 40.0 million ordinary shares of Atlan Holdings Bhd ("Atlan") from Cipta Nirwana (M) Sdn Bhd ("CNSB")(refer Note 47(6)).

The Company granted to CNSB a put option to require the Company to purchase at any time during the period from 4 August 2013 (15 months from the date of the sale and purchase agreement for the Atlan shares) to 3 November 2013 (18 months from the date of the sale and purchase agreement for the Atlan shares) the entire 170.0 million BCorp ICULS 3 and 170.0 million warrants, but not any part thereof, for a total cash consideration of RM170.0 million. During the financial year, CNSB exercised its put option and accordingly, all the BCorp ICULS 3 was classified as liability component.

During the financial year, none of the BCorp ICULS 3 was converted but 110,000,000 BCorp ICULS 3 were bought back pursuant to the put option to CNSB. The outstanding BCorp ICULS 3 as at 30 April 2014 was 60,000,000 (2013: 170,000,000) units.

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22. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (cont'd)

(c) 5% Irredeemable Convertible Unsecured Loan Stocks November 2012/2017 (cont'd)

BCorp ICULS 3 – Equity Component Movement

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 709 | – | 709 | – |
| Issued during the year | – | 1,285 | – | 1,285 |
| Reclassification from equity component to liability component | (709) | – | (709) | – |
| Deferred tax effects on issuance | – | (576) | – | (576) |
| At end of year | – | 709 | – | 709 |

Liability Instrument

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Non-current portion | | | | |
| 5% Irredeemable Convertible Unsecured Loan Stocks April 2012/2022 (Note d) | 212,926 | 233,617 | 212,926 | 233,617 |
| 5% Irredeemable Convertible Unsecured Loan Stocks November 2012/2017 (Note e) | – | 171,615 | – | 171,615 |
| | 212,926 | 405,232 | 212,926 | 405,232 |
| Current portion | | | | |
| 5% Irredeemable Convertible Unsecured Loan Stocks November 2012/2017 (Note e) | 60,000 | – | 60,000 | – |
| | 272,926 | 405,232 | 272,926 | 405,232 |

Notes:

(d) 5% Irredeemable Convertible Unsecured Loan Stocks April 2012/2022

BCorp ICULS 2 – Liability Component Movement

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 233,617 | 253,642 | 233,617 | 253,642 |
| Accrual of interest | 14,089 | 16,327 | 14,089 | 16,327 |
| Payment of interest | (34,729) | (34,787) | (34,729) | (34,787) |
| Converted into shares of the Company | | | | |
| - by surrender option | (51) | (1,565) | (51) | (1,565) |
| At end of year | 212,926 | 233,617 | 212,926 | 233,617 |

22. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (cont'd)

(e) 5% Irredeemable Convertible Unsecured Loan Stocks November 2012/2017

It was mutually agreed that the purchase for the remaining RM60 million BCorp ICULS 3 and 60 million Warrants 2 will be completed on 30 June 2014. Accordingly, the BCorp ICULS 3 are classified as current liabilities.

BCorp ICULS 3 – Liability Component Movement

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 171,615 | – | 171,615 | – |
| Issued during the year | | 167,696 | – | 167,696 |
| Reclassification from equity component to liability component | 709 | – | 709 | – |
| Buyback of BCorp ICULS 3 | (110,000) | – | (110,000) | – |
| Accrual of interest | 5,791 | 4,827 | 5,791 | 4,827 |
| Payment of interest | (8,115) | (908) | (8,115) | (908) |
| At end of year | 60,000 | 171,615 | 60,000 | 171,615 |

23. RESERVES

| | Group | | | Company | |
|---------------------------------------|----------------|------------------------------|----------------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 (Restated) | 1.5.2012 RM'000 (Restated) | 2014 RM'000 | 2013 RM'000 |
| Share premium | 6,606 | 5,942 | 5,942 | 6,606 | 5,942 |
| Capital reserves (Note a) | 15,278 | 14,303 | 14,198 | – | – |
| Fair value reserves (Note b) | 906,838 | 871,537 | 934,291 | – | – |
| AFS reserves (Note c) | (7,489) | (16,367) | (3,766) | – | – |
| Foreign currency translation reserves | (40,577) | (116,949) | (109,107) | – | – |
| Consolidation reserve (Note d) | (971,024) | (941,791) | (954,843) | – | – |
| Share option reserves (Note e) | 4,447 | 339 | 828 | – | – |
| Warrants reserve (Note f) | 146,117 | 146,781 | 147,023 | 147,377 | 148,041 |
| | 60,196 | (36,205) | 34,566 | 153,983 | 153,983 |
| Retained earnings (Note g) | 980,175 | 1,215,249 | 1,122,898 | 455,872 | 198,775 |
| | 1,040,371 | 1,179,044 | 1,157,464 | 609,855 | 352,758 |

Notes:

- The capital reserves represent the amount capitalised for bonus issue by subsidiary companies and share of capital reserves of associated companies.
- The fair value reserve arose mainly from the increase in equity interests of the Group in BToto, whereby BToto became a subsidiary company in the financial year ended 30 April 2008, which resulted in the identification and recognition of gaming rights which was included in intangible assets on the consolidated statement of financial position (Note 13). The reserve also includes other fair value adjustments relating to transfers of property, plant and equipment to investment properties in accordance to FRS 116: Property, Plant and Equipment.

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23. RESERVES (cont'd)

- (c) The AFS reserves represent the cumulative fair value changes, net of tax, of available-for-sale financial assets, which would be recognised in profit or loss upon disposal or impairment.
- (d) The consolidation reserve comprises the consolidation effects of changes in the Group's equity interests in subsidiary companies.
- (e) The share option reserves represent the equity-settled share options granted to employees of certain subsidiary companies. The share option reserves are made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of the share options and are reduced by the expiry, forfeiture or exercise of the share options.
- (f) The warrants reserve comprised the following warrants:

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Warrants expiring on 22 April 2022 (Note f(i)) | 145,758 | 145,763 | 147,018 | 147,023 |
| Warrants expiring on 21 November 2017 (Note f(ii)) | 359 | 1,018 | 359 | 1,018 |
| | 146,117 | 146,781 | 147,377 | 148,041 |

- (i) On 23 April 2012, the Company issued 700,109,520 10-year Warrants 2012/2022 ("Warrants 1") pursuant to the rights issue of BCorp ICULS 2. The Warrants 1 are constituted by a deed poll dated 6 March 2012. The Warrants 1 were listed on Bursa Malaysia on 26 April 2012. During the financial year, 23,678 Warrants 1 were exercised. As at 30 April 2014, there was a total of 700,085,842 unexercised Warrants 1.

The main features of the Warrants 1 are as follows:

- Each Warrant 1 entitles the registered holder at any time during the exercise period to subscribe for one new ordinary share of RM1.00 each in the Company at an exercise price of RM1.00 per ordinary share.
- The exercise price and the number of Warrants 1 are subject to adjustment in the event of alteration to the share capital, bonus issue, capital distribution and rights issue by the Company in accordance with the conditions provided in the deed poll.
- The Warrants 1 shall be exercisable at any time within the period commencing on and including the date of issue of the Warrants 1 and ending on the date preceding the tenth anniversary of the date of issue of the Warrants 1.
- Upon exercise of the Warrants 1 into new ordinary shares, such shares shall rank pari passu in all respects with the ordinary shares of the Company in issue at the time of exercise except that they shall not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the Warrants 1 are exercised or any interim dividend declared prior to the date of exercise of the Warrants 1.
- At the expiry of the exercise period on 22 April 2022, any Warrant 1 which has not been exercised will lapse and cease to be valid for any purposes.

23. RESERVES (cont'd)

The value allocated to one unit of Warrant 1 is based on the proportion of the fair value of one unit of Warrant 1, being the fair value of Warrant 1 on the first day of its listing, over the combined fair values of the equity and liability components of the BCorp ICULS 2 and the Warrant 1 to the issue price of the BCorp ICULS 2 of RM1.00 each.

Warrants 1 Movement

| | Group | | Company | |
|-----------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 145,763 | 147,023 | 147,023 | 147,023 |
| Exercised during the year | (5) | – | (5) | – |
| Purchased by a subsidiary company | – | (1,260) | – | – |
| At end of year | 145,758 | 145,763 | 147,018 | 147,023 |

- (ii) On 22 November 2012, the Company issued 170,000,000 5-year Warrants 2012/2017 (“Warrants 2”) pursuant to the issue of BCorp ICULS 3. The Warrants 2 are constituted by a deed poll dated 8 November 2012. The Warrants 2 are not listed on Bursa Malaysia. During the financial year, there was no Warrants 2 exercised but 110,000,000 Warrants 2 were bought back pursuant to the put option to CNSB (refer Note 22(c)). As at 30 April 2014, there was a total of 60,000,000 unexercised Warrants 2.

The main features of the Warrants 2 are as follows:

- Each Warrant 2 entitles the registered holder at any time during the exercise period to subscribe for one new ordinary share of RM1.00 each in the Company at an exercise price of RM1.00 per ordinary share.
- The exercise price and the number of Warrants 2 are subject to adjustment in the event of alteration to the share capital, bonus issue, capital distribution and rights issue by the Company in accordance with the conditions provided in the deed poll.
- The Warrants 2 shall be exercisable at any time within the period commencing on and including the date of issue of the Warrants 2 and ending on the date preceding the fifth anniversary of the date of issue of the Warrants 2.
- Upon exercise of the Warrants 2 into new ordinary shares, such shares shall rank pari passu in all respects with the ordinary shares of the Company in issue at the time of exercise except that they shall not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the Warrants 2 are exercised or any interim dividend declared prior to the date of exercise of the Warrants 2.
- At the expiry of the exercise period on 21 November 2017, any Warrant 2 which has not been exercised will lapse and cease to be valid for any purposes.

The value allocated to one unit of Warrant 2 is based on the proportion of the fair value of one unit of Warrant 2, estimated using the Binomial American option model, over the combined fair values of the equity and liability components of the BCorp ICULS 3 and the Warrant 2 to the issue price of the BCorp ICULS 3 of RM1.00 each.

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23. RESERVES (cont'd)

The assumptions used as at the issuance date to estimate the fair value of the Warrants 2 are as follows:

| | |
|--|---|
| Tenure | 0.953 year (in accordance to the exercise date of the put option) |
| Conversion price | RM1.00 |
| Volatility | 36.22% |
| 5-day volume weighted average price of the Company's ordinary share prior to the issuance date | RM0.60 |

Warrants 2 Movement

| | Group | | Company | |
|--------------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 1,018 | – | 1,018 | – |
| Issued during the year | – | 1,018 | – | 1,018 |
| Warrants bought back during the year | (659) | – | (659) | – |
| At end of year | 359 | 1,018 | 359 | 1,018 |

(g) The entire retained earnings of the Company is available for distribution as single-tier dividends.

24. TREASURY SHARES

| | Group and Company | | | |
|------------------------------------|--------------------------------|-------------------------------|----------------|----------------|
| | Ordinary shares of RM1.00 each | | | |
| | 2014 No. of shares '000 | 2013 No. of shares '000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 79,300 | 68,500 | 80,494 | 73,721 |
| Shares bought back during the year | 4,400 | 10,800 | 2,388 | 6,773 |
| At end of year | 83,700 | 79,300 | 82,882 | 80,494 |

Pursuant to an Extraordinary General Meeting ("EGM") held on 23 July 2008, the Company obtained a shareholders' mandate to undertake the purchase of up to 10% of the issued and paid-up share capital of the Company at the time of purchase.

The renewal of the Company's mandate relating to the share buyback of up to 10% of the existing total paid-up share capital, inclusive of all treasury shares that have been bought back, was approved by the shareholders of the Company at the Annual General Meeting held on 30 October 2013.

During the financial year, the Company bought back 4,400,000 (2013: 10,800,000) shares from the open market at an average price of about RM0.54 (2013: RM0.63) per share for a total cash consideration of approximately RM2,388,000 (2013: RM6,773,000) with internally generated funds. The shares bought back are held as treasury shares and none of the shares were cancelled or distributed during the financial year.

24. TREASURY SHARES (cont'd)

The details of the shares bought back during the financial year are as follows:

| Month | Price per share (RM) | | | Number of shares | Total consideration |
|----------|----------------------|---------|---------|------------------|---------------------|
| | Lowest | Highest | Average | '000 | RM'000 |
| May 2013 | 0.52 | 0.58 | 0.54 | 4,400 | 2,388 |

25. LONG TERM BORROWINGS

| | Group | | Company | |
|---|------------------|------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Secured: | | | | |
| Term loans | 3,649,324 | 2,662,088 | 386,883 | 147,987 |
| Portion repayable within 12 months included under short term borrowings (Note 30) | (1,014,637) | (1,222,615) | (52,789) | (38,208) |
| | 2,634,687 | 1,439,473 | 334,094 | 109,779 |
| Medium term notes | 674,352 | 659,148 | – | – |
| Portion repayable within 12 months included under short term borrowings (Note 30) | (194,934) | (164,932) | – | – |
| | 479,418 | 494,216 | – | – |
| Other bank borrowings | 523,838 | 467,745 | 62,943 | 24,697 |
| | 3,637,943 | 2,401,434 | 397,037 | 134,476 |
| Unsecured: | | | | |
| Term loans | 60,518 | 58,136 | – | – |
| Portion repayable within 12 months included under short term borrowings (Note 30) | (5,795) | (14,128) | – | – |
| | 54,723 | 44,008 | – | – |
| | 3,692,666 | 2,445,442 | 397,037 | 134,476 |

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25. LONG TERM BORROWINGS (cont'd)

Details of the long term borrowings outstanding are as follows:

| | Group | | Company | |
|--|------------------|------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Amounts repayable: | | | | |
| More than one year but not later than two years | 1,619,034 | 662,751 | 85,102 | 50,377 |
| More than two years but not later than five years | 1,761,336 | 1,577,341 | 230,843 | 84,099 |
| More than five years | 312,296 | 205,350 | 81,092 | – |
| | 3,692,666 | 2,445,442 | 397,037 | 134,476 |

The maturities of the medium term notes as at the reporting date are as follows:

| | Group | |
|---|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| More than one year but not later than two years | 224,825 | 14,905 |
| More than two years but not later than five years | 254,593 | 464,446 |
| More than five years | – | 14,865 |
| | 479,418 | 494,216 |

The secured borrowings of the Group and of the Company are secured on quoted and unquoted shares held by the Group, deposits of the Group and/or fixed and floating charges over the assets of certain subsidiary companies as disclosed in Notes 3, 5, 6, 8, 9, 10, 14, 15 and 18.

During the financial year ended 30 April 2011, two subsidiary companies of the Group undertook medium term notes (“MTN”) programmes amounting to RM800.0 million (“MTN-A”) and RM150.0 million (“MTN-B”) in nominal value respectively. As at the reporting date, the remaining amounts available for drawdown for MTN-A and MTN-B are RM220.0 million (2013: RM250.0 million) and RM40.0 million (2013: RM40.0 million) respectively.

25. LONG TERM BORROWINGS (cont'd)

MTN-A is secured by a third party first equitable charge over the entire issued and paid-up capital of the subsidiary company which is the issuer and a corporate guarantee granted by Berjaya Sports Toto Berhad. MTN-B is guaranteed by Danajamin Nasional Berhad. The details of the outstanding MTNs (net of transaction costs) as at the reporting date are as follows:

| | | Group | |
|--|---------------|------------------|------------------|
| | | 2014 | 2013 |
| | | RM'000 | RM'000 |
| | Maturity | | |
| Secured: | | | |
| 5.00% p.a. fixed rate MTN-A | June 2013 | – | 150,000 |
| 3.73% p.a. fixed rate MTN-A | June 2014 | 150,000 | – |
| 3.73% p.a. fixed rate MTN-A | July 2014 | 30,000 | – |
| 5.50% p.a. fixed rate MTN-A | June 2015 | 200,000 | 200,000 |
| 4.80% p.a. fixed rate MTN-A | October 2016 | 50,000 | 50,000 |
| 6.00% p.a. fixed rate MTN-A | June 2017 | 150,000 | 150,000 |
| | | 580,000 | 550,000 |
| | | | |
| 3.71% p.a. fixed rate MTN-B | August 2013 | – | 14,932 |
| 3.90% p.a. fixed rate MTN-B | August 2014 | 14,934 | 14,905 |
| 4.09% p.a. fixed rate MTN-B | August 2015 | 19,883 | 19,852 |
| 3.90% p.a. fixed rate MTN-B | December 2015 | 4,942 | 4,928 |
| 4.27% p.a. fixed rate MTN-B | August 2016 | 19,864 | 19,838 |
| 4.44% p.a. fixed rate MTN-B | August 2017 | 19,850 | 19,828 |
| 4.57% p.a. fixed rate MTN-B | August 2018 | 14,879 | 14,865 |
| | | 94,352 | 109,148 |
| | | 674,352 | 659,148 |
| Portion repayable within 12 months included under short term borrowings (Note 30) | | (194,934) | (164,932) |
| | | 479,418 | 494,216 |

The range of effective interest rates per annum at the reporting date for borrowings was as follows:

| | Group | | Company | |
|--------------------------------|--------------------|-------------|--------------------|-------------|
| | 2014 | 2013 | 2014 | 2013 |
| | % | % | % | % |
| Term loans and bank borrowings | 1.78 - 9.10 | 1.96 - 9.53 | 5.11 - 7.60 | 5.47 - 7.60 |
| Medium term notes | 4.80 - 6.00 | 4.80 - 6.00 | – | – |

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26. OTHER LONG TERM LIABILITIES

| | Group | | | Company | |
|---|-----------------|------------------------------|------------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 (Restated) | 2012 RM'000 (Restated) | 2014 RM'000 | 2013 RM'000 |
| Secured: | | | | | |
| Block discounting payables (Note a) | 38,185 | 39,086 | 39,548 | – | – |
| Unexpired interest | (3,393) | (3,581) | (3,974) | – | – |
| | 34,792 | 35,505 | 35,574 | – | – |
| Portion repayable within 12 months included under payables (Note 29) | (13,616) | (14,409) | (14,160) | – | – |
| | 21,176 | 21,096 | 21,414 | – | – |
| Hire purchase and leasing payables (Note b) | 170,905 | 176,069 | 189,189 | 491 | 326 |
| Portion repayable within 12 months included under payables (Note 29) | (24,296) | (24,056) | (22,758) | (118) | (66) |
| | 146,609 | 152,013 | 166,431 | 373 | 260 |
| | 167,785 | 173,109 | 187,845 | 373 | 260 |
| Unsecured: | | | | | |
| Club members' deposits (Note c) | 28,223 | 27,718 | 25,569 | – | – |
| Deferred income (Note d) | 205,467 | 183,899 | 188,385 | – | – |
| Retention sum | 16,525 | 10,705 | 8,657 | – | – |
| Rental deposits | 3,089 | 3,532 | 8,495 | – | – |
| | 253,304 | 225,854 | 231,106 | – | – |
| | 421,089 | 398,963 | 418,951 | 373 | 260 |

Notes:

- (a) The block discounting payables are secured by corporate guarantee of a subsidiary company and assignment of the rights under leasing and hire purchase agreements.

Maturity of long term block discounting payables is as follows:

| | Group | |
|---|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| More than one year but not later than two years | 10,657 | 9,680 |
| More than two years but not later than five years | 10,519 | 11,416 |
| | 21,176 | 21,096 |

26. OTHER LONG TERM LIABILITIES (cont'd)

The weighted average effective interest rates of block discounting payables are as follows:

| | Group | |
|----------------------------|-----------|-----------|
| | 2014 % | 2013 % |
| Block discounting payables | 6.14 | 6.17 |

(b) The commitment terms under hire purchase and leasing payables are summarised as follows:

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Gross amount payable: | | | | |
| Within one year after reporting date | 31,310 | 31,967 | 146 | 85 |
| More than one year but not later than two years | 29,695 | 28,564 | 146 | 86 |
| More than two years but not later than five years | 123,827 | 126,065 | 265 | 205 |
| More than five years | 8,502 | 19,760 | – | – |
| | 193,334 | 206,356 | 557 | 376 |
| Less: Unexpired interest | (22,429) | (30,287) | (66) | (50) |
| | 170,905 | 176,069 | 491 | 326 |

The present value of hire purchase and leasing payables are summarised as follows:

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Within one year after reporting date | 24,296 | 24,056 | 118 | 66 |
| More than one year but not later than two years | 23,750 | 21,737 | 125 | 71 |
| More than two years but not later than five years | 114,543 | 111,323 | 248 | 189 |
| More than five years | 8,316 | 18,953 | – | – |
| | 170,905 | 176,069 | 491 | 326 |

(c) Club members' deposits represent amounts paid by members to certain subsidiary companies for membership licences issued to use and enjoy the facilities of the subsidiary companies' recreational clubs. The monies are refundable to the members at their request upon expiry of prescribed terms from the dates of issuance of the licences.

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26. OTHER LONG TERM LIABILITIES (cont'd)

(d) Included in deferred income are the following:

- (i) deferred membership fees which are recognised over the membership period by subsidiary companies;
- (ii) government grants received from the Ministry of Plantation Industries and Commodities Malaysia to promote replanting of oil palm;
- (iii) a part of the sale proceeds received from customers which relates to service maintenance in which the service has not been rendered or sales of products that have not been recognised. The amount of sales proceeds apportioned to service maintenance is measured at its fair value which is calculated based on the actual number of vehicles sold, past experience and estimated cost required to perform the maintenance service in a 3 or 5-year period. Deferred revenue is reassessed annually based on the actual service claims from the vehicles previously sold. Any estimated apportioned service maintenance relating to deferred revenue exceeding the amount necessary to cover the service claims on motor vehicles sold is recognised as revenue during the year. The amount of sales proceeds apportioned to sales of products that have not been recognised will be recognised when the significant risks and rewards of the ownership of the goods have been passed to the buyers; and
- (iv) the difference between the carrying amount and fair value of financial liabilities upon initial recognition which is recognised systematically on a straight-line basis over the tenure of the memberships or tenancy period.

27. DEFERRED TAX

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| At beginning of the year | 262,963 | 256,926 | 24,231 | 24,291 |
| Recognised in profit or loss (Note 36) | 5,835 | (10,884) | (1,481) | (486) |
| Arising on acquisition of subsidiaries | 3,338 | (12) | – | – |
| Arising on disposal of subsidiary | – | 270 | – | – |
| Exchange differences | (307) | 775 | – | – |
| Recognised in other comprehensive income | 277 | 15,462 | – | – |
| Recognised in equity | (5) | 426 | (5) | 426 |
| At end of the year | 272,101 | 262,963 | 22,745 | 24,231 |

Presented after appropriate offsetting as follows:

| | Group | | Company | |
|--------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Deferred tax assets | (77,424) | (56,165) | – | – |
| Deferred tax liabilities | 349,525 | 319,128 | 22,745 | 24,231 |
| | 272,101 | 262,963 | 22,745 | 24,231 |

27. DEFERRED TAX (cont'd)

The components and movements of deferred tax assets and liabilities during the financial year are as follows:

| GROUP | Provision for liabilities | Unused tax losses and unabsorbed capital allowances | Payables | Receivables | Others | Total |
|--|---------------------------|---|---------------|-------------|---------------|-----------------|
| Deferred Tax Assets | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| At 1 May 2013 | 21,910 | 84,370 | 27,893 | 10 | 17,652 | 151,835 |
| Recognised in profit or loss | 11,512 | (12,871) | 17,707 | (2) | (266) | 16,080 |
| Arising on | | | | | | |
| acquisition of subsidiaries | – | 35 | – | – | 26 | 61 |
| Exchange differences | 94 | 463 | (42) | – | 38 | 553 |
| Reclassification | – | (1,428) | 101 | – | 1,786 | 459 |
| Recognised in other comprehensive income | – | – | – | – | 146 | 146 |
| At 30 April 2014 | 33,516 | 70,569 | 45,659 | 8 | 19,382 | 169,134 |
| Set-off against deferred tax liabilities | | | | | | (91,710) |
| | | | | | | 77,424 |
| At 1 May 2012 | 12,695 | 79,570 | 23,198 | 28 | 19,937 | 135,428 |
| Recognised in profit or loss | 9,322 | (3,685) | 4,720 | (17) | (2,308) | 8,032 |
| Arising on | | | | | | |
| acquisition of subsidiaries | 12 | – | – | – | – | 12 |
| Arising on disposal of subsidiary | (184) | – | – | – | – | (184) |
| Exchange differences | 65 | (91) | (25) | (1) | 23 | (29) |
| Reclassification | – | 8,576 | – | – | – | 8,576 |
| At 30 April 2013 | 21,910 | 84,370 | 27,893 | 10 | 17,652 | 151,835 |
| Set-off against deferred tax liabilities | | | | | | (95,670) |
| | | | | | | 56,165 |

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27. DEFERRED TAX (cont'd)

| GROUP | Accelerated capital allowances | Properties* | Payables | Receivables | Others | Total |
|--|--------------------------------|----------------|--------------|-------------|---------------|-----------------|
| Deferred Tax Liabilities | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| At 1 May 2013 | 152,559 | 212,527 | 2,253 | 403 | 47,056 | 414,798 |
| Recognised in profit or loss | 4,057 | 12,256 | 2,196 | (402) | 3,808 | 21,915 |
| Arising on acquisition of subsidiaries | 3,399 | – | – | – | – | 3,399 |
| Exchange differences | 523 | (365) | 88 | – | – | 246 |
| Reclassification | (716) | 1,468 | (184) | – | (109) | 459 |
| Recognised in other comprehensive income | – | – | – | – | 423 | 423 |
| Recognised in equity | – | – | – | – | (5) | (5) |
| At 30 April 2014 | 159,822 | 225,886 | 4,353 | 1 | 51,173 | 441,235 |
| Set-off against deferred tax assets | | | | | | (91,710) |
| | | | | | | 349,525 |
| At 1 May 2012 | 158,754 | 206,992 | 1,640 | 473 | 24,495 | 392,354 |
| Recognised in profit or loss | (1,429) | (7,223) | 581 | (70) | 5,289 | (2,852) |
| Arising on disposal of subsidiaries | 86 | – | – | – | – | 86 |
| Exchange differences | 1,268 | (554) | 32 | – | – | 746 |
| Reclassification | (6,120) | 13,312 | – | – | 1,384 | 8,576 |
| Recognised in other comprehensive income | – | – | – | – | 15,462 | 15,462 |
| Recognised in equity | – | – | – | – | 426 | 426 |
| At 30 April 2013 | 152,559 | 212,527 | 2,253 | 403 | 47,056 | 414,798 |
| Set-off against deferred tax assets | | | | | | (95,670) |
| | | | | | | 319,128 |

* Includes deferred tax adjustments on temporary differences arising from land held for development, development properties, investment properties and property inventories.

27. DEFERRED TAX (cont'd)

| COMPANY | Unused tax losses and unabsorbed capital allowances | Total |
|--|---|-------------|
| Deferred Tax Asset | RM'000 | RM'000 |
| At 1 May 2013 | 36 | 36 |
| Recognised in profit or loss | (2) | (2) |
| At 30 April 2014 | 34 | 34 |
| Set-off against deferred tax liabilities | | (34) |
| | | - |
| At 1 May 2012 | - | - |
| Recognised in profit or loss | 36 | 36 |
| At 30 April 2013 | 36 | 36 |
| Set-off against deferred tax liabilities | | (36) |
| | | - |

| | Accelerated capital allowances | ICULS | Total |
|------------------------------------|-----------------------------------|---------------|---------------|
| Deferred Tax Liabilities | RM'000 | RM'000 | RM'000 |
| At 1 May 2013 | 36 | 24,231 | 24,267 |
| Recognised in profit or loss | (2) | (1,481) | (1,483) |
| Transfer from equity | - | (5) | (5) |
| At 30 April 2014 | 34 | 22,745 | 22,779 |
| Set-off against deferred tax asset | | | (34) |
| | | | 22,745 |
| At 1 May 2012 | - | 24,291 | 24,291 |
| Recognised in profit or loss | 36 | (486) | (450) |
| Transfer from equity | - | 426 | 426 |
| At 30 April 2013 | 36 | 24,231 | 24,267 |
| Set-off against deferred tax asset | | | (36) |
| | | | 24,231 |

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27. DEFERRED TAX (cont'd)

Deferred tax assets have not been recognised in respect of the following items:

| | Group | | Company | |
|--------------------------------------|------------------|------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Unused tax losses | 1,291,508 | 1,231,258 | 6,054 | 6,920 |
| Unabsorbed capital allowances | 448,111 | 358,590 | – | – |
| Unabsorbed investment tax allowances | 130,310 | 153,085 | – | – |
| Others | 31,296 | 61,138 | – | – |
| | 1,901,225 | 1,804,071 | 6,054 | 6,920 |

The availability of the unused tax losses and unabsorbed capital allowances for offsetting against future taxable profits of the Group of companies are subject to no substantial changes in shareholdings of the Group of companies under Section 44(5A) and Paragraph 75A, Schedule 3 of the Income Tax Act, 1967 ("the Act"). However, the Minister of Finance has exercised his powers under Section 44(5D) and Paragraph 75C, Schedule 3 of the Act to exempt all companies except dormant companies from the provision of Section 44 (5A) and Paragraph 75A, Schedule 3 of the Act respectively.

The foreign unutilised losses and unabsorbed capital allowance applicable to foreign incorporated subsidiary companies are pre-determined by and subject to the tax legislation of the respective countries.

28. PROVISIONS

| GROUP | Sales warranty | Retirement benefits | Restoration costs | Total |
|---|-------------------|------------------------|----------------------|---------------|
| At 30 April 2014 | RM'000 | RM'000 | RM'000 | RM'000 |
| At beginning of year | 4,263 | 7,705 | 7,311 | 19,279 |
| Additional provision | 9,385 | 2,223 | 1,131 | 12,739 |
| Utilisation of provision | (3,300) | (311) | (215) | (3,826) |
| Unused amount reversed | (649) | – | (105) | (754) |
| Reclassification (Note c) | – | – | 949 | 949 |
| Exchange differences | 36 | (180) | 91 | (53) |
| Employers' contribution | – | (715) | – | (715) |
| Recognised in other comprehensive income | – | 923 | – | 923 |
| Acquisition of subsidiary company | – | 127 | – | 127 |
| At end of year | 9,735 | 9,772 | 9,162 | 28,669 |
| At 30 April 2014 | | | | |
| Current | 3,802 | 52 | 2,814 | 6,668 |
| Non-current | 5,933 | 9,720 | 6,348 | 22,001 |
| | 9,735 | 9,772 | 9,162 | 28,669 |

28. PROVISIONS (cont'd)

| GROUP | Sales warranty | Retirement benefits | Restoration costs | Total |
|-----------------------------------|----------------|---------------------|-------------------|---------|
| At 30 April 2013 | RM'000 | RM'000 | RM'000 | RM'000 |
| At beginning of year | 4,244 | 6,577 | 4,337 | 15,158 |
| Additional provision | 4,337 | 1,247 | 2,865 | 8,449 |
| Utilisation of provision | (2,057) | (129) | – | (2,186) |
| Unused amount reversed | (2,246) | – | (231) | (2,477) |
| Exchange differences | (15) | 10 | 72 | 67 |
| Acquisition of subsidiary company | – | – | 268 | 268 |
| At end of year | 4,263 | 7,705 | 7,311 | 19,279 |
| At 30 April 2013 | | | | |
| Current | 1,579 | 131 | 1,164 | 2,874 |
| Non-current | 2,684 | 7,574 | 6,147 | 16,405 |
| | 4,263 | 7,705 | 7,311 | 19,279 |

Notes:

(a) Retirement benefits

| GROUP | Partially funded | Unfunded | Total |
|--|------------------|----------|--------|
| At 30 April 2014 | RM'000 | RM'000 | RM'000 |
| At beginning of year | 2,406 | 5,299 | 7,705 |
| Additional provision | 1,583 | 640 | 2,223 |
| Utilisation of provision | – | (311) | (311) |
| Acquisition of subsidiaries | 127 | – | 127 |
| Employer contributions | (715) | – | (715) |
| Recognised in other comprehensive income | 191 | 732 | 923 |
| Exchange differences | (130) | (50) | (180) |
| At end of year | 3,462 | 6,310 | 9,772 |
| At 30 April 2014 | | | |
| Current | – | 52 | 52 |
| Non-current | 3,462 | 6,258 | 9,720 |
| | 3,462 | 6,310 | 9,772 |

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28. PROVISIONS (cont'd)

(a) Retirement benefits (cont'd)

| GROUP | Partially funded | Unfunded | Total |
|--------------------------|-------------------------|-----------------|---------------|
| | RM'000 | RM'000 | RM'000 |
| At 30 April 2013 | | | |
| At beginning of year | 1,903 | 4,674 | 6,577 |
| Additional provision | 462 | 785 | 1,247 |
| Utilisation of provision | – | (129) | (129) |
| Exchange differences | 41 | (31) | 10 |
| At end of year | 2,406 | 5,299 | 7,705 |
| At 30 April 2013 | | | |
| Current | – | 131 | 131 |
| Non-current | 2,406 | 5,168 | 7,574 |
| | 2,406 | 5,299 | 7,705 |

The amounts recognised in the profit or loss are as follows:

| GROUP | Partially funded | Unfunded | Total |
|---|-------------------------|-----------------|---------------|
| | RM'000 | RM'000 | RM'000 |
| 2014 | | | |
| Current service cost | 1,450 | 180 | 1,630 |
| Past service costs | – | 84 | 84 |
| Retirement benefits recognised in directors' remuneration and staff costs | 1,450 | 264 | 1,714 |
| Net interest cost | 133 | 376 | 509 |
| | 1,583 | 640 | 2,223 |
| 2013 | | | |
| Current service cost | 253 | 645 | 898 |
| Expected return on plan assets | (24) | – | (24) |
| Net actuarial loss | 32 | 7 | 39 |
| Curtailment effect | – | (95) | (95) |
| Retirement benefits recognised in directors' remuneration and staff costs | 261 | 557 | 818 |
| Net interest cost | 201 | 228 | 429 |
| | 462 | 785 | 1,247 |

28. PROVISIONS (cont'd)

(a) Retirement benefits (cont'd)

The amounts recognised in other comprehensive income are as follows:

| | Group | |
|---|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Remeasurement arising from: | | |
| Actuarial changes in financial assumptions | 1,326 | — |
| Actuarial changes in demographic assumptions | 21 | — |
| Return on plan assets | (668) | — |
| Experience gains from defined benefit obligations | 244 | — |
| | 923 | — |

Partially funded defined benefit plan

A foreign subsidiary company maintains a tax qualified, partially funded, non-contributory retirement plan that is being administered by a trustee covering all regular full-time employees. Actuarial valuations are made regularly to update the retirement benefit costs and the amount of contributions.

The amounts of partially funded defined benefit obligation recognised in the statement of financial position are determined as follows:

| | Group | |
|---------------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Present value of the obligation | 64,913 | 3,077 |
| Fair value of plan assets | (61,451) | (434) |
| | 3,462 | 2,643 |
| Unrecognised actuarial loss | — | (237) |
| Retirement benefit obligations | 3,462 | 2,406 |

The movements in present value of the partially funded defined benefit obligation recognised in the books are as follows:

| | Group | |
|--|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 3,077 | 3,023 |
| Current service cost | 1,450 | 253 |
| Interest cost | 1,384 | 201 |
| Acquisition of subsidiary company | 55,025 | — |
| Actuarial gain | — | (434) |
| Benefit paid by plan | (921) | (40) |
| Members' contribution | 5 | — |
| Recognised in other comprehensive income | 795 | — |
| Exchange differences | 4,098 | 74 |
| At end of year | 64,913 | 3,077 |

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28. PROVISIONS (cont'd)

(a) Retirement benefits (cont'd)

The movements in fair value of plan assets are presented below:

| | Group | |
|--|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 434 | 384 |
| Interest income | 1,251 | – |
| Acquisition of subsidiary company | 54,898 | – |
| Expected return on plan assets | – | 24 |
| Return on plan assets | 668 | – |
| Actuarial gain | – | 57 |
| Benefit paid by plan | (921) | (40) |
| Members' contribution | 5 | – |
| Employers' contribution | 715 | – |
| Recognised in other comprehensive income | 173 | – |
| Exchange differences | 4,228 | 9 |
| At end of year | 61,451 | 434 |

The plan assets consist of the following:

| | Group | |
|-----------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Equity securities | 40,277 | – |
| Debt instruments | 20,771 | 320 |
| Unit investment trust funds | 90 | 103 |
| Cash in bank | 303 | 6 |
| Others | 10 | 5 |
| | 61,451 | 434 |

Presented below is the historical information related to the present value of the retirement benefit obligation, fair value of plan assets and deficit in the plan.

| Group | 2014 RM'000 | 2013 RM'000 | 2012 RM'000 | 2011 RM'000 | 2010 RM'000 |
|-------------------------------|----------------|----------------|----------------|----------------|----------------|
| Present value of obligation | 64,913 | 3,077 | 3,023 | 1,589 | 1,391 |
| Fair value of the plan assets | (61,451) | (434) | (384) | (392) | (380) |
| Deficit in the plan | 3,462 | 2,643 | 2,639 | 1,197 | 1,011 |

28. PROVISIONS (cont'd)

(a) Retirement benefits (cont'd)

The following principal assumptions were used to determine the retirement benefit obligation:

| | Group | |
|--|-------------|-----------|
| | 2014 % | 2013 % |
| Discount rate | 4.20 – 4.99 | 3.60 |
| Expected rate of return on plan assets | 4.00 | 6.00 |

Sensitivity analysis for retirement benefit obligation of partially funded benefit plan

The management is of the view that any reasonably possible changes to the principal actuarial assumptions will not have significant impact to the Group.

Unfunded defined benefit plans

Certain local subsidiary companies operate unfunded, defined retirement benefit schemes and provision is made at contracted rates for benefits that would become payable on retirement of eligible employees. Under the scheme, eligible employees are entitled to lump sum retirement benefits of 75% of average monthly salary of each full year of services rates on attainment of the retirement age of 60. Certain foreign subsidiary companies operate unfunded, defined retirement benefit schemes and the estimated liabilities of the benefits are based on actuarial valuation by independent actuaries. The amounts recognised in the statement of financial position are determined based on the present value of unfunded defined benefit obligations.

The amounts of unfunded defined benefit obligation recognised in the statement of financial position are determined as follows:

| | Group | |
|---------------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| Present value of the obligation | 6,310 | 6,835 |
| Unrecognised actuarial loss | – | (1,536) |
| Retirement benefit obligations | 6,310 | 5,299 |

The following principal assumptions were used to determine the retirement benefit obligations:

| | Group | |
|--|--------------|--------------|
| | 2014 % | 2013 % |
| Range of discount rates used for the various plans | 5.75 – 8.70 | 5.25 – 6.75 |
| Range of expected rates of salary increases used for the various plans | 6.00 – 12.00 | 5.00 – 12.00 |

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28. PROVISIONS (cont'd)

(a) Retirement benefits (cont'd)

Sensitivity analysis for retirement benefit obligation of unfunded benefit plans

The management is of the view that an increase or decrease of 1% in discount rate at the reporting date would result in the defined benefit obligation to be lower by about 14% or higher by about 18%, respectively.

Amounts recognised in other comprehensive income

The amounts recognised in other comprehensive income were included within items that will not be reclassified subsequently to profit or loss.

(b) Sales warranty

Certain subsidiary companies of the Group give 3 months to 5 years warranties on certain products and undertake to repair or replace items that fail to perform satisfactorily. A provision for warranties is recognized for all products under warranty at the reporting date based on past experience on the level of repairs and returns.

(c) Dismantlement, removal or restoration of property, plant and equipment

Provision for dismantlement, removal or restoration is the estimated cost of dismantlement, removal or restoration of property, plant and equipment arising from the acquisition or use of such assets, which are capitalised and included in the cost of property, plant and equipment.

29. TRADE AND OTHER PAYABLES

| | Group | | | Company | |
|---|------------------|------------------------------|------------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 (Restated) | 2012 RM'000 (Restated) | 2014 RM'000 | 2013 RM'000 |
| Trade payables | 837,260 | 847,588 | 784,740 | 1,819 | 683 |
| Other payables | | | | | |
| Accruals | 487,571 | 431,285 | 377,786 | 3,659 | 2,670 |
| Agency deposits | 37,319 | 37,352 | 37,461 | – | – |
| Sundry payables | 796,810 | 492,009 | 440,533 | 84,681 | 109,939 |
| Pool betting duty payables | 25,277 | 25,287 | 26,719 | – | – |
| Refundable deposits | 141,741 | 62,386 | 51,579 | – | – |
| Amounts due to subsidiary companies | – | – | – | 1,493 | 1,836 |
| Amounts due to associated companies | 1,056 | 1,883 | 1,241 | 57 | 77 |
| Portion repayable within 12 months | | | | | |
| - Block discounting payables (Note 26) | 13,616 | 14,409 | 14,160 | – | – |
| - Hire purchase and leasing payables (Note 26) | 24,296 | 24,056 | 22,758 | 118 | 66 |
| | 1,527,686 | 1,088,667 | 972,237 | 90,008 | 114,588 |

29. TRADE AND OTHER PAYABLES (cont'd)

| | Group | | | Company | |
|--|------------------|------------------------------|------------------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 (Restated) | 2012 RM'000 (Restated) | 2014 RM'000 | 2013 RM'000 |
| Other current liabilities | | | | | |
| Progress billings in respect of development properties | 50,048 | 727 | 33,763 | – | – |
| Progress billings in respect of construction contracts | 2,439 | 6,180 | 1,535 | – | – |
| Deposits | 11,208 | 16,227 | 10,899 | – | – |
| Deferred income | 57,975 | 38,837 | 25,490 | – | – |
| Other duties payable | 2,992 | 3,134 | 2,625 | – | – |
| Dividend payables | 1,408 | 2,748 | 3,299 | 115 | 150 |
| | 126,070 | 67,853 | 77,611 | 115 | 150 |
| | 2,491,016 | 2,004,108 | 1,834,588 | 91,942 | 115,421 |

Included in trade payables of the Group are manufacturers and other third party vehicle stocking loans of RM185,233,000 (2013: RMNil) obtained by foreign subsidiary companies. These loans are secured by fixed and floating charges on certain vehicle inventories held.

Included in sundry payables are as follows:

- Margin facilities obtained by the Group and the Company amounting to RM161,258,000 (2013: RM258,700,000) and RM14,681,000 (2013: RM109,939,000) respectively. The margin accounts are secured by certain quoted investments of the Group and the Company.
- Advances from Tan Sri Vincent Tan, a substantial shareholder of the Company, to the Group and the Company amounting to RM142,752,000 (2013: RMNil) and RM70,000,000 (2013: RMNil) respectively.
- An amount of RM275,408,000 (2013: RMNil) which relates to the balance purchase price of several parcels of freehold land acquired by a subsidiary company.

The amounts due to subsidiary companies for the Company are unsecured, repayable on demand and non-interest bearing. The amounts due to associated companies for the Group are trade in nature, non-interest bearing and have normal credit terms that range from 30 to 180 days (2013: 30 days to 180 days).

The range of interest rates per annum at the reporting date for margin accounts was as follows:

| | Group | | Company | |
|-----------------|-------------|-------------|-----------|-----------|
| | 2014 % | 2013 % | 2014 % | 2013 % |
| Margin accounts | 7.50 – 8.00 | 7.00 – 8.00 | 7.50 | 7.14 |

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29. TRADE AND OTHER PAYABLES (cont'd)

The normal trade credit terms granted by trade creditors of the Group are as follows:

- Non-margin clients and brokers 3 market days in accordance with the FDSS trading rules.
- Other trade payables 30 days to 180 days.

The range of interest rates per annum at the reporting date for hire purchase and leasing payables was as follows:

| | Group | | Company | |
|------------------------------------|--------------------|-------------|-------------|-----------|
| | 2014 % | 2013 % | 2014 % | 2013 % |
| Hire purchase and leasing payables | 2.59 – 6.50 | 2.36 – 7.50 | 3.50 | 3.50 |

30. SHORT TERM BORROWINGS

| | Group | | Company | |
|--|------------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Secured: | | | | |
| Long term loans | | | | |
| - portion repayable within 12 months (Note 25) | 1,014,637 | 1,222,615 | 52,789 | 38,208 |
| Medium term loans | | | | |
| - portion repayable within 12 months (Note 25) | 194,934 | 164,932 | – | – |
| Short term loans | 67,746 | 15,219 | – | – |
| Bank overdrafts | 133,337 | 135,123 | – | – |
| Trade financing facilities | 48,946 | 174,366 | – | – |
| Other bank borrowings | 762,846 | 889,739 | 21,108 | 29,138 |
| | 2,222,446 | 2,601,994 | 73,897 | 67,346 |
| Unsecured: | | | | |
| Long term loans | | | | |
| - portion repayable within 12 months (Note 25) | 5,795 | 14,128 | – | – |
| Bank overdrafts | – | 1,056 | – | – |
| Other bank borrowings | 3,500 | 2,000 | – | – |
| | 9,295 | 17,184 | – | – |
| | 2,231,741 | 2,619,178 | 73,897 | 67,346 |

The secured short term loans, bank overdrafts, trade financing facilities, and other bank borrowings of the Group and of the Company are secured either by way of fixed charges on certain landed properties, certain quoted investments, or fixed and floating charges over certain other assets of the Group and deposits of the Group, as disclosed in Notes 3, 5, 6, 8, 9, 10, 14, 15 and 18.

30. SHORT TERM BORROWINGS (cont'd)

The range of interest rates per annum at the reporting date for borrowings was as follows:

| | Group | | Company | |
|----------------------------|-------------|-------------|-------------|-------------|
| | 2014 % | 2013 % | 2014 % | 2013 % |
| Short term loans | 2.52 – 7.21 | 6.70 – 7.21 | – | – |
| Bank overdrafts | 6.01 – 9.19 | 6.01 – 9.10 | – | – |
| Trade financing facilities | 4.97 – 8.60 | 4.46 – 8.60 | – | – |
| Other bank borrowings | 2.06 – 8.60 | 2.06 – 8.60 | 6.05 – 7.60 | 5.47 – 7.60 |
| Medium term notes | 3.73 – 5.35 | 4.80 – 6.00 | – | – |

31. DERIVATIVES

Derivative liability

| | Group | | | |
|--------------------------------|------------------------------|-----------------------|------------------------------|-----------------------|
| | 2014 | | 2013 | |
| | Contract amount RM'000 | Liabilities RM'000 | Contract amount RM'000 | Liabilities RM'000 |
| Non-hedging derivatives | | | | |
| Current | | | | |
| Forward currency contracts | 42,557 | 500 | 45,134 | 1,124 |

The Group uses forward currency contracts to manage some of the transaction exposure. These contracts are not designated as cash flow or fair value hedges and are entered into for periods consistent with currency transaction exposure and fair value changes exposure. Such derivatives do not qualify for hedge accounting.

Forward currency contracts are used to hedge certain of the Group's purchases denominated in Japanese Yen for firm commitments existed at the reporting date. The fair value changes relating to those forward currency contracts outstanding at the reporting date resulted in the recognition of derivative liability for the current financial year.

| | Group | |
|--|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| At beginning of year | 1,124 | – |
| Fair value changes on forward currency contracts | (624) | 1,124 |
| At end of year | 500 | 1,124 |

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32. REVENUE

Revenue for the Group represents the invoiced value of sales of the Group's products and services, a proportion of contractual sales revenue determined by reference to the percentage of completion of development properties, lease rentals income from lease of on-line gaming equipment, rental of investment properties, interest income from hire purchase and loan financing, revenue from hotel and resort operations, membership fees from vacation time share, fitness centre operation and recreational activities, income from chartered and scheduled flights, net house takings from casino operations, brokerage and underwriting commission on securities contracts and new issue of shares and gross stake collections from the sale of toto betting tickets less gaming tax. Revenue for the Company represents management fees charged to subsidiary companies, gross dividend received and receivable from subsidiary companies.

Revenue consists of the following:

| | Group | | Company | |
|---|------------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Revenue | | | | |
| Gross brokerage and other charges | 34,946 | 20,793 | – | – |
| Underwriting commissions and fund management income | 805 | 236 | – | – |
| Margin interest income | 8,399 | 12,375 | – | – |
| Interest income from hire purchase, lease and loan financing | 2,126 | 3,689 | – | – |
| Sales of goods and services on cash and credit terms | 3,941,385 | 2,915,874 | – | – |
| Contract revenue and sale of property inventories | 701,234 | 327,440 | – | – |
| Income from hotels, resort, theme park and casino operations | 312,807 | 294,293 | – | – |
| Rental income from investment properties | 33,318 | 33,376 | – | – |
| Income from chartered and scheduled flights | 62,792 | 62,590 | – | – |
| Membership fees and subscriptions | 89,993 | 96,173 | – | – |
| Toto betting and leasing of lottery equipment income | 3,538,687 | 3,609,208 | – | – |
| Gross dividends | – | – | 346,494 | 15,284 |
| Management fee income | 2,535 | – | 2,541 | 2,541 |
| Revenue | 8,729,027 | 7,376,047 | 349,035 | 17,825 |

33. FINANCE COSTS

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Interest expense on: | | | | |
| - Bank loans and overdrafts | 255,564 | 229,060 | 27,364 | 22,068 |
| - BCorp ICULS 2 | 14,089 | 16,327 | 14,089 | 16,327 |
| - BCorp ICULS 3 | 7,165 | 4,827 | 7,165 | 4,827 |
| - MTN | 33,420 | 34,366 | – | – |
| - Hire purchase and leases | 8,025 | 8,938 | 28 | 14 |
| - Unwinding of discount and charge out of deferred transaction costs | 11,686 | 9,319 | – | – |
| - Manufacturers' vehicle stocking loans | 2,882 | – | – | – |
| - Defined benefit plans (Note 28(a)) | 509 | 429 | – | – |
| - Others (inclusive of loan related expenses) | 15,288 | 13,310 | 735 | 1,324 |
| | 348,628 | 316,576 | 49,381 | 44,560 |

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34. PROFIT/(LOSS) BEFORE TAX

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Profit/(Loss) before tax is arrived at after charging: | | | | |
| Directors' remuneration (Note 35) | | | | |
| - emoluments (excluding benefits-in-kind) | 44,378 | 43,625 | 1,165 | 989 |
| - fees | 1,595 | 1,254 | 240 | 240 |
| Auditors' remuneration | | | | |
| - statutory audit fee | 5,062 | 4,311 | 125 | 115 |
| - underprovision of statutory audit fees in prior years | 238 | 185 | - | - |
| - fees for non audit services | 986 | 562 | - | 93 |
| Depreciation of property, plant and equipment | 196,337 | 212,361 | 249 | 147 |
| Amortisation of | | | | |
| - biological assets | 1,080 | 914 | - | - |
| - intangible assets | 12,559 | 7,726 | - | - |
| - prepaid land lease premiums | 21 | 21 | - | - |
| - short leasehold land | 12 | 34 | - | - |
| Minimum operating lease payment | | | | |
| - plant and machinery | 6,044 | 4,778 | - | - |
| - premises | 232,897 | 231,612 | - | - |
| Direct operating expenses of investment properties * | 10,702 | 12,860 | - | - |
| Royalty expenses | 15,735 | 64,764 | - | - |
| Staff costs (Note a) | 586,571 | 487,438 | 9,400 | 6,516 |
| Allowance for impairment on receivables | | | | |
| - trade receivables | 3,280 | 6,457 | - | - |
| - other receivables | 977 | 4,911 | - | - |
| Bad debts written off | 717 | 3,191 | - | - |
| Inventories written off/down | 46,314 | 25,196 | - | - |
| Loss on foreign exchange | | | | |
| - realised | 35,245 | 14,546 | - | - |
| - unrealised | 46,462 | 27,789 | - | - |
| Provision for sales warranty | 9,385 | 4,337 | - | - |
| Contribution to National Sports Council | 55,253 | 62,406 | - | - |
| Other expenses (Note c) | 350,974 | 51,689 | - | 225 |

34. PROFIT/(LOSS) BEFORE TAX (cont'd)

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| and crediting: | | | | |
| Amortisation of government grants | 31 | 31 | – | – |
| Reversal of impairment loss on receivables | 6,787 | 4,008 | – | – |
| Gain on foreign exchange | | | | |
| - realised | 7,365 | 8,459 | 2 | – |
| - unrealised | 88,419 | 12,102 | – | – |
| Royalty/Franchise income | 2,971 | 2,960 | – | – |
| Other income (Note d) | 313,240 | 229,527 | 20,976 | 26,401 |

* It is not practicable to segregate the direct operating expenses of investment properties in respect of revenue and non-revenue generating properties due to periodic changes in the occupancy rates during the financial year.

(a) Staff costs consist of the following:

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Wages, salaries and allowances | 441,375 | 375,077 | 7,093 | 4,611 |
| Social security costs and employees insurance | 22,966 | 14,354 | 241 | 107 |
| Bonuses | 38,195 | 30,156 | 919 | 825 |
| Pension costs | | | | |
| - defined contribution plans | 38,622 | 35,414 | 916 | 623 |
| - defined benefit plans (Note 28(a)) | 1,552 | 818 | – | – |
| Provision for short term compensated absences | 553 | 391 | 52 | 185 |
| Share-based payments under ESOS (Note b) | 9,833 | 147 | – | – |
| Other staff related expenses | 33,475 | 31,081 | 179 | 165 |
| Total staff costs | 586,571 | 487,438 | 9,400 | 6,516 |

Staff costs exclude remuneration of executive directors.

(b) Share-based payments under ESOS consist of the following:

| | Group | | Company | |
|--------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Share-based payments for | | | | |
| - employees of the Group | 9,833 | 147 | – | – |
| - other directors of the Group | 1,169 | 78 | – | – |
| | 11,002 | 225 | – | – |

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34. PROFIT/(LOSS) BEFORE TAX (cont'd)

(c) Other expenses

Included in other expenses are the following:

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| (i) Other expenses - operating activities | | | | |
| Impairment in value of business development costs | 15,546 | – | – | – |
| Lease termination costs | 7,107 | – | – | – |
| (ii) Other expenses - investing activities | | | | |
| Loss on disposal of property, plant and equipment | 1,030 | 2,932 | – | – |
| Loss on disposal of subsidiary companies | – | 371 | – | – |
| Loss on partial disposal of subsidiary company | – | – | – | 225 |
| Loss on disposal/deemed disposal of associated companies | – | 588 | – | – |
| Loss on disposal of available-for-sale unquoted equity instruments | 1,107 | 78 | – | – |
| Fair value adjustments for investment properties | 10,224 | 80 | – | – |
| Fair value loss of fair value through profit or loss equity instruments quoted in Malaysia | 2,231 | 5,453 | – | – |
| Biological assets write off | – | 354 | – | – |
| Impairment in value of property, plant and equipment | 42,793 | 2,946 | – | – |
| Impairment of intangible assets | | | | |
| - goodwill | 185,993 | 84 | – | – |
| - others | 46 | 540 | – | – |
| Impairment loss on amount owing from | | | | |
| - an associated company | – | 38 | – | – |
| - a jointly controlled entity | 915 | 18,600 | – | – |
| Impairment in value of investments in | | | | |
| - associated companies | 2,075 | – | – | – |
| Impairment in value of | | | | |
| - Available-for-sale financial assets quoted equity instruments | 2,414 | 486 | – | – |
| - Available-for-sale financial assets unquoted equity instruments | 998 | – | – | – |
| Impairment in value of development properties | – | 9,148 | – | – |
| Corporate exercises expenses | 34,854 | – | – | – |

34. PROFIT/(LOSS) BEFORE TAX (cont'd)

(d) Other income

Included in other income are the following:

| | Group | | Company | |
|---|--------|--------|---------|--------|
| | 2014 | 2013 | 2014 | 2013 |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| (i) Other income - operating activities | | | | |
| Income from rental of land and buildings | 16,268 | 14,530 | – | – |
| Gain on disposal of marketable securities | 1,566 | 437 | – | – |
| (ii) Other income - investing activities | | | | |
| Gain on disposal of property, plant and equipment | 95,842 | 3,193 | – | – |
| Gain on disposal of investment properties | 750 | 3,099 | – | – |
| Gain on disposal of associated companies | 19 | – | – | – |
| Gain on disposal of land held for development | 1,909 | – | – | – |
| Gain on disposal from available-for-sale quoted equity instruments | 8,267 | 18,629 | – | – |
| Reversal of impairment in property, plant and equipment | 97 | 5,754 | – | – |
| Reversal of impairment in value of investments in - associated companies | 3,326 | 15,546 | – | – |
| Fair value gain of fair value through profit or loss equity instruments quoted in Malaysia | 6,049 | 2,543 | – | – |
| Fair value adjustments for investment properties | 15,337 | 38,736 | – | – |
| Interest income from loans and receivables | | | | |
| - Interest income from subsidiary company | – | – | 20,786 | 26,281 |
| - Other interest income | 69,916 | 60,399 | 190 | 120 |
| Gross dividends from | | | | |
| - Available-for-sale investments quoted in Malaysia | 1,276 | 5,485 | – | – |
| - Available-for-sale investments quoted outside Malaysia | 1,701 | – | – | – |
| - Available-for-sale investments unquoted in Malaysia | 42 | 1,742 | – | – |
| Net fair value gain on available-for-sale equity instruments transferred from equity upon derecognition | 13,238 | – | – | – |

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35. DIRECTORS' REMUNERATION

The aggregate directors' remuneration paid or payable to all directors of the Group and of the Company categorised into appropriate components for the financial year are as follows:

| | Group | | Company | |
|--------------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Directors of the Company | | | | |
| Executive | | | | |
| Salaries and other emoluments | 10,040 | 9,236 | 846 | 747 |
| Bonus | 1,922 | 1,681 | 153 | 91 |
| Retirement benefits | | | | |
| - defined contribution plans | 1,426 | 1,243 | 123 | 100 |
| Benefits-in-kind | 394 | 401 | 115 | 104 |
| | 13,782 | 12,561 | 1,237 | 1,042 |
| Non-executive | | | | |
| Fees | 317 | 315 | 240 | 240 |
| Bonus | 12 | 11 | - | - |
| Retirement benefits | | | | |
| - defined contribution plans | 16 | 18 | - | - |
| Other emoluments | 239 | 193 | 43 | 51 |
| Benefits-in-kind | 31 | 31 | 18 | 18 |
| | 615 | 568 | 301 | 309 |
| | 14,397 | 13,129 | 1,538 | 1,351 |
| Other directors of the Group | | | | |
| Fees | 1,278 | 939 | - | - |
| Salaries and other emoluments | 14,884 | 11,504 | - | - |
| Retirement benefits | | | | |
| - defined contribution plans | 3,071 | 4,424 | - | - |
| - defined benefit plans (Note 28(a)) | 162 | - | - | - |
| Bonus | 1,760 | 3,182 | - | - |
| Performance incentive | 10,846 | 12,133 | - | - |
| Benefits-in-kind | 415 | 372 | - | - |
| | 32,416 | 32,554 | - | - |
| | 46,813 | 45,683 | 1,538 | 1,351 |
| Total directors' remuneration | | | | |

36. TAXATION

| | Group | | Company | |
|-------------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Statements of profit or loss | | | | |
| Income tax | | | | |
| - Malaysian income tax | 269,663 | 230,834 | - | - |
| - Foreign tax | 104,634 | 38,393 | - | - |
| - Withholding tax | 1,393 | - | - | - |
| In respect of prior years | | | | |
| - Malaysian income tax | 14,251 | (2,326) | - | - |
| - Foreign tax | 191 | (6,577) | - | - |
| Deferred tax (Note 27) | 5,835 | (10,884) | (1,481) | (486) |
| Total taxation | 395,967 | 249,440 | (1,481) | (486) |

Domestic income tax is calculated at the Malaysian statutory tax rate of 25% (2013: 25%) of the estimated assessable profit for the year. The domestic statutory tax rate will be reduced to 24% from the current year's tax rate of 25%, effective year of assessment 2016. The computation of deferred tax as at 30 April 2014 did not reflect this change as the effect is not material. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

There is no tax charge for the Company, as the Company is in a tax loss position. The tax charge of the Group is in respect of profits recorded by certain subsidiary companies.

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Statements of comprehensive income | | | | |
| In Malaysia: | | | | |
| Deferred tax relating to other comprehensive income: | | | | |
| - Fair value adjustment on AFS financial assets of quoted equity instruments | 423 | 15,462 | - | - |
| - Tax effect relating to the defined benefit pension scheme | (146) | - | - | - |
| | 277 | 15,462 | - | - |

Statements of changes in equity

In Malaysia:

Deferred tax recognised in equity:

| | | | | |
|---|-----|-------|-----|-------|
| - liability components of BCorp ICULS 3 | - | 576 | - | 576 |
| - reversal on conversion of BCorp ICULS 2 | (5) | (150) | (5) | (150) |
| | (5) | 426 | (5) | 426 |

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36. TAXATION (cont'd)

A reconciliation of income tax expense applicable to profit/(loss) before tax at the statutory income tax rate to income tax expense at the effective tax rate of the Group and of the Company is as follows:

| | Group | | Company | |
|---|-----------------|----------------|-----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Profit/(Loss) before tax | 523,866 | 575,262 | 297,764 | (20,292) |
| Applicable tax rate (%) | 25 | 25 | 25 | 25 |
| Taxation at applicable tax rate | 130,967 | 143,816 | 74,441 | (5,073) |
| Effect of different tax rates in other countries | (1,443) | (21,133) | – | – |
| Effect of double deduction | (2) | (3) | – | – |
| Effect of tax incentives for MSC status enterprise | – | (3,543) | – | – |
| Effect of other tax incentives | (76) | (267) | – | – |
| Effect of share of results of associated companies and joint ventures | (19,742) | (20,380) | – | – |
| Effect of income subject to real property gain tax | 17,545 | (8,839) | – | – |
| Income not subject to tax | (45,394) | (23,033) | (86,351) | (3,590) |
| Expenses not deductible under tax legislation | 309,393 | 154,761 | 8,909 | 7,198 |
| Effect of withholding tax | 1,393 | – | – | – |
| Utilisation of previously unrecognised deferred tax assets | (32,100) | (17,061) | – | (32) |
| Deferred tax assets not recognised during the financial year | 48,224 | 54,496 | 3,001 | 1,497 |
| Recognition on previously unrecognised deferred tax assets | (55) | (415) | – | – |
| (Losses)/Gains from subsidiary companies domiciled in tax haven country | (10,515) | 1,939 | – | – |
| Effects of BCorp ICULS interests | (1,481) | (486) | (1,481) | (486) |
| Under/(Over) provision of income tax in prior years | 14,442 | (8,903) | – | – |
| Over provision of deferred tax in prior years | (15,189) | (1,509) | – | – |
| Taxation for the year | 395,967 | 249,440 | (1,481) | (486) |

37. (LOSS)/EARNINGS PER SHARE

(a) Basic

Basic (loss)/earnings per share is calculated by dividing (loss)/profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares with voting rights in issue during the financial year, including mandatorily convertible instruments.

| | Group | |
|---|------------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| (Loss)/Profit attributable to equity holders | (148,920) | 74,978 |
| Adjustment for deemed conversion of BCorp ICULS 2 | 14,089 | 16,327 |
| | (134,831) | 91,305 |
| Weighted average number of ordinary shares with voting rights in issue (inclusive of mandatorily convertible instruments) ('000) | 5,081,295 | 5,090,612 |
| Basic (loss)/earnings per share (sen) | (2.65) | 1.79 |

(b) Diluted

For the purpose of calculating diluted (loss)/earnings per share, the (loss)/profit for the year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares with voting rights in issue during the financial year, including mandatorily convertible instruments, have been adjusted for the dilutive effects of the dilutive instruments of the Group.

| | Group | |
|---|------------------|----------------|
| | 2014 RM'000 | 2013 RM'000 |
| (Loss)/Profit attributable to equity holders | (134,831) | 91,305 |
| Dilution effect on exercise of Berjaya Food Berhad share options | (95) | (127) |
| Dilution effect on exercise of Berjaya Media Berhad Warrants | – | (1,402) |
| Dilution effect on exercise of Berjaya Auto Berhad share options | (1,685) | – |
| Impact on income statement upon conversion of BCorp ICULS 3 | – | 4,827 |
| (Loss)/Profit attributable to equity holders after assumed conversion/exercise | (136,611) | 94,603 |
| Weighted average number of ordinary shares with voting rights in issue ('000) | 5,081,295 | 5,090,612 |
| Adjustments for assumed conversion of BCorp ICULS 3 ('000) | – | 170,000 |
| Adjusted weighted average number of ordinary shares ('000) | 5,081,295 | 5,260,612 |
| Diluted (loss)/earnings per share (sen) | (2.69) | * |

Note:

* No diluted earnings per share is presented as the effect on the basic earnings per share is anti-dilutive.

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38. DIVIDENDS

| | Company | | | |
|---|---------------------------|--------------|---------------------------|--------------|
| | 2014 | 2014 | 2013 | 2013 |
| | Net dividend per share | Net dividend | Net dividend per share | Net dividend |
| | Sen | RM'000 | Sen | RM'000 |
| Recognised during the year | | | | |
| - Final dividend of 1% single-tier dividend approved in respect of financial year ended 30 April 2013 (2013: Final dividend of 1% single-tier dividend approved in respect of financial year ended 30 April 2012) | 1.00 | 42,115 | 1.00 | 42,104 |
| | 1.00 | 42,115 | 1.00 | 42,104 |

On 30 June 2014, the Company recommended a final dividend of 1% single-tier dividend in respect of the current financial year ended 30 April 2014, to be approved by the Company's shareholders at the forthcoming Annual General Meeting. The financial statements for the current financial year do not reflect this dividend. This dividend will be accounted for in the shareholders' equity as an appropriation of retained earnings in the financial year ending 30 April 2015.

39. SEGMENTAL INFORMATION

The Group is organised on a worldwide basis and presents its segmental information based on business segments:

- (i) financial services;
- (ii) marketing of consumer products and services;
- (iii) property investment and development;
- (iv) hotels and resorts;
- (v) gaming and related activities
- (vi) restaurants; and
- (vii) others.

Other business segments include clubs, recreation, manufacturing, and plantation segments which are not of a sufficient size to be reported separately.

All inter-segment transactions were carried out in the normal course of business and established under negotiated terms.

The geographical segmental information is prepared based on the locations of assets. The segment revenue by geographical location of customers does not differ materially from the segment revenue by geographical location of assets.

Unallocated assets/liabilities include items relating to investing and financing activities and items that cannot be reasonably allocated to individual segments. These include mainly corporate assets, tax recoverable/liabilities, borrowings, hire purchase and lease obligations.

Other non-cash expenses include mainly unrealised loss on foreign exchange, property, plant and equipment written-off, intangible assets written-off, inventories written-off, and allowance for bad and doubtful debts.

39. SEGMENTAL INFORMATION (cont'd)

| By business segments | External | Inter-segment | Total |
|---|------------------|---------------|------------------|
| Revenue | RM'000 | RM'000 | RM'000 |
| 2014 | | | |
| Financial services | 46,124 | 3,100 | 49,224 |
| Marketing of consumer products and services | 3,728,588 | 38,914 | 3,767,502 |
| Property investment and development | 668,262 | 24,876 | 693,138 |
| Hotels and resorts | 323,093 | 3,040 | 326,133 |
| Gaming and related activities | 3,538,687 | – | 3,538,687 |
| Restaurants | 201,836 | 3,232 | 205,068 |
| Others | 222,437 | 19,234 | 241,671 |
| Inter-segment elimination | – | (92,396) | (92,396) |
| Total Revenue | 8,729,027 | – | 8,729,027 |

| | | | |
|---|------------------|-----------|------------------|
| 2013 | | | |
| Financial services | 37,093 | 1,957 | 39,050 |
| Marketing of consumer products and services | 2,682,209 | 42,142 | 2,724,351 |
| Property investment and development | 351,758 | 34,477 | 386,235 |
| Hotels and resorts | 301,526 | 2,920 | 304,446 |
| Gaming and related activities | 3,611,373 | – | 3,611,373 |
| Restaurants | 166,758 | 3,770 | 170,528 |
| Others | 225,330 | 24,715 | 250,045 |
| Inter-segment elimination | – | (109,981) | (109,981) |
| Total Revenue | 7,376,047 | – | 7,376,047 |

| | 2014 | 2013 |
|---|----------------|----------------|
| Results | RM'000 | RM'000 |
| Financial services | 7,618 | 2,438 |
| Marketing of consumer products and services | 188,341 | 115,155 |
| Property investment and development | 134,284 | 44,329 |
| Hotels and resorts | 25,302 | 9,898 |
| Gaming and related activities | 559,634 | 592,621 |
| Restaurants | (16,793) | (11,161) |
| Others | (21,101) | (23,422) |
| | 877,285 | 729,858 |
| Unallocated corporate expenses | (16,845) | (33,957) |
| | 860,440 | 695,901 |
| Other income - investing activities | 217,769 | 156,117 |
| Other expenses - investing activities | (284,681) | (41,701) |
| | 793,528 | 810,317 |
| Finance costs | (348,628) | (316,576) |
| Share of results of associates | 81,917 | 93,270 |
| Share of results of joint ventures | (2,951) | (11,749) |
| Profit before tax | 523,866 | 575,262 |
| Taxation | (395,967) | (249,440) |
| Profit for the year | 127,899 | 325,822 |

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39. SEGMENTAL INFORMATION (cont'd)

| | Assets | Liabilities |
|---|-------------------|------------------|
| Assets and liabilities | RM'000 | RM'000 |
| 2014 | | |
| Financial services | 341,040 | 64,502 |
| Marketing of consumer products and services | 2,174,610 | 857,748 |
| Property investment and development | 6,506,537 | 1,120,753 |
| Hotels and resorts | 1,536,545 | 519,693 |
| Gaming and related activities | 6,362,580 | 333,523 |
| Restaurants | 158,081 | 38,924 |
| Others | 1,651,130 | 734,475 |
| Inter-segment elimination | (902,748) | (886,222) |
| | 17,827,775 | 2,783,396 |
| Unallocated items | 2,763,438 | 6,814,187 |
| Total Assets and Liabilities | 20,591,213 | 9,597,583 |
| 2013 (Restated) | | |
| Financial services | 737,303 | 448,420 |
| Marketing of consumer products and services | 1,811,025 | 818,198 |
| Property investment and development | 5,402,977 | 1,764,623 |
| Hotels and resorts | 1,501,599 | 549,970 |
| Gaming and related activities | 6,080,370 | 546,401 |
| Restaurants | 128,092 | 111,122 |
| Others | 1,788,050 | 291,734 |
| Inter-segment elimination | (837,275) | (857,716) |
| | 16,612,141 | 3,672,752 |
| Unallocated items | 2,498,473 | 4,614,460 |
| Total Assets and Liabilities | 19,110,614 | 8,287,212 |

| Other information | Capital expenditure | Depreciation and amortisation | Impairment loss | Other non-cash expenses |
|---|----------------------------|--------------------------------------|------------------------|--------------------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| 2014 | | | | |
| Financial services | 546 | 1,674 | – | 658 |
| Marketing of consumer products and services | 67,366 | 71,346 | 37,333 | 56,507 |
| Property investment and development | 18,845 | 7,939 | 21,970 | 1,332 |
| Hotels and resorts | 13,939 | 51,114 | – | 102 |
| Gaming and related activities | 28,031 | 23,127 | 1,093 | 1,375 |
| Restaurants | 28,215 | 16,326 | 2,484 | 770 |
| Others | 50,518 | 37,389 | – | 17,599 |
| | 207,460 | 208,915 | 62,880 | 78,343 |
| Unallocated items | 522 | 1,094 | 187,900 | 19,407 |
| Total | 207,982 | 210,009 | 250,780 | 97,750 |

39. SEGMENTAL INFORMATION (cont'd)

| Other information | Capital expenditure RM'000 | Depreciation and amortisation RM'000 | Impairment loss RM'000 | Other non-cash expenses RM'000 |
|--|----------------------------------|---|------------------------------|---|
| 2013 | | | | |
| Financial services | 2,499 | 1,621 | – | 1,877 |
| Marketing of consumer products and services | 112,644 | 76,346 | 1,655 | 40,115 |
| Property investment and development | 25,358 | 9,764 | 10,906 | 1,800 |
| Hotels and resorts | 86,979 | 48,224 | – | 2,209 |
| Gaming and related activities | 25,949 | 27,221 | – | 83 |
| Restaurants | 22,999 | 16,513 | 336 | 37 |
| Others | 17,877 | 36,309 | 1 | 219 |
| | 294,305 | 215,998 | 12,898 | 46,340 |
| Unallocated items | 2,693 | 5,058 | 18,944 | 21,204 |
| Total | 296,998 | 221,056 | 31,842 | 67,544 |

| By geographical segments | Revenue RM'000 | Capital expenditure RM'000 | Assets RM'000 |
|--------------------------|-------------------|----------------------------------|-------------------|
| 2014 | | | |
| Malaysia | 6,462,784 | 103,406 | 15,888,627 |
| Outside Malaysia | 2,266,243 | 104,576 | 4,702,586 |
| Total | 8,729,027 | 207,982 | 20,591,213 |
| 2013 (Restated) | | | |
| Malaysia | 6,179,842 | 238,518 | 16,202,830 |
| Outside Malaysia | 1,196,205 | 58,480 | 2,907,784 |
| Total | 7,376,047 | 296,998 | 19,110,614 |

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40. SIGNIFICANT RELATED PARTY TRANSACTIONS

| | Note | Group | | Company | |
|---|------|----------------|----------------|----------------|----------------|
| | | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Management fees receivable from | | | | | |
| - subsidiary companies | | – | – | (2,541) | (2,541) |
| - Mazda Malaysia Sdn Bhd (“MMSB”) | a | (3,019) | – | – | – |
| - BStarbucks | b | (2,175) | – | – | – |
| Rental of premises and related services receivable from | | | | | |
| - Singer (Malaysia) Sdn Bhd | c | (485) | (485) | – | – |
| - TT Resources Food & Services Sdn Bhd | d | (1,384) | (1,200) | – | – |
| - Sun Media Corporation Sdn Bhd (“SMCSB”) | a | (545) | (545) | – | – |
| - BStarbucks | b | (271) | (255) | – | – |
| - 7-Eleven Malaysia Sdn Bhd (“7-Eleven”) | c | (2,025) | (1,618) | – | – |
| - U Mobile Sdn Bhd (“UMobile”) | e | (1,834) | (1,705) | – | – |
| - Songbird Amusement Sdn Bhd | c | (275) | (258) | – | – |
| Rental of premises payable to Berjaya Times Square Sdn Bhd (“BTS”) | f | 6,655 | 6,541 | – | – |
| Transportation service provided to | | | | | |
| - 7-Eleven | c | (12,767) | (12,516) | – | – |
| Research, development, implementation and maintenance services as well as purchase of hardware, software, network equipment from Qinetics Solutions Sdn Bhd | c | 4,260 | 3,984 | 153 | 425 |
| Advertising and publishing services charged by SMCSB | a | 1,773 | 2,621 | 232 | 314 |
| Purchase of motor vehicles from MMSB | a | (316,788) | – | – | – |
| Sale of properties to Berjaya Sompo Insurance Berhad | a | (69,726) | (47,898) | – | – |
| Sales of motor vehicles, component parts and other related products to Dunia Prestasi Auto Sdn Bhd (“DPASB”) | g | – | (4,922) | – | – |
| Supply of computerised lottery systems and related services to Natural Avenue Sdn Bhd | f | (460) | (427) | – | – |
| Aircraft charter fees receivable from Tan Sri Vincent Tan | h | (5,228) | – | – | – |

All other significant related party transactions have been disclosed under Notes 16, 29, 34 and 35.

Details of significant related party acquisitions and disposals of assets completed during the financial year are included in Note 47.

Notes:

- (a) Associated companies of the Group.
- (b) Joint venture of the Group.
- (c) Companies where Tan Sri Vincent Tan, a major shareholder of the Company, is deemed to have an interest.

40. SIGNIFICANT RELATED PARTY TRANSACTIONS (cont'd)

- (d) Company deemed related to Tan Sri Dato' Tan Chee Sing ("TSDT") by virtue of his interest in the company. TSDT is the brother of Tan Sri Vincent Tan, a substantial shareholder of the Company and the father of Dato' Robin Tan Yeong Ching ("DRTYC") and Rayvin Tan Yeong Sheik ("RTYS"). TSDT is the father of Dato' Dickson Tan Yong Loong ("DDTYL"), a director of the Company.
- (e) A company in which the directors of the Company, namely DRTYC and RTYS have interests. Tan Sri Vincent Tan and his brother TSDT are also substantial shareholders of UMobile. Tan Sri Vincent Tan is the father of DRTYC and RYTS while TSDT is the father of DDTYL, a director of the Company.
- (f) Subsidiary companies of BAssets. Tan Sri Vincent Tan is a substantial shareholder of BAssets while DRTYC and RTYS are also substantial shareholders of BAssets. Tan Sri Vincent Tan is the father of DRTYC and RTYS. TSDT also has interest in BAssets and DDTYL is also a director of BAssets.
- (g) DPASB has ceased to be an associated company of the Group with effect from 15 August 2012.
- (h) Tan Sri Vincent Tan is a major shareholder of the Company.

Certain professional fee amounting to RM6,782,000 (2013: RM9,065,000) was incurred by a foreign subsidiary company for management and consultancy services contracted with a corporate entity, of which the Chief Executive Officer of the foreign subsidiary company has interest.

The compensation of the key management personnel, who are directors of the Group, is as follows:

| | Group | | Company | |
|--------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Short-term benefits | 42,138 | 39,998 | 1,415 | 1,251 |
| Post-employment benefits | 4,675 | 5,685 | 123 | 100 |
| | 46,813 | 45,683 | 1,538 | 1,351 |

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41. COMMITMENTS

| | Group | | Company | |
|--|----------------|------------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| Capital expenditure | | | | |
| - approved and contracted for | 524,343 | 791,107 | - | - |
| - approved but not contracted for | 39,283 | 39,355 | - | - |
| | 563,626 | 830,462 | - | - |
| Land lease payments for foreign development project | 365,120 | 336,000 | - | - |
| Group's share of a joint venture's commitment | | | | |
| - land use rights fee | 9,460 | 8,897 | - | - |
| - land rental | 3,178 | 18,308 | - | - |
| Proposed share subscription in investee companies | 13,975 | 28,975 | - | - |
| Purchase consideration for shares | 44,531 | 17,100 | - | - |
| | 999,890 | 1,239,742 | - | - |
| Non-cancellable operating lease commitments as lessees | | | | |
| - Within 1 year after reporting date | 130,895 | 115,391 | - | - |
| - Later than 1 year but not more than 5 years | 193,813 | 154,806 | - | - |
| - Later than 5 years | 84,500 | 18,552 | - | - |
| | 409,208 | 288,749 | - | - |
| Non-cancellable operating lease commitments as lessors | | | | |
| - Within 1 year after reporting date | 22,621 | 23,218 | - | - |
| - Later than 1 year but not more than 5 years | 18,956 | 9,822 | - | - |
| | 41,577 | 33,040 | - | - |

(a) Significant commitments for acquisition of properties and investments are included in Notes 47 and 48.

The Group entered into commercial property leases on its investment properties portfolio consisting of commercial and office space. These leases have remaining non-cancellable lease terms of between 1 and 5 years. Besides this, a foreign subsidiary company had entered into a lease for provision of on-line lottery equipment for a stipulated period. Revenue from the leasing of lottery equipment is recognised based on certain percentage of the gross receipts from the lottery ticket sales of the lottery operator subject to an annual minimum fee as prescribed in the lease agreement.

42. FINANCIAL GUARANTEES AND CONTINGENT LIABILITIES

The financial guarantees provided to financiers for subsidiary and related companies are no longer disclosed as contingent liabilities but would instead be accounted as financial liabilities if considered likely to crystallise. The Company has assessed the financial guarantee contracts and concluded that the financial impact of the guarantees is not material.

Details of contingent liabilities are as follows:

- (a) A subsidiary company of the Group, namely Cosway (HK) Limited (“CHK”), is currently a defendant in a lawsuit brought by a party alleging that CHK breached and repudiated a signed courier service agreement to use certain minimum services from a service provider. The directors, based on the advice from the Group’s legal counsel, believe that CHK has a valid defence against the allegation and, accordingly, have not provided for any claim arising from the litigation, other than the related legal and other costs.
- (b) On 13 November 2013, a claim of USD100 million (about RM322.50 million) was filed by Evolv Health LLC and two others (“Plaintiffs”) against Cosway USA, Inc (“CoswayUSA”) and several other parties (“Defendants”) in the state of Texas, USA for damages allegedly suffered by the Plaintiffs as a result of an alleged breach by the Defendants of a mutual non-disclosure and non-circumvention agreement entered into between Evolv Health LLC and CoswayUSA. The case is being defended by CoswayUSA and is pending hearing. CoswayUSA’s lawyers have advised that CoswayUSA stands a very good chance of having the claim dismissed.
- (c) On 16 April 2014, CoswayUSA was named as one of the defendants in a counter claim which originally involved two separate entities. The counter claim was brought by Health Education Corporation D/B/A Nutranomics (“Nutranomics”) alleging breach of a mutual non-disclosure and confidentiality agreement for damages of USD2 million (about RM6.45 million). The case is currently at the pleading stage and no court date has been fixed at this juncture. CoswayUSA’s lawyers are of the view that there is a very good chance of defending the claim.
- (d) On 17 April 2014, Armen Temuran and another party (“Armen&anor”) filed a lawsuit against CoswayUSA and several other parties (“CoswayUSA&ors”) for alleged breach of contract and unfair business practice. CoswayUSA was served with the appropriate Summons and Complaint on 1 May 2014. The sum sought was USD4.55 million (about RM14.67 million) plus general damages. CoswayUSA&ors had on 17 July 2014 replied by way of demurrer and filed a motion to dismiss. The hearing of the demurrer and motion are scheduled on 11 September 2014. CoswayUSA’s lawyers are of the opinion that the claims alleged are without merit and will not prevail.

43. FAIR VALUE MEASUREMENT

The Group and the Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

| | |
|---------|--|
| Level 1 | Quoted (unadjusted) market prices in active markets for identical assets or liabilities |
| Level 2 | Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable |
| Level 3 | Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

- (a) Group’s non-financial assets that are measured at fair value.

Certain comparative figures have not been presented for 30 April 2013 by virtue of the exemption given in Appendix C3 of FRS 13, which is effective for annual periods beginning on and after 1 January 2013.

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43. FAIR VALUE MEASUREMENT (cont'd)

The table below analyses the Group's non-financial assets measured at fair value at the reporting date, according to the level in the fair value hierarchy:

| | Level 1 | Level 2 | Level 3 | Total |
|-------------------------|---------|---------|---------|---------|
| GROUP | RM'000 | RM'000 | RM'000 | RM'000 |
| 2014 | | | | |
| Investment properties | | | | |
| - Commercial properties | – | 571,039 | – | 571,039 |
| - Other properties | – | 86,227 | – | 86,227 |
| | – | 657,266 | – | 657,266 |

Comparative method

Under the comparison method, a property's fair value is estimated based on comparable transactions. This approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold.

All investment properties valued using the comparison method are categorised as Level 2 in the fair value hierarchy.

(b) Financial Instruments that are measured at fair value

The table below analyses the financial instruments measured at fair value at the reporting date, according to the level in the fair value hierarchy:

| | Level 1 | Level 2 | Level 3 | Total |
|----------------------------|---------|---------|---------|---------|
| GROUP | RM'000 | RM'000 | RM'000 | RM'000 |
| 2014 | | | | |
| Financial assets | | | | |
| Other investments | 123,169 | 939 | – | 124,108 |
| Short-term investments | 6,341 | – | – | 6,341 |
| Financial liability | | | | |
| Derivative liability | – | 500 | – | 500 |
| 2013 | | | | |
| Financial assets | | | | |
| Other investments | 73,404 | – | – | 73,404 |
| Short-term investments | 15,904 | – | – | 15,904 |
| Financial liability | | | | |
| Derivative liability | – | 1,124 | – | 1,124 |

44. FINANCIAL INSTRUMENTS

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 2.2 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and losses, are recognised. The following table analyses the financial assets and liabilities in the statement of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

| GROUP | Loans and receivables | Available-for-sale | Fair value through profit or loss | Total |
|--------------------------------------|-----------------------|--------------------|-----------------------------------|------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| 2014 | | | | |
| Financial assets | | | | |
| Other investments | – | 101,303 | 33,888 | 135,191 |
| Other long term receivables | 512,996 | – | – | 512,996 |
| Trade and other receivables | 954,355 | – | – | 954,355 |
| Short-term investments | – | – | 6,341 | 6,341 |
| Deposits with financial institutions | 724,587 | – | – | 724,587 |
| Cash and bank balances | 914,536 | – | – | 914,536 |
| | 3,106,474 | 101,303 | 40,229 | 3,248,006 |

| | Fair value through profit or loss | Financial liabilities at amortised cost | Total |
|---|-----------------------------------|---|------------------|
| | RM'000 | RM'000 | RM'000 |
| Financial liabilities | | | |
| Liability component of irredeemable convertible unsecured loan stocks | – | 272,926 | 272,926 |
| Long term borrowings | – | 3,692,666 | 3,692,666 |
| Other long term liabilities | – | 215,622 | 215,622 |
| Trade and other payables | – | 2,364,946 | 2,364,946 |
| Short term borrowings | – | 2,231,741 | 2,231,741 |
| Derivative liability | 500 | – | 500 |
| | 500 | 8,777,901 | 8,778,401 |

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44. FINANCIAL INSTRUMENTS (cont'd)

(a) Classification of financial instruments (cont'd)

| GROUP | Loans and receivables | Available-for-sale | Fair value through profit or loss | Total |
|---|-----------------------|-----------------------------------|---|-----------|
| 2013 | RM'000 | RM'000 | RM'000 | RM'000 |
| Financial assets | | | | |
| Other investments | – | 52,786 | 33,398 | 86,184 |
| Other long term receivables | 524,992 | – | – | 524,992 |
| Trade and other receivables | 1,197,433 | – | – | 1,197,433 |
| Short-term investments | – | 3,771 | 15,904 | 19,675 |
| Deposits with financial institutions | 708,464 | – | – | 708,464 |
| Cash and bank balances | 545,547 | – | – | 545,547 |
| | 2,976,436 | 56,557 | 49,302 | 3,082,295 |
| | | | | |
| | | Fair value through profit or loss | Financial liabilities at amortised cost | Total |
| | | RM'000 | RM'000 | RM'000 |
| Financial liabilities | | | | |
| Liability component of irredeemable convertible unsecured loan stocks | | – | 405,232 | 405,232 |
| Long term borrowings | | – | 2,445,442 | 2,445,442 |
| Other long term liabilities | | – | 215,064 | 215,064 |
| Trade and other payables | | – | 1,936,255 | 1,936,255 |
| Short term borrowings | | – | 2,619,178 | 2,619,178 |
| Derivative liability | | 1,124 | – | 1,124 |
| | | 1,124 | 7,621,171 | 7,622,295 |
| | | | | |
| COMPANY | | | | |
| | Loans and receivables | Available-for-sale | Fair value through profit or loss | Total |
| 2014 | RM'000 | RM'000 | RM'000 | RM'000 |
| Financial assets | | | | |
| Trade and other receivables | 4,560,112 | – | – | 4,560,112 |
| Cash and bank balances | 3,105 | – | – | 3,105 |
| | 4,563,217 | – | – | 4,563,217 |

44. FINANCIAL INSTRUMENTS (cont'd)

(a) Classification of financial instruments (cont'd)

| | Financial liabilities at amortised cost | Total |
|---|---|----------------|
| 2014 | RM'000 | RM'000 |
| Financial liabilities | | |
| Liability component of irredeemable convertible unsecured loan stocks | 272,926 | 272,926 |
| Other long term liabilities | 373 | 373 |
| Long term borrowings | 397,037 | 397,037 |
| Trade and other payables | 91,827 | 91,827 |
| Short term borrowings | 73,897 | 73,897 |
| | 836,060 | 836,060 |

| COMPANY | Loans and receivables | Available-for-sale | Fair value through profit or loss | Total |
|--------------------------------------|-----------------------|--------------------|-----------------------------------|------------------|
| 2013 | RM'000 | RM'000 | RM'000 | RM'000 |
| Financial assets | | | | |
| Trade and other receivables | 4,217,834 | – | – | 4,217,834 |
| Deposits with financial institutions | 2,854 | – | – | 2,854 |
| Cash and bank balances | 458 | – | – | 458 |
| | 4,221,146 | – | – | 4,221,146 |

| | Financial liabilities at amortised cost | Total |
|---|---|----------------|
| | RM'000 | RM'000 |
| Financial liabilities | | |
| Liability component of irredeemable convertible unsecured loan stocks | 405,232 | 405,232 |
| Other long term liabilities | 260 | 260 |
| Long term borrowings | 134,476 | 134,476 |
| Trade and other payables | 115,271 | 115,271 |
| Short term borrowings | 67,346 | 67,346 |
| | 722,585 | 722,585 |

(b) Fair value

(i) Financial instruments that are measured at fair value

Information of financial instruments of the Group that are measured at fair value is disclosed in Note 43.

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44. FINANCIAL INSTRUMENTS (cont'd)

(b) Fair value (cont'd)

(ii) Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximations of fair values

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair values:

| | <u>Note</u> |
|---|-------------|
| Other investments – unquoted shares | 5 |
| Other long term receivables | 12 |
| Trade and other receivables (current) | 16 |
| Trade and other payables (current) | 29 |
| Short term borrowings (current) | 30 |
| Other long term borrowings | 26 |
| Long term borrowings (non-current) at floating rate | 25 |

The carrying amounts of these financial assets and liabilities are reasonable approximations of fair values due to either insignificant impact of discounting from their short term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

The unquoted equity investment with carrying value of RM11,083,000 (2013: RM12,780,000) are carried at cost less accumulated impairment loss as their fair values cannot be measured reliably due to the absence of an active market and reliable input data.

The fair values of fixed rate bank loans, Medium Term Notes and finance lease obligations are estimated by discounting expected future cash flows at market incremental lending rates for similar types of lending, borrowing or leasing arrangements at reporting date.

The fair values of quoted equity instruments and Malaysian Government Securities are determined by reference to their published market bid price at reporting date.

The fair values of financial guarantees are determined based on the probability weighted discounted cash flows method. The probability has been estimated and assigned for the following key assumptions:

- the likelihood of the guaranteed party defaulting within the guaranteed period;
- the exposure on the portion that is not expected to be recovered due to the guaranteed party's default; and
- the estimated loss exposure if the party guaranteed were to default.

Forward currency contracts are valued using a valuation technique with market observable inputs.

The Company has assessed the financial guarantee contracts and concluded that the financial impact of the guarantees is not material.

44. FINANCIAL INSTRUMENTS (cont'd)

(b) Fair value (cont'd)

- (iii) Financial instruments that are not measured at fair value and whose carrying amounts are not reasonable approximations of fair value (cont'd)

| | Group | | | |
|--|----------------------------|-----------------------|----------------------------|-----------------------|
| | 2014 Carrying amount | 2014 Fair value | 2013 Carrying amount | 2013 Fair value |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| <u>Financial assets - Short term Investments</u> | | | | |
| Unquoted securities outside Malaysia | - | - | 3,771 | * |

- * Fair value information has not been disclosed as the fair value cannot be measured reliably as these financial instruments are not quoted on any market and do not have any comparable industry peers that are listed.

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The financial risk management policies of the Group seek to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its market risk (including interest rate risk, foreign currency risk and equity price risk), liquidity risk and credit risks. The Group operates within clearly defined guidelines and the Group's policy is not to engage in speculative transactions.

(a) Market risk

- (i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The interest bearing assets are made up of deposits with licensed financial institutions and interest bearing receivables.

The Group manages the interest rate risk of its deposits with licensed financial institutions by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and by maintaining a prudent mix of short and long term deposits and actively reviewing its portfolio of deposits. The Group also ensures that the rates contracted for its interest bearing receivables are reflective of the prevailing market rates.

The Group manages its interest rate risk exposure from interest bearing borrowings by maintaining a mix of fixed and floating rate borrowings. The Group actively reviews its debt portfolio, taking into account the investment holding period and nature of its assets. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes. The Group does not utilise interest swap contracts or other derivative instruments for trading or speculation purposes.

All of the Group's and Company's financial assets and liabilities at floating rates are contractually re-priced at intervals of less than 6 months (2013: less than 6 months) from the reporting date.

The information on maturity dates and effective interest rates of financial assets and liabilities are disclosed in their respective notes.

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(a) Market risk (cont'd)

(i) Interest rate risk (cont'd)

At the reporting date, the interest rate profile of the interest-bearing financial instruments was:

| | Group | | Company | |
|----------------------------------|----------------|----------------|----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 | 2014 RM'000 | 2013 RM'000 |
| <u>Fixed rate instruments</u> | | | | |
| Financial assets | 724,587 | 708,464 | – | 2,854 |
| Financial liabilities | 1,118,183 | 1,240,449 | 273,417 | 405,558 |
| <u>Floating rate instruments</u> | | | | |
| Financial assets | 587,708 | 539,929 | 406,513 | 573,196 |
| Financial liabilities | 5,444,989 | 4,570,404 | 472,427 | 203,658 |

Fair value sensitivity analysis for fixed rate instruments

The Group does not measure any fixed rate instruments at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect the income statement.

Sensitivity analysis for floating rate instruments

A change of 25 basis points in interest rates at the reporting date would result in the profit or loss before tax of the Group and of the Company to be higher/lower by RM12,143,000 (2013: RM10,076,000) and by RM165,000 (2013: RM924,000), respectively. This analysis assumes that all other variables remain constant.

(ii) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency rates.

The Group operates internationally and is exposed to various currencies as indicated in Note 2.2.28(iii). The Group maintains a natural hedge, whenever possible, by borrowing in the currency of the country in which the property or investment is located.

The net significant unhedged financial assets and liabilities of the Group that are not denominated in their functional currencies are as follows:

| Functional Currency of Group Companies | USD RM'000 | EUR RM'000 | SGD RM'000 | TWD RM'000 | MYR RM'000 | THB RM'000 | CNY RM'000 | Total RM'000 |
|---|---------------|---------------|---------------|---------------|---------------|---------------|---------------|-----------------|
| As at 30 April 2014 | | | | | | | | |
| Trade and Other Receivables | | | | | | | | |
| MYR | 274,139 | – | 39 | – | – | 90,982 | – | 365,160 |
| SCR | 337 | 2,275 | – | – | – | – | – | 2,612 |
| HKD | – | – | – | – | – | – | 3,539 | 3,539 |
| | 274,476 | 2,275 | 39 | – | – | 90,982 | 3,539 | 371,311 |

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(a) Market risk (cont'd)

(ii) Currency risk (cont'd)

| Functional Currency of Group Companies | USD RM'000 | EUR RM'000 | SGD RM'000 | TWD RM'000 | MYR RM'000 | THB RM'000 | CNY RM'000 | Total RM'000 |
|---|---------------|---------------|---------------|---------------|---------------|---------------|----------------|-----------------|
| As at 30 April 2014 | | | | | | | | |
| Cash and Bank Balances | | | | | | | | |
| MYR | 40,480 | – | 702 | – | – | – | 106,943 | 148,125 |
| SCR | 1,829 | 3,544 | – | – | – | – | – | 5,373 |
| HKD | 38 | – | 512 | – | – | – | 5 | 555 |
| VND | 122 | – | – | – | – | – | – | 122 |
| | 42,469 | 3,544 | 1,214 | – | – | – | 106,948 | 154,175 |

| | | | | | | | | |
|---------------------------------|---------------|-----------|-----------|--------------|--------------|------------|----------|---------------|
| Trade and Other Payables | | | | | | | | |
| MYR | 14,237 | – | 84 | 639 | – | 135 | – | 15,095 |
| SCR | 96 | 22 | – | – | – | – | – | 118 |
| HKD | 135 | – | – | 3,041 | 2,346 | – | – | 5,522 |
| VND | 6,458 | – | – | – | – | – | – | 6,458 |
| | 20,926 | 22 | 84 | 3,680 | 2,346 | 135 | – | 27,193 |

| | | | | | | | | |
|-------------------|----------------|----------|---------------|----------|----------|----------|----------|----------------|
| Borrowings | | | | | | | | |
| MYR | 655,383 | – | 90,853 | – | – | – | – | 746,236 |
| CNY | 15,711 | – | – | – | – | – | – | 15,711 |
| | 671,094 | – | 90,853 | – | – | – | – | 761,947 |

| Functional Currency of Group Companies | USD RM'000 | EUR RM'000 | SGD RM'000 | HKD RM'000 | TWD RM'000 | MYR RM'000 | Total RM'000 |
|---|---------------|---------------|---------------|---------------|---------------|---------------|-----------------|
|---|---------------|---------------|---------------|---------------|---------------|---------------|-----------------|

As at 30 April 2013

| | | | | | | | |
|------------------------------------|----------------|--------------|------------|----------|-----------|----------|----------------|
| Trade and Other Receivables | | | | | | | |
| MYR | 242,789 | – | 353 | – | – | – | 243,142 |
| SCR | 584 | 2,211 | – | – | – | – | 2,795 |
| HKD | 573 | – | – | – | 47 | – | 620 |
| | 243,946 | 2,211 | 353 | – | 47 | – | 246,557 |

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(a) Market risk (cont'd)

(ii) Currency risk (cont'd)

| Functional Currency of Group Companies | USD RM'000 | EUR RM'000 | SGD RM'000 | HKD RM'000 | TWD RM'000 | MYR RM'000 | Total RM'000 |
|---|----------------|---------------|---------------|---------------|---------------|---------------|-----------------|
| As at 30 April 2013 | | | | | | | |
| Cash and Bank Balances | | | | | | | |
| MYR | 1,994 | – | 2,258 | 80 | – | – | 4,332 |
| CNY | 40,465 | – | – | – | – | – | 40,465 |
| KRW | 322 | – | – | – | – | – | 322 |
| SCR | 677 | 1,190 | – | – | – | – | 1,867 |
| | <u>43,458</u> | <u>1,190</u> | <u>2,258</u> | <u>80</u> | <u>–</u> | <u>–</u> | <u>46,986</u> |
| Trade and Other Payables | | | | | | | |
| MYR | 9,285 | 20 | 1,402 | – | 522 | – | 11,229 |
| SCR | 43 | 104 | – | – | – | – | 147 |
| HKD | 849 | – | – | – | 2,852 | 1,895 | 5,596 |
| | <u>10,177</u> | <u>124</u> | <u>1,402</u> | <u>–</u> | <u>3,374</u> | <u>1,895</u> | <u>16,972</u> |
| Borrowings | | | | | | | |
| MYR | <u>440,583</u> | <u>–</u> | <u>–</u> | <u>–</u> | <u>–</u> | <u>–</u> | <u>440,583</u> |

Sensitivity analysis for currency risk

The following table demonstrates the sensitivity of the Group's profit net of tax to a reasonably possible change in those foreign currencies and MYR exchange rates, which might have material impact to the Group's profit net of tax, against the respective major functional currencies of the Group entities, with all other variables remain constant.

| | | 2014 | 2013 |
|---|-------------------------------|-----------------|---------------|
| GROUP | | RM'000 | RM'000 |
| <u>Increase/(decrease) to profit net of tax</u> | | | |
| MYR/USD | - strengthened 3% (2013: 4%) | 10,650 | 8,203 |
| | - weakened 7% (2013: 4%) | (24,850) | (8,203) |
| MYR/SGD | - strengthened 1% (2013: 3%) | 902 | (36) |
| | - weakened 5% (2013: 3%) | (4,510) | 36 |
| MYR/THB | - strengthened 3% (2013: Nil) | (2,725) | – |
| | - weakened 3% (2013: Nil) | 2,725 | – |
| MYR/CNY | - strengthened 5% (2013: Nil) | (5,347) | – |
| | - weakened 6% (2013: Nil) | 6,417 | – |
| CNY/USD | - strengthened 3% (2013: 4%) | 471 | (1,619) |
| | - weakened 2% (2013: 4%) | (314) | 1,619 |

The impact of sensitivity analysis of the rest of the foreign currencies is not material to the Group.

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(a) Market risk (cont'd)

(iii) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

The Group is exposed to equity price risk arising from its investment in quoted instruments. The quoted instruments in Malaysia are listed on the Bursa Malaysia. These instruments are classified as fair value through profit or loss or available for sale financial assets. To manage its market price risk arising from investments in quoted instruments, the Group diversifies its portfolio and diversification of the portfolio is done in accordance with the limits set by the Group.

A subsidiary company of the Group is also exposed to price fluctuation on commodities particularly for the crude palm oil and palm kernel. It mitigates its risk to the price volatility through constant monitoring on the movement of crude palm oil and palm kernel prices. This subsidiary company does not enter into commodity future contracts.

Sensitivity analysis for quoted instruments price risk

At the reporting date, if the various stock indices had been 1% higher/lower, with all other variables held constant, the Group's profit net of tax would have been RM332,000 (2013: RM294,000) higher/lower, arising as a result of higher/lower fair value gains on held for trading investments in equity instruments, and the Group's other reserve in equity would have been RM899,000 (2013: RM440,000) higher/lower, arising as a result of an increase/decrease in the fair value of equity instruments classified as available for sale.

(b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation.

Credit risk is controlled by the application of credit approval limits, monitoring procedures and assessment of collateral values. A credit approval authority limit structure is in place for all lending activities of the Group. Credit risks are minimised and monitored by limiting the Group's association to business partners with high creditworthiness. Receivables are monitored on an ongoing basis via management reporting procedures.

Exposure to credit risk

The carrying amounts of the financial assets recorded on the statements of financial position at the reporting date represents the Group's and the Company's maximum exposure to credit risk in relation to financial assets. The Group and the Company do not have any major concentration of credit risk related to any financial assets except for the amounts owing by joint ventures and related and associated companies.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the business segments of its trade receivables on an ongoing basis.

Further information on trade receivables are disclosed in Note 16.

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(b) Credit risk (cont'd)

The credit risk concentration profile of the Group's trade receivables at the reporting date are as follows:

| | Group | | | |
|---|----------------|----------------|----------------|----------------|
| | 2014 | | 2013 | |
| | RM'000 | % | RM'000 | % |
| By business segments | | | | |
| Financial services | 233,646 | 42.31% | 614,014 | 73.45% |
| Marketing of consumer products and services | 148,678 | 26.92% | 118,559 | 14.18% |
| Property investment and development | 81,519 | 14.76% | 36,059 | 4.31% |
| Hotels and resorts | 34,661 | 6.28% | 17,298 | 2.07% |
| Gaming and related activities | 46,932 | 8.50% | 33,922 | 4.06% |
| Restaurants | 989 | 0.18% | 767 | 0.09% |
| Others | 5,795 | 1.05% | 15,335 | 1.84% |
| | 552,220 | 100.00% | 835,954 | 100.00% |

(c) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligation due to the shortage of funds.

The Group actively manages its operating cash flows and the availability of fund so as to ensure that all funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities at reasonable level to its overall debt position. As far as possible, the Group raises committed funding from both capital markets and financial institutions and prudently balances its portfolio with some short term funding so as to achieve overall cost effectiveness.

Analysis of undiscounted financial instruments by remaining contractual maturities

| GROUP | On demand or within one year | One to five years | Over five years | Total |
|--|------------------------------|-------------------|-----------------|-------------------|
| | RM'000 | RM'000 | RM'000 | RM'000 |
| 2014 | | | | |
| Financial liabilities | | | | |
| Irredeemable convertible unsecured loan stocks | 95,295 | 174,157 | 68,824 | 338,276 |
| Trade and other payables | 2,340,650 | - | - | 2,340,650 |
| Hire purchase and leasing payables | 31,310 | 153,522 | 8,502 | 193,334 |
| Loans and borrowings | 3,897,524 | 4,061,927 | 133,986 | 8,093,437 |
| | 6,364,779 | 4,389,606 | 211,312 | 10,965,697 |

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

(c) Liquidity risk (cont'd)

| GROUP | On demand or within one year | One to five years | Over five years | Total |
|---|------------------------------------|----------------------|--------------------|-----------|
| 2013 | RM'000 | RM'000 | RM'000 | RM'000 |
| Financial liabilities | | | | |
| Irredeemable convertible unsecured loan stocks | 43,287 | 204,254 | 103,693 | 351,234 |
| Trade and other payables | 1,912,199 | – | – | 1,912,199 |
| Hire purchase and leasing payables | 31,967 | 154,629 | 19,760 | 206,356 |
| Loans and borrowings | 3,032,962 | 2,580,030 | 186,673 | 5,799,665 |
| | 5,020,415 | 2,938,913 | 310,126 | 8,269,454 |

| COMPANY | On demand or within one year | One to five years | Over five years | Total |
|---|------------------------------------|----------------------|--------------------|-----------|
| 2014 | RM'000 | RM'000 | RM'000 | RM'000 |
| Financial liabilities | | | | |
| Irredeemable convertible unsecured loan stocks | 95,295 | 174,157 | 68,824 | 338,276 |
| Trade and other payables | 91,709 | – | – | 91,709 |
| Hire purchase and leasing payables | 146 | 411 | – | 557 |
| Loans and borrowings | 88,578 | 503,663 | – | 592,241 |
| | 275,728 | 678,231 | 68,824 | 1,022,783 |

| COMPANY | On demand or within one year | One to five years | Over five years | Total |
|---|------------------------------------|----------------------|--------------------|---------|
| 2013 | RM'000 | RM'000 | RM'000 | RM'000 |
| Financial liabilities | | | | |
| Irredeemable convertible unsecured loan stocks | 43,287 | 204,254 | 103,693 | 351,234 |
| Trade and other payables | 115,205 | – | – | 115,205 |
| Hire purchase and leasing payables | 85 | 291 | – | 376 |
| Loans and borrowings | 177,285 | 142,648 | – | 319,933 |
| | 335,862 | 347,193 | 103,693 | 786,748 |

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46. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. This function is carried out on a centralised entity wide basis by the Group's Treasury Division. The Treasury Division will handle and manage the Group's funds and financial resources and all its loans and borrowings on a "pool basis". No changes were made in the objectives, policies or processes during the financial years ended 30 April 2014 and 2013.

The Group monitors capital using a gearing ratio, which is total debt divided by total equity. The Group includes within total debt, borrowings, liability component of irredeemable convertible unsecured loan stocks, block discounting, hire purchase and finance lease obligations. Total equity represents net equity attributable to the owners of the parent plus non-controlling interests.

| | Note | Group | |
|--|------|----------------|------------------------------|
| | | 2014 RM'000 | 2013 RM'000 (Restated) |
| Liability component of | | | |
| irredeemable convertible unsecured loan stocks | 22 | 272,926 | 405,232 |
| Long term borrowings | 25 | 3,692,666 | 2,445,442 |
| Block discounting payables | 26 | 34,792 | 35,505 |
| Hire purchase and leasing payables | 26 | 170,905 | 176,069 |
| Margin facilities | 29 | 161,258 | 258,700 |
| Short term borrowings | 30 | 2,231,741 | 2,619,178 |
| Total debt | | 6,564,288 | 5,940,126 |
| Total equity | | 10,993,630 | 10,823,402 |
| Gearing ratio (%) | | 60 | 55 |

The gearing ratio is not governed by the FRS and its definition and calculation may vary from one group/company to another.

47. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- (1) On 7 October 2013, the Company announced that its wholly owned subsidiary company BGroup had on even date disposed of 17,452,000 ordinary shares of RM0.50 each ("BFood Sale Shares"), representing 6.61% equity interest, in BFood for a total cash consideration of about RM30.0 million or at RM1.719 per BFood share to Perbadanan Nasional Berhad ("PNS"). Dato' Zurainah binti Musa, an executive director of the Company has an interest in the disposal as she has entered into a put and call option arrangement with PNS with regard to the BFood Sale Shares over a period of five years from the completion date of the disposal.
- (2) On 18 July 2013, BToto announced that Berjaya Philippines Inc ("BPI"), its subsidiary company that is listed on the Philippine Stock Exchange, had on even date made a cash offer to acquire the entire issued and to be issued share capital of HR Owen not already owned by BPI for about GBP23.4 million (equivalent to about RM113.7 million). HR Owen is a company listed on the London Stock Exchange ("LSE").

On 30 July 2013, BToto announced that BPI had on 29 July 2013 posted the offer document to the shareholders of HR Owen. The offer price is GBP1.30 in cash for each HR Owen share.

47. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)

On 22 August 2013, BToto announced that BPI had on even date extended the offer by another 14 days to 2 September 2013. The offer price remains unchanged.

On 3 September 2013, BToto announced that BPI had on even date extended the offer by another 14 days to 16 September 2013. The offer price remains unchanged.

On 13 September 2013, BToto announced that BPI purchased 2,350,000 HR Owen shares at GBP1.70 per share. Consequently, BPI revised its offer price to GBP1.70 per HR Owen share and extended the offer to 27 September 2013.

On 24 September 2013, BToto announced that the BPI offer has become unconditional as BPI holds more than 50% equity interest in HR Owen. It is announced that BPI held at least 11,844,944 HR Owen shares representing 50.16% equity interest. The offer has been extended to 11 October 2013.

On 14 October 2013, BToto announced that at the close of the offer on 11 October 2013, BPI held 17,829,551 HR Owen shares representing 71.2% equity interest in HR Owen.

- (3) On 18 November 2013, BAUTO was listed on the Bursa Securities. On 26 September 2013, BAUTO completed the acquisition of the entire issued and paid-up share capital comprising 80 million ordinary shares of RM1.00 each in Bermaz Motor Sdn Bhd ("Bermaz") for a purchase consideration of about RM504 million. The purchase consideration was settled by the issuance of about 720 million new ordinary shares of RM0.50 each in BAUTO at an issue price of RM0.70 per ordinary share to BGROUP and other shareholders of Bermaz. Consequently, BAUTO became a non-wholly owned subsidiary company of the Group. Thereafter, BAUTO made a public issue of 82,763,000 new ordinary shares at an issue price of RM0.70 pursuant to its Initial Public Offering exercise.
- (4) On 10 January 2014, BToto announced that International Lottery & Totalizator Systems, Inc ("ILTS California"), a 71.32%-owned subsidiary company of Berjaya Lottery Management (HK) Limited ("BLM"), which is a wholly owned subsidiary company of the BToto group, will merge with its 100%-owned subsidiary company Delaware International Lottery & Totalizator Systems, Inc ("ILTS Delaware") and thereafter, ILTS Delaware will undertake a reverse stock split of ILTS Delaware's common stock so that BLM will be the sole shareholder of ILTS Delaware. Upon completion of these transactions, the ILTS Delaware shares will cease to be traded on the Over-The-Counter Markets. ILTS California had obtained the written consent of BLM, approving the merger and the reverse stock split. A preliminary Information Statement has been filed with the United States Securities and Exchange Commission ("SEC") and currently remains under review. The merger and reverse stock split will be consummated promptly no earlier than twenty calendar days following the date on which the Information Statement is first mailed to shareholders of ILTS California.
- (5) In relation to the proposed transfer of its 100% equity interest in its wholly-owned subsidiary company, STM, to a business trust to be constituted and registered in Singapore to be known as Sports Toto Malaysia Trust ("STM-Trust") and the proposed listing of STM Trust on the Mainboard of the Singapore Exchange Securities Trading Limited, the Company had announced that on 13 June 2013 that STM-Trust has been constituted in Singapore on even date by a declaration of trust by Sport Toto Malaysia Management Pte. Ltd. ("STMM"), as trustee-manager of STM-Trust under a trust deed dated 13 June 2013.

The transfer of STM ("Transfer") was completed on 31 October 2013 following the issuance of 4,369,999,998 units in STM Trust at an issue price of SGD0.5001 each to Berjaya Sports Toto (Cayman) Limited and bill of exchange in favour of the Company amounting to RM571.32 million, which was subsequently indorsed in favour of Sports Toto.

On 2 December 2013, the Company announced that the Board decided not to proceed with the proposed listing after considering the challenging market conditions and the poor performances of the listed yield stocks such as real estate investment trusts ("REIT") and other business trusts in Singapore.

On 21 January 2014, the Company announced that following the abortion of the proposed listing, the relevant parties have unwound the Transfer that was completed on 31 October 2013 and STM has been reverted back as a 100% direct subsidiary of the Company.

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47. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)

- (6) On 21 October 2013, the Company announced that Cipta Nirwana (M) Sdn Bhd (“CNSB”), being the holder of RM170 million BCorp ICULS 3 together with 170 million Warrants 2 (“Consideration Securities”) which CNSB received as consideration pursuant to the sale of 40 million Atlan Holdings Bhd shares to the Company, had exercised the put option requiring the Company to purchase the Consideration Securities for a total cash consideration of RM170 million. The mutually agreed completion dates are as follows:

- (a) RM51 million BCorp ICULS 3 together with 51 million Warrants 2 on 6 November 2013; and
- (b) the remaining RM119 million BCorp ICULS 3 together with 119 million Warrants 2 on 15 February 2014.

On 17 February 2014, the Company announced that on 6 November 2013 the Company acquired RM51.0 million BCorp ICULS 3 together with 51 million Warrants 2 pursuant to the put option exercised by CNSB. On 17 February 2014, the Company acquired an additional RM59.0 million BCorp ICULS 3 together with 59 million Warrants 2. It was mutually agreed that the purchase for the remaining RM60 million BCorp ICULS 3 and 60 million Warrants 2 will be completed on 30 June 2014.

On 30 June 2014, the Company announced that it had on even date completed the acquisition of the balance of the RM60 million BCorp ICULS 3 together with 60 million Warrants 2. Accordingly, the RM170 million BCorp ICULS 3 and 170 million Warrants 2 were cancelled and no longer in issuance.

- (7) On 20 February 2014, BToto released an announcement by HR Owen dated 19 February 2014 in respect of HR Owen’s proposed cancellation of Admission to the Official List and to trading on the LSE’s main market for listed securities (“De-Listing”). This is due to HR Owen’s non-compliance with the LSE listing requirements where at least 25% of its shares must be in public hands. As at 18 February 2014 (being the last practicable date prior to the publication of the announcement by HR Owen), the share register of HR Owen comprised of two substantial shareholders (including BPI) holding a total of 97.5% of the shares of HR Owen with the remaining 2.5% in the hands of the public. The De-Listing was effected with the offer for the qualifying shareholders to sell their shares to BPI at GBP0.17 per share and the aforesaid was completed on 15 April 2014.
- (8) On 24 April 2014, DSG Holdings Limited (“DSG”), an 85%-owned subsidiary company of the Company, completed the acquisition of one ordinary share of HKD1.00 each representing 100% equity interest in AWF, a Hong Kong incorporated company, from Berjaya Infrastructure Sdn Bhd for a cash consideration of HKD1.00. DSG will, over a six months, subscribe for a total of up to 57.73 million new AWF shares at an issue price of HKD1.00 per AWF share for a total subscription amount of up to HKD57.73 million (“PropAWFSubscription”). The PropAWFSubscription will enable AWF to part finance the proposed acquisition of 3 potable water services companies in the town of Longxi, Boluo County in the province of Guangdong, the People’s Republic of China for a total consideration of RMB200.0 million (about RM110.0 million).
- (9) On 28 June 2010, BLand announced, with regard to the proposed acquisition by Selat Makmur Sdn Bhd (“SMSB”), its wholly owned subsidiary company, of about 244.79 acres of leasehold land located in Sungei Besi, Kuala Lumpur (“STCLand”) from Selangor Turf Club (“STC”) for a consideration of RM640.0 million and the proposed acquisition of about 750 acres of freehold land (“BCityLand”) located in the area of Sungai Tinggi, Daerah Ulu Selangor, Selangor from BerjayaCity Sdn Bhd (“BCity”), a subsidiary company of the Group, and the proposed appointment of BCity as a turnkey contractor for the construction of a new turf club for a total consideration of RM605.0 million (“STC Proposals”), the status of the conditions precedent (“CP”) of the STC Proposals:
- 1) Approval from the Foreign Investment Committee (“FIC”) for the STC Proposals was obtained on 12 October 2004.
 - 2) Approval from the FIC for the acquisition of the BCityLand was obtained on 21 October 2004.
 - 3) Approvals from the shareholders of SMSB, BLand, BCity and BGroup for the STC Proposals were obtained on 4 November 2004.
 - 4) Approvals from the State Authority Consent for the transfer of STCLand in favour of SMSB were obtained on 11 January 2005. However, the consent had lapsed and application will be re-submitted after item (6) of the CP is fulfilled.

47. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)

- 5) The agreement between STC and SMSB on the layout plans, building plans, designs, drawings and specifications for the new turf club is still pending the fulfilment of item (6) of the CP.
- 6)(a) The approval for the master layout plan for the BCityLand was obtained on 11 February 2008. However, due to the change in the Selangor government, the plan is to be re-tabled and SMSB is awaiting the decision from the Selangor government.
- 6)(b) The approval from the Majlis Daerah Hulu Selangor ("MDHS") for the Development Order, Earthworks and Infrastructure and Building Plan pertaining to the construction of the new turf club is pending as MDHS is unable to process the application until item 6(a) of the CP is fulfilled.
- 6)(c) The approval from the State Exco of Selangor for the conversion and sub-division of BCityLand is pending as the application will only be tabled at the State Exco of Selangor after approvals for items 6(a) and 6(b) are obtained.

On 12 August 2010, BLand announced that in addition to those CP announced on 28 June 2010, the following CP have yet to be fulfilled:

- A) renewal of consent by Land and Mines Department (Federal) for the transfer to SMSB of that portion of the STCLand that is located in Wilayah Persekutuan Kuala Lumpur. The consent, which was obtained in 11 January 2005, had expired on 11 January 2006 and thus an application needs to be submitted after item (C);
- B) agreement between STC and SMSB on the layout plans, building plans, designs, drawings and specifications for the new turf club. The finalisation depends on item (C); and
- C) approval, permit or consent of any relevant authorities, including inter alia the following:
 - i) approval from the Town and Country Planning Department of the State of Selangor on the re-tabling of the master layout plan for the BCityLand on 19 August 2008.
 - ii) approval from the Majlis Daerah Hulu Selangor for the Development Order, earthworks and infrastructure and building plan pertaining to the construction of the new turf club, after approval for item C(i) is obtained; and
 - iii) approval from the State Exco of Selangor for the conversion and sub-division of BCityLand after approvals for items C(i) and C(ii) is obtained.

On 28 December 2010, BLand announced that STC has officially notified SMSB via a letter dated 27 December 2010 that it has granted a further extension of time from 19 January 2011 to 18 January 2012 to fulfil the conditions precedent pursuant to the proposed acquisition of a leasehold land in Sungei Besi.

On 22 December 2011, BLand announced that STC has notified SMSB via a letter dated 20 December 2011 that it has granted a further extension of time from 19 January 2012 to 18 January 2013 to fulfil the conditions precedent pursuant to the proposed acquisition of a leasehold land in Sungei Besi.

On 13 August 2012, BLand announced that SMSB and STC have on 13 August 2012 entered into a supplemental agreement to mutually vary certain terms of the sale and purchase agreement dated 19 July 2004, as follows:

- i) if there is any condition precedent remaining outstanding, SMSB shall request further extension of time from STC and SMSB shall pay RM3.0 million to STC for an extension of one year; and
- ii) upon signing the supplemental agreement, SMSB shall pay STC an advance part payment of RM7.0 million, which will be deducted from the cash portion of the consideration of RM35.0 million. The balance of the purchase consideration will be paid within 33 months from the date when the last condition precedent is fulfilled or such other date as mutually extended.

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47. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)

On 18 December 2012, BLand announced that STC has vide its letter dated 13 December 2012 confirmed the grant of a further extension of time from 19 January 2013 to 18 January 2014 in consideration of the payment of RM3.0 million by SMSB to fulfil the remaining conditions precedent pursuant to the proposed acquisition of a leasehold land in Sungei Besi.

Pursuant to the supplemental agreement and in consideration of the payment of RM3.0 million by SMSB, the period to fulfil the remaining conditions precedent was extended to 18 January 2015.

48. SIGNIFICANT EVENTS SUBSEQUENT TO THE FINANCIAL YEAR END

- (1) On 12 May 2014, the Company and BToto jointly announced that following a bidding process, the Company was selected as the most suitable party to undertake the investment, procurement, installation of equipment and operation of a computerized lottery system for the whole of Vietnam in cooperation with Vietnam Lottery Company ("Vietlott") under a business cooperation contract to be entered into. The Company will undertake the Vietnam Lottery Business via Berjaya Gia Thinh Investment Technology Company Limited, a company incorporated in Vietnam.
- (2) On 21 May 2014, the Company announced that Berjaya Group Berhad ("BGroup"), its wholly owned subsidiary company, placed out a total of 115.0 million ordinary shares of RM0.50 each, representing about 14.25% equity interest, in BAUTO for a total cash consideration of RM230.0 million or RM2.00 per BAUTO share on 20 May 2014. Following the placement, BGroup held about 427.9 million BAUTO shares representing 53.00% equity interest in BAUTO.
- (3) On 23 July 2014, Berjaya Food Berhad announced that it had entered into a conditional share purchase agreement with Starbucks Coffee International, Inc for the proposed acquisition of 11,500,000 ordinary shares of RM1.00 each in Berjaya Starbucks Coffee Company Sdn Bhd ("BStarbucks"), representing the remaining 50.00% equity interest in BStarbucks not owned by the Company, for a total cash consideration of USD88 million or about RM279.51 million.
- (4) On 7 August 2014, BLand announced that its subsidiary companies, B.L. Capital Sdn Bhd and Selat Makmur Sdn Bhd, have on even date entered into direct business transactions with Sasteria (M) Pte Ltd for the disposals of 79,408,449 and 41,133,500 shares, respectively, in TMC Life Sciences Berhad ("TMC share"), representing a combined equity interest of 15.02%, for a gross cash consideration of about RM38.17 million and RM19.74 million, respectively, or at RM0.48 per TMC share.

On 7 August 2014, the Company announced that its subsidiary companies, Juara Sejati Sdn Bhd, Teras Mewah Sdn Bhd and Inter-Pacific Capital Sdn Bhd, have on even date entered into direct business transactions with Sasteria (M) Pte Ltd for the disposals of 80,733,933, 5,067,000 and 7,500,000 TMC shares, respectively, representing a combined equity interest of 11.63%, for a gross cash consideration of about RM38.75 million, RM2.43 million and RM3.60 million, respectively, or at RM0.48 per TMC share. Consequently, together with the disposals of TMC shares by the BLand group, TMC Life Sciences Berhad ceased to be an associate company of the Group.

- (5) On 11 August 2014, the Company announced that its wholly owned subsidiary company BerjayaCity Sdn Bhd had on even date entered into a conditional sale and purchase agreement for the proposed disposal of 10,726.17 acres of freehold land together with a palm oil mill erected thereon in Mukim Sungai Tinggi, Daerah Ulu Selangor, Selangor Darul Ehsan to Tagar Properties Sdn Bhd for a total cash consideration of approximately RM743.0 million.

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|----------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| SUBSIDIARIES: | | | | |
| Subsidiaries of the Company | | | | |
| Berjaya Environmental Engineering (Foshan) Co. Ltd* | People's Republic of China | 100.0 | 100.0 | Waste treatment involving the development, design, construction, management, operation and maintenance of sanitary landfill. |
| Berjaya Green Resources Environmental Engineering (Foshan) Co. Ltd* | People's Republic of China | 100.0 | 100.0 | Building, operating and maintaining two wastewater treatment plants. |
| Berjaya Group Berhad | Malaysia | 100.0 | 100.0 | Investment holding. |
| Berjaya Hills Berhad | Malaysia | 100.0 | 100.0 | Hotel operator, golf and recreation club operator, investment in property, property development and provision of maintenance services for apartments and condominiums. |
| Berjaya Investments (Labuan) Limited | Malaysia | 100.0 | 100.0 | Investment holding. |
| Berjaya Lottery Vietnam Limited | Malaysia | 80.0 | 80.0 | Investment holding. |
| DSG Holdings Limited* | Malaysia | 85.0 | 85.0 | Investment holding. |
| Subsidiaries of Berjaya Group Berhad | | | | |
| Academy of Nursing (M) Sdn Bhd* | Malaysia | 70.0 | 70.0 | Ceased operations. |
| Algaetech International Sdn Bhd* | Malaysia | 60.0 | 60.0 | Investment holding and research and development of algae and treatment processing for all kinds of surface finishing works. |
| BeConnect Sdn Bhd* | Malaysia | 100.0 | 100.0 | Provision of call centre services. |
| Berjaya 2nd Homes (MM2H) Sdn Bhd* | Malaysia | 100.0 | 100.0 | To act as agents to assist any person for the purpose of staying, investing and trading in Malaysia. |
| Berjaya Auto Berhad | Malaysia | 67.3 | – | Investment holding. |
| Berjaya Bakes Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Berjaya Bandartex Sdn Bhd | Malaysia | 100.0 | 100.0 | Garment manufacturer. |
| Berjaya Books Sdn Bhd* | Malaysia | 100.0 | 100.0 | Operation of book stores under the name of "Borders Books". |
| Berjaya Capital Berhad | Malaysia | 100.0 | 100.0 | Investment holding. |
| ¹ The total equity interests held by the Group is 100.00% and it is held by the following companies: | | | | |
| (i) Berjaya Corporation Berhad | | | 80.00 % | |
| (ii) Berjaya Sports Toto Berhad | | | 20.00 % | |
| ² The total equity interests held by the Group is 100.00% and it is held by the following companies: | | | | |
| (i) Berjaya Group Berhad | | | 41.94 % | |
| (ii) Bizurai Bijak (M) Sdn Bhd | | | 30.00 % | |
| (iii) Juara Sejati Sdn Bhd | | | 28.06 % | |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Group Berhad (cont'd) | | | | |
| Berjaya Channel Sdn Bhd* | Malaysia | 100.0 | 100.0 | Digital media advertisement. |
| Berjaya China Motor Sdn Bhd (formerly known as Berjaya Merchandise Sdn Bhd)* | Malaysia | 100.0 | 100.0 | Dormant. |
| Berjaya Corporation (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Corporation (S) Pte Ltd * | Singapore | 100.0 | 100.0 | Marketing agent. |
| Berjaya Cycles Sdn Bhd* | Malaysia | 100.0 | 100.0 | Rental of property. |
| Berjaya Education Sdn Bhd* | Malaysia | 60.0 | 60.0 | Provision of education and professional training services. |
| Berjaya Engineering Construction Sdn Bhd* | Malaysia | 100.0 | 100.0 | Provision of civil engineering contracting works. |
| Berjaya Enviro (S) Pte Ltd* | Singapore | 70.0 | 70.0 | Dormant. |
| Berjaya Food Berhad | Malaysia | 52.0 | 69.4 | Investment holding. |
| Berjaya Group Capital (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Group (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Higher Education Sdn Bhd* | Malaysia | 70.6 | 70.6 | Operating a private university college. |
| Berjaya HR Café Limited* | Republic of Korea | 100.0 | – | Development and operation of the “Hard Rock Café” chain of restaurants in the Republic of Korea. |
| Berjaya International Schools Sdn Bhd* | Malaysia | 70.0 | 70.0 | Operating of international schools. |
| Berjaya Knitex Sdn Bhd | Malaysia | 100.0 | 100.0 | Manufacturing and sales of knitted, dyed and finished fabrics and sewing thread. |
| Berjaya Land Berhad | Malaysia | 52.5 | 52.8 | Investment holding. |

³ The total equity interests held by the Group is 52.01% and it is held by the following companies:

| | |
|------------------------------|---------|
| (i) Berjaya Group Berhad | 51.94 % |
| (ii) Berjaya Philippines Inc | 0.07 % |

⁴ The total equity interests held by the Berjaya Group Berhad group is 52.47% and it is held by the following companies:

| | |
|---------------------------------------|---------|
| (i) Berjaya Group Berhad | 0.46 % |
| (ii) Teras Mewah Sdn Bhd | 28.73 % |
| (iii) Juara Sejati Sdn Bhd | 12.92 % |
| (iv) Bizurai Bijak (M) Sdn Bhd | 5.70 % |
| (v) Rantau Embun Sdn Bhd | 0.80 % |
| (vi) Inter-Pacific Securities Sdn Bhd | 1.96 % |
| (vii) Inter-Pacific Capital Sdn Bhd | 1.61 % |
| (viii) Prime Credit Leasing Sdn Bhd | 0.29 % |

The total equity interests held by the Group is 54.66% and the additional equity interest is held by the following companies:

| | |
|--------------------------------|--------|
| (i) Berjaya Corporation Berhad | 2.19 % |
|--------------------------------|--------|

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Group Berhad (cont'd) | | | | |
| Berjaya Papa John's Pizza Sdn Bhd* | Malaysia | 100.0 | 100.0 | Development and operation of the "Papa John's Pizza" chain of restaurants. |
| Berjaya Pizza (Philippines) Inc* | Philippines | 70.0 | 70.0 | Development and operation of the "Papa John's Pizza" chain of restaurants in the Philippines. |
| Berjaya Premier Restaurants Sdn Bhd* | Malaysia | 100.0 | 100.0 | Investment holding. |
| Berjaya Property Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property investment. |
| Berjaya Registration Services Sdn Bhd* | Malaysia | 100.0 | 100.0 | Provision of securities and printing services. |
| Berjaya Roasters Pte Ltd# | Singapore | 100.0 | 100.0 | Dormant. |
| Berjaya Solar Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Berjaya Soutex Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Berjaya Wood Furniture (Malaysia) Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Bermaz Motor Sdn Bhd | Malaysia | – | 75.4 | Investment holding and distribution of Mazda vehicles under licence in Malaysia. |
| Bizurai Bijak (M) Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| BLoyalty Sdn Bhd* | Malaysia | 100.0 | 100.0 | Managing and operation of Berjaya Loyalty card programme. |
| Bukit Pinang Leisure Sdn Bhd* | Malaysia | 100.0 | 100.0 | Investment holding and property development. |
| Changan Berjaya Auto Sdn Bhd | Malaysia | 68.82 | 51.0 | Production and selling of motor vehicles. |
| Cosway Corporation Berhad | Malaysia | 100.0 | 100.0 | Investment holding. |
| Country Farms Sdn Bhd* | Malaysia | 100.0 | 100.0 | Wholesale and distribution of organic food products. |
| Espeetex Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| E.V.A. Management Sdn Bhd* | Malaysia | 100.0 | 100.0 | Provision of management services and agent for marketing agricultural commodities. |

⁵ The total equity interests held by the Berjaya Group Berhad group is 70.00% and it is held by the following companies:

| | |
|--|---------|
| (i) Berjaya Corporation (Cayman) Limited | 40.00 % |
| (ii) Berjaya Philippines Inc | 30.00 % |

⁶ The total equity interests held by the Group is 100.0% and it is held by the following companies:

| | |
|---------------------------------|---------|
| (i) Garima Holdings Sdn Bhd | 47.83 % |
| (ii) Juara Sejati Sdn Bhd | 17.04 % |
| (iii) Bizurai Bijak (M) Sdn Bhd | 3.75 % |
| (iv) Global Empires Sdn Bhd | 31.38 % |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Group Berhad (cont'd) | | | | |
| Garima Holdings Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Global Empires Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Graphic Press Group Sdn Bhd* | Malaysia | 69.8 | 69.8 | Printing including security printing. |
| Inai Jaya Sdn Bhd* | Malaysia | 100.0 | 100.0 | Investment holding. |
| Inter-Pacific Development Sdn Bhd* | Malaysia | 100.0 | 100.0 | Investment holding. |
| Inter-Pacific Trading Sdn Bhd* | Malaysia | 70.0 | 70.0 | General trading. |
| Juara Sejati Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Kalimas Sendirian Berhad | Malaysia | 100.0 | 100.0 | Housing development and letting of property. |
| KUB-Berjaya Enviro Sdn Bhd | Malaysia | 60.0 | 60.0 | Sanitary landfill operation. |
| Mothers en Vogue Sdn Bhd* | Malaysia | 51.0 | 51.0 | Investment holding and retail sale of wearing apparel for adults, maternity and breastfeeding/nursing apparel. |
| Novacomm Integrated Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Rangkaian Sejahtera Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| RU Cafe Sdn Bhd* | Malaysia | 100.0 | 100.0 | Development and operation of the "Rasa Utara" chain of restaurants. |
| Shinca Electronics Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| South Pacific Textiles Industries (Singapore) Pte Ltd # | Singapore | 100.0 | 100.0 | Garment export agency. |
| Successline (M) Sdn Bhd* | Malaysia | 100.0 | 100.0 | Investment holding and renting of motor vehicles. |
| Teras Mewah Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| United Approach Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property investment. |
| VRS (Malaysia) Sdn Bhd* | Malaysia | 99.0 | 99.0 | Property investment. |
| Wangsa Tegap Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development and investment. |
| Subsidiary of Algaetech International Sdn Bhd | | | | |
| Algaetech Sdn Bhd* | Malaysia | 100.0 | 100.0 | Engaging in the field of micro algal research and development as well as production and marketing of renewable energy and high value products. |
| Subsidiary of Berjaya Auto Berhad | | | | |
| Bermaz Motor Sdn Bhd | Malaysia | 100.0 | – | Investment holding and distribution of Mazda vehicles under licence in Malaysia. |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-------------------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of Bermaz Motor Sdn Bhd | | | | |
| Bermaz Motor International Limited | Malaysia | 100.0 | 100.0 | Investment holding. |
| Bermaz Motor Trading Sdn Bhd | Malaysia | 100.0 | 100.0 | Distribution and retailing of new and used Mazda vehicles and the provision of after sales services in respect thereof in Malaysia. |
| Subsidiary of Bermaz Motor International Limited | | | | |
| Berjaya Auto Philippines Inc* | Philippines | 60.0 | ⁷ 60.0 | Purchasing, acquiring, owning, leasing, selling, transferring, encumbering and generally dealing in all types of new automobiles, trucks and other motor vehicles and dealing in all types of supplies used by all types of motor vehicles in the Philippines. |
| Subsidiaries of Berjaya Capital Berhad | | | | |
| Cahaya Nominees (Tempatan) Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Inter-Pacific Capital Sdn Bhd | Malaysia | 91.5 | 91.5 | Investment holding and provision of management services. |
| Prime Credit Leasing Sdn Bhd | Malaysia | 100.0 | 100.0 | Hire purchase, lease and loan financing. |
| Rantau Embun Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| The Tropical Veneer Company Berhad | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiaries of Inter-Pacific Capital Sdn Bhd | | | | |
| Ambilan Imej Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| Inter-Pacific Management Sdn Bhd | Malaysia | 100.0 | 100.0 | Money lending. |
| Inter-Pacific Research Sdn Bhd | Malaysia | 100.0 | 100.0 | Research services. |
| Inter-Pacific Securities Sdn Bhd | Malaysia | 100.0 | 100.0 | Stock and futures broking. |
| Eng Equities Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| UT Equities Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |

⁷ The total equity interests held by the Group is 90.00% and it is held by the following companies:
(i) Bermaz Motor International Limited 60.00 %
(ii) Berjaya Philippines Inc 30.00 %

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of Inter-Pacific Securities Sdn Bhd | | | | |
| Inter-Pacific Asset Management Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment advisory, asset and fund manager. |
| Inter-Pacific Equity Nominees (Asing) Sdn Bhd | Malaysia | 100.0 | 100.0 | Nominee services. |
| Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd | Malaysia | 100.0 | 100.0 | Nominee services. |
| Subsidiaries of Berjaya Corporation (Cayman) Limited | | | | |
| Berjaya Trading (UK) Ltd* | United Kingdom | 100.0 | 100.0 | Dormant. |
| J.L. Morison Son & Jones (Malaya) Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiary of Berjaya Engineering Construction Sdn Bhd | | | | |
| BPJ- Berjaya Sdn Bhd* | Malaysia | 51.0 | 51.0 | To manage and operate sanitary landfill and other construction activities. |
| Subsidiaries of Berjaya Food Berhad | | | | |
| Berjaya Food (International) Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Berjaya Food Management Services Sdn Bhd | Malaysia | 100.0 | – | Provision of management services relating to the operation of Starbucks cafes. |
| Berjaya Jollibean (M) Sdn Bhd | Malaysia | – | 100.0 | Development and operation of the “Jollibean” chain of retail outlets in Malaysia. |
| Berjaya Roasters (M) Sdn Bhd | Malaysia | 100.0 | 100.0 | Development and operation of the “Kenny Rogers Roasters” chain of restaurants in Malaysia. |
| Subsidiaries of Berjaya Food (International) Sdn Bhd | | | | |
| Berjaya Food Supreme Sdn Bhd# | Brunei | 80.0 | – | Development and operation of the “Starbucks Coffee” chain of cafes and retail outlets in Brunei. |
| Jollibean Foods Pte Ltd* | Singapore | 100.0 | 100.0 | The operation of retail outlets and food caterers. |
| PT Boga Lestari Sentosa* | Indonesia | 51.0 | 51.0 | Development and operation of the “Kenny Rogers Roasters” chain of restaurants in Indonesia. |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|----------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiary of Jollibean Foods Pte Ltd | | | | |
| Berjaya Jollibean (M) Sdn Bhd | Malaysia | 100.0 | | – Development and operation of the “Jollibean” chain of retail outlets in Malaysia. |
| Subsidiaries of Berjaya Group (Cayman) Limited | | | | |
| Beijing Green Century Interior Decoration Co Ltd* | People’s Republic of China | 100.0 | 100.0 | Provision of complete interior design, decoration, renovation and project consultancy, and management services. |
| Berjaya Engineering & Construction (HK) Limited# | Hong Kong | 75.0 | 75.0 | Investment holding. |
| Berjaya Forest Products (Luxembourg) S.á r.l.* | Luxembourg | 100.0 | 100.0 | Investment holding. |
| Berjaya Group Equity (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Group Portfolio (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Manufacturing (HK) Limited# | Hong Kong | 100.0 | 100.0 | Dormant. |
| Berjaya Roasters (UK) Limited* | United Kingdom | 100.0 | 100.0 | Dormant. |
| Berjaya Sanhe Real Estate Development Co Ltd* | People’s Republic of China | 78.0 ⁸ | 78.0 | Property development and management. |
| Berjaya Timber Industries (Guyana) Ltd* | Guyana | 100.0 | 100.0 | Dormant. |
| Roadhouse Grill Asia Pacific (HK) Limited# | Hong Kong | 100.0 | 100.0 | Owner, operator and franchisor of the “Roadhouse Grill Restaurant” chain for Asia Pacific region and certain other countries in Asia. |
| Roasters Asia Pacific (HK) Limited# | Hong Kong | 100.0 | 100.0 | Owner, operator and franchisor of the “Kenny Rogers Roasters Restaurant” chain for Asia Pacific region. |
| Roasters Corp.* | United States of America | 73.5 | 73.5 | Dormant. |
| SIG Holdings (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| STAR Harbour Timber Company Limited* | Solomon Islands | 100.0 | 100.0 | Dormant. |

⁸ The total equity interests held by the Group is 100.00% and it is held by the following companies:

| | |
|--|---------|
| (i) Berjaya Group (Cayman) Limited | 77.95 % |
| (ii) Berjaya Engineering & Construction (HK) Limited | 22.05 % |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|----------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiary of Berjaya Group Equity (Cayman) Limited | | | | |
| Berjaya Group (Aust) Pty Ltd* | Australia | 100.0 | 100.0 | Investment holding. |
| Subsidiary of Berjaya Group (Aust) Pty Ltd | | | | |
| Carlovers Carwash Limited* | Australia | 57.8 ⁹ | 57.8 | Under liquidation and receivership. |
| Subsidiaries of Carlovers Carwash Limited | | | | |
| Carlovers (Maroochydore) Pty Limited* | Australia | 100.0 | 100.0 | Under liquidation and receivership. |
| Carlovers (Aust) Pty Limited* | Australia | 100.0 | 100.0 | Under liquidation and receivership. |
| The Carwash Kings Pty Limited* | Australia | 100.0 | 100.0 | Under liquidation and receivership. |
| Subsidiaries of Roadhouse Grill Asia Pacific (HK) Limited | | | | |
| Roadhouse Grill Asia Pacific (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Franchisor of the "Roadhouse Grill Restaurant" chains. |
| Roadhouse Grill Asia Pacific (M) Sdn Bhd* | Malaysia | 100.0 | 100.0 | Provision of management services to franchisees. |
| Subsidiaries of Roasters Asia Pacific (HK) Limited | | | | |
| Kenny Rogers Roasters Catering (Shenzhen) Company Ltd* | People's Republic of China | 100.0 | 100.0 | Development and operation of the "Kenny Rogers Roasters" chain of restaurants in the People's Republic of China. |
| Roasters Asia Pacific (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Franchisor of the "Kenny Rogers Roasters Restaurant" chains. |
| Roasters Asia Pacific (M) Sdn Bhd* | Malaysia | 100.0 | 100.0 | Provision of marketing services and to grant franchises to operate restaurants under the "Kenny Rogers Roasters" name and related trademarks in Malaysia. |
| Subsidiary of Roasters Asia Pacific (Cayman) Limited | | | | |
| KRR International Corp* | United States of America | 100.0 | 100.0 | Owner of the "Kenny Rogers Roasters" brand and investment holding. |

⁹ The total equity interests held by the Group is 96.86% and it is held by the following companies:

| | |
|-------------------------------------|---------|
| (i) Berjaya Group (Aust) Pty Ltd | 57.75 % |
| (ii) Berjaya Group (Cayman) Limited | 39.11 % |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of KRR International Corp | | | | |
| NF Roasters of Commack Inc.* | United States of America | 100.0 | 100.0 | Dormant. |
| NF Roasters of Rockville Center Inc.* | United States of America | 100.0 | 100.0 | Dormant. |
| Subsidiary of Berjaya Higher Education Sdn Bhd | | | | |
| Berjaya Culinary Academy Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiaries of Berjaya Land Berhad | | | | |
| Alam Baiduri Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| AM Prestige Sdn Bhd* | Malaysia | 100.0 | 100.0 | Distribution, marketing and dealing in Aston Martin motor vehicles. |
| Amat Muhibah Sdn Bhd | Malaysia | 52.6 | 52.6 | Theme park operator and property development. |
| Amat Teguh Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property development. |
| Angsana Gemilang Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| Awan Suria Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| B.T. Properties Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property development, temporarily ceased operations. |
| Bahan Cendana Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| Berjaya Air Capital (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Enamelware Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Berjaya Guard Services Sdn Bhd | Malaysia | 100.0 | 100.0 | Provision of security services. |
| Berjaya Holiday Cruise Sdn Bhd* | Malaysia | 86.4 | 86.4 | Investment holding. |
| Berjaya Hotels & Resorts (Seychelles) Limited* | Republic of Seychelles | 100.0 | 100.0 | Management and operation of hotel resorts in Seychelles. |
| Berjaya Hotels & Resorts Vietnam Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Berjaya Jet Charter Sdn Bhd | Malaysia | 100.0 | 100.0 | Jet charter. |
| Berjaya Kawat Industries Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment and rental of properties. |
| Berjaya Kyoto Development (S) Pte Ltd* | Singapore | 100.0 | 100.0 | Investment holding. |
| Berjaya Land Development Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development and investment holding. |
| Berjaya Land (Labuan) Limited | Malaysia | 100.0 | 100.0 | Investment holding. |
| Berjaya Leasing (Labuan) Limited | Malaysia | 100.0 | 100.0 | Provision of aircraft leasing services and undertaking of offshore financial related business. |
| Berjaya Leisure (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Land Berhad (cont'd) | | | | |
| Berjaya Leisure Capital (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Megamall Management Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property management, temporary ceased operations. |
| Berjaya North Asia Holdings Pte Ltd* | Singapore | 100.0 | 100.0 | Investment holding. |
| Berjaya Project Management Sdn Bhd | Malaysia | 100.0 | 100.0 | Project management. |
| Berjaya Property Management Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Berjaya Racing Management Sdn Bhd* | Malaysia | 60.0 ¹⁰ | 60.0 | Dormant. |
| Berjaya Sports Toto Berhad | Malaysia | 41.4 ¹¹ | 40.6 | Investment holding. |
| Berjaya Theme Park Management Sdn Bhd* | Malaysia | 100.0 | 100.0 | Management of theme park. |
| Berjaya Vacation Club Berhad | Malaysia | 100.0 | 100.0 | Time sharing vacation operator and investment holding. |
| BL Capital Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| BTS Leaseback Management Sdn Bhd | Malaysia | 100.0 | 100.0 | Coordination of pool-profit sharing of owner-owned suites. |
| Budi Impian Sdn Bhd* | Malaysia | 100.0 | 100.0 | Operator of restaurant. |
| Cempaka Properties Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development and investment. |
| Cerah Bakti Sdn Bhd | Malaysia | 70.0 | 70.0 | Property development. |
| Cerah Tropika Sdn Bhd | Malaysia | 70.0 | 70.0 | Investment holding. |
| Cergas Jati Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property investment. |

¹⁰ The total equity interests held by the Group is 100.0% and it is held by the following companies:

| | |
|----------------------------------|---------|
| (i) Berjaya Land Berhad | 60.00 % |
| (ii) Berjaya Group Berhad | 20.00 % |
| (iii) Berjaya Sports Toto Berhad | 20.00 % |

¹¹ The total equity interests held by the Berjaya Land Berhad group is 41.40% and it is held by the following companies:

| | |
|--------------------------------|---------|
| (i) Gateway Benefit Sdn Bhd | 23.59 % |
| (ii) Berjaya Land Berhad | 14.34 % |
| (iii) BL Capital Sdn Bhd | 3.13 % |
| (iv) Immediate Capital Sdn Bhd | 0.34 % |

The total equity interests held by the Group is 49.38% and the additional equity interest is held by the following companies:

| | |
|---------------------------------------|--------|
| (i) Berjaya Corporation Berhad | 2.11 % |
| (ii) Bizurai Bijak (M) Sdn Bhd | 4.85 % |
| (iii) Berjaya Group Berhad | 0.53 % |
| (iv) Inter-Pacific Securities Sdn Bhd | 0.49 % |

The Group regards Berjaya Sports Toto Berhad as a subsidiary company as disclosed in Note 10.

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Land Berhad (cont'd) | | | | |
| Flexiwang Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Gateway Benefit Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Gemilang Cergas Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property investment. |
| Immediate Capital Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Junjung Delima Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Klasik Mewah Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| Kota Raya Development Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment and rental of property. |
| Leisure World Sdn Bhd* | Malaysia | 100.0 | 100.0 | Investment holding. |
| Mantra Design Sdn Bhd* | Malaysia | 100.0 | 100.0 | Yet to commence operations as provider of interior design consultancy services. |
| Marvel Fresh Sdn Bhd | Malaysia | 100.0 | 100.0 | Trading. |
| Nada Embun Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| Noble Circle (M) Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment and rental of property. |
| Nural Enterprise Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment and rental of property. |
| One Network Hotel Management Sdn Bhd | Malaysia | 100.0 | 100.0 | Hotel operator. |
| Pakar Angsana Sdn Bhd | Malaysia | 80.0 | 80.0 | Property development. |
| Pembinaan Stepro Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Portal Access Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Punca Damai Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| Regnis Industries (Malaysia) Sdn Bhd | Malaysia | 57.1 ¹² | 57.1 | Property investment and rental of property. |
| Securiservices Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development. |
| Selat Makmur Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development and investment holding. |
| Semakin Sinar Sdn Bhd* | Malaysia | 51.0 | 51.0 | Dormant. |
| Semangat Cergas Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development. |
| Stephens Properties Plantations Sdn Bhd* | Malaysia | 51.0 | 51.0 | Dormant. |
| Taaras Spa Sdn Bhd* | Malaysia | 100.0 | 100.0 | Spa management. |
| Tekun Permata Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property development. |
| Tioman Island Resort Berhad | Malaysia | 86.3 | 86.3 | Property development and operator of resort hotel. |
| Tiram Jaya Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property development. |
| Wangsa Sejati Sdn Bhd* | Malaysia | 52.6 | 52.6 | Dormant. |
| Wisma Stephens Management Co Sdn Bhd* | Malaysia | 100.0 | 100.0 | Investment holding. |

¹² The total equity interests held by the Group is 87.12% and it is held by the following companies:

| | |
|-------------------------|---------|
| (i) Berjaya Land Berhad | 57.12 % |
| (ii) BL Capital Sdn Bhd | 30.00 % |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|-------------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Kyoto Development (S) Pte Ltd | | | | |
| Berjaya Kyoto Development Kabushiki Kaisha* | Japan | 100.0 | 100.0 | Hotel and residence development. |
| Berjaya Kyoto Holdings Godo Kaisha* | Japan | 100.0 | 100.0 | Investment holding. |
| Kyoto Higashiyama Hospitality Assets TMK* | Japan | 100.0 | 100.0 | Property investment. |
| Subsidiary of Berjaya Kyoto Development Kabushiki Kaisha | | | | |
| Berjaya Japan Holdings TMK* | Japan | 100.0 | 100.0 | Dormant. |
| Subsidiaries of Berjaya Land Development Sdn Bhd | | | | |
| Indra Ehsan Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development. |
| Kim Rim Enterprise Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property development, temporarily ceased operations. |
| Sri Panglima Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development. |
| Subsidiaries of Berjaya Leisure (Cayman) Limited | | | | |
| Berjaya (China) Great Mall Co. Ltd* | People's Republic of China | 51.0 | 51.0 | Property development and investment. |
| Berjaya Asset (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Health Investment Pte Ltd* | Singapore | 100.0 | 100.0 | Investment holding. |
| Berjaya International Casino Management (Seychelles) Limited* | Republic of Seychelles | 60.0 ¹³ | 60.0 | Casino operations. |
| Berjaya Investment Holdings Pte Ltd* | Singapore | 100.0 | 100.0 | Investment holding. |
| Berjaya Jeju Resort Limited* | Republic of Korea | 72.6 | 72.6 | Property development and investment. |
| Berjaya Long Beach Limited Liability Company* | Socialist Republic of Vietnam | 70.0 | 70.0 | Owner and operator of hotel. |
| Berjaya Mount Royal Beach Hotel Limited# | Sri Lanka | 92.6 | 92.6 | Owner and operator of hotel. |
| Berjaya Nhon Trach New City Center# | Socialist Republic of Vietnam | 100.0 | 100.0 | Property development and investment. |

¹³ The total equity interests held by the Group is 100.0% and it is held by the following companies:

| | |
|---|---------|
| (i) Berjaya Leisure (Cayman) Limited | 60.00 % |
| (ii) Berjaya International Casino Management (HK) Limited | 40.00 % |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|-------------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Leisure (Cayman) Limited (cont'd) | | | | |
| Berjaya Properties (HK) Limited# | Hong Kong | 60.0 | 60.0 | Dormant. |
| Berjaya Vietnam Financial Center Limited# | Socialist Republic of Vietnam | 100.0 | 100.0 | Property development and investment. |
| Berjaya Vietnam International University Township One Member Limited Liability Company# | Socialist Republic of Vietnam | 100.0 | 100.0 | Property development and investment. |
| Berjaya-D2D Company Limited# | Socialist Republic of Vietnam | 75.0 | 75.0 | Property development and investment. |
| Mahameru Consultancy d.o.o. Visoko* | Bosnia and Herzegovina | 100.0 | 100.0 | Property investment. |
| Natural Gain Investments Limited# | Hong Kong | 100.0 | 100.0 | Dormant. |
| T.P.C. Development Limited# | Hong Kong | 100.0 | 100.0 | Investment holding. |
| Subsidiary of Berjaya North Asia Holdings Pte Ltd | | | | |
| Berjaya Okinawa Development Co Ltd* | Japan | 100.0 | 100.0 | Resort hotel and residence development. |
| Subsidiary of Berjaya Property Management Sdn Bhd | | | | |
| Taman TAR Development Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development. |
| Subsidiary of Taman TAR Development Sdn Bhd | | | | |
| The Peak Property Management Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiaries of Berjaya Sports Toto Berhad | | | | |
| Berjaya-ILTS Limited# | Hong Kong | 100.0 | 100.0 | Dormant. |
| FEAB Equities Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| FEAB Land Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development and investment. |
| FEAB Properties Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development and investment and investment holding. |
| Magna Mahsuri Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment and investment holding. |
| Sports Toto Fitness Sdn Bhd | Malaysia | 100.0 | 100.0 | Operations of health and fitness centre. |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Sports Toto Berhad (cont'd) | | | | |
| Sports Toto Malaysia Management Pte Ltd | Singapore | 100.0 | 100.0 | Asset management (trustee-manager). |
| Sports Toto Malaysia Sdn Bhd | Malaysia | 100.0 | 100.0 | Toto betting operations. |
| STM Resort Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| Subsidiary of FEAB Land Sdn Bhd | | | | |
| FEAB Realty Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiaries of Magna Mahsuri Sdn Bhd | | | | |
| Berjaya Sports Toto (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Sports Toto Apparel Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Sports Toto Computer Sdn Bhd | Malaysia | 100.0 | 100.0 | Computer consultancy services. |
| Sports Toto Products Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiaries of Berjaya Sports Toto (Cayman) Limited | | | | |
| Berjaya Lottery Management (HK) Limited# | Hong Kong | 100.0 | 100.0 | Investment holding. |
| Sports Toto Malaysia Trust # | Singapore | 100.0 | – | Dormant. |
| Subsidiaries of Berjaya Lottery Management (HK) Limited | | | | |
| Berjaya Philippines Inc.* | Philippines | 74.2 ¹⁴ | 74.2 | Investment holding. |
| International Lottery & Totalizator Systems, Inc.* | United States of America | 71.3 | 71.3 | Manufacturer and distributor of computerised lottery and voting systems. |
| Subsidiaries of Berjaya Philippines Inc. | | | | |
| H.R. Owen PLC* | United Kingdom | 72.0 | – | Investment holding. |
| Perdana Hotel Philippines Inc* | Philippines | 100.0 | 100.0 | Operation of a hotel in the Philippines. |
| Philippine Gaming Management Corporation* | Philippines | 100.0 | 100.0 | Leasing of on-line lottery equipment and provision of software support. |

¹⁴ The total equity interests held by the Berjaya Sports Toto (Cayman) Limited group in Berjaya Philippines Inc. is 88.26% and it is held by the following companies:

| | |
|---|---------|
| (i) Berjaya Lottery Management (HK) Limited | 74.20 % |
| (ii) Berjaya Sports Toto (Cayman) Limited | 14.06 % |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiaries of H.R. Owen PLC | | | | |
| Broughtons of Cheltenham Limited* | United Kingdom | 100.0 | | – Motor retailer and provision of aftersales services. |
| H.R. Owen Dealerships Limited* | United Kingdom | 100.0 | | – Motor retailer and provision of aftersales services. |
| Holland Park Limited* | United Kingdom | 100.0 | | – Provision of aftersales services. |
| Jack Barclays Limited* | United Kingdom | 100.0 | | – Motor retailer and provision of aftersales services. |
| Subsidiaries of International Lottery & Totalizator Systems, Inc. | | | | |
| Delaware International Lottery & Totalizator Systems, Inc.* | United States of America | 100.0 | | – Dormant. |
| ILTS. Com, Inc.* | United States of America | 100.0 | 100.0 | Dormant. |
| International Totalizator Systems, Inc.* | United States of America | 100.0 | 100.0 | Dormant. |
| Unisyn Voting Solutions, Inc.* | United States of America | 100.0 | 100.0 | Develops, manufactures and provision of licenses and supports for voting systems. |
| Subsidiaries of Berjaya Vacation Club Berhad | | | | |
| Berjaya Air Sdn Bhd | Malaysia | 100.0 | 100.0 | Charter and scheduled flight operator. |
| Berjaya Beau Vallon Bay (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Golf Resort Berhad | Malaysia | 100.0 | 100.0 | Property development and investment and operator of golf and recreation club. |
| Berjaya Hospitality Services Sdn Bhd | Malaysia | 100.0 | 100.0 | Hotel operator. |
| Berjaya Hotels & Resorts (HK) Limited# | Hong Kong | 60.0 ¹⁵ | 60.0 | Investment holding. |
| Berjaya International Casino Management (HK) Limited# | Hong Kong | 80.0 ¹⁶ | 80.0 | Investment holding. |
| Berjaya Langkawi Beach Resort Sdn Bhd | Malaysia | 100.0 | 100.0 | Hotel and resort operation. |

¹⁵ The total equity interests held by the Group is 100.0% and it is held by the following companies:

| | |
|-------------------------------------|---------|
| (i) Berjaya Vacation Club Berhad | 60.00 % |
| (ii) Berjaya Group (Cayman) Limited | 40.00 % |

¹⁶ The total equity interests held by the Group is 100.0% and it is held by the following companies:

| | |
|-------------------------------------|---------|
| (i) Berjaya Vacation Club Berhad | 80.00 % |
| (ii) Berjaya Group (Cayman) Limited | 20.00 % |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiaries of Berjaya Vacation Club Berhad (cont'd) | | | | |
| Berjaya Praslin Beach (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Resort Management Services Sdn Bhd | Malaysia | 100.0 | 100.0 | Resort management. |
| Berjaya Vacation Club (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Berjaya Vacation Club (HK) Limited# | Hong Kong | 100.0 | 100.0 | Dormant. |
| Berjaya Vacation Club (Philippines) Inc* | Philippines | 100.0 | 100.0 | Dormant. |
| Berjaya Vacation Club (S) Pte Ltd* | Singapore | 100.0 | 100.0 | Vacation time sharing and hotel operator. |
| BTS Hotel Sdn Bhd | Malaysia | 100.0 | 100.0 | Owner of hotel. |
| Bukit Kiara Resort Berhad | Malaysia | 100.0 | 100.0 | Developer and operator of equestrian and recreational club. |
| Georgetown City Hotel Sdn Bhd | Malaysia | 100.0 | 100.0 | Hotel owner and operator. |
| Indah Corporation Berhad | Malaysia | 100.0 | 100.0 | Developer and operator of golf resort and property development. |
| KDE Recreation Berhad | Malaysia | 51.0 | 51.0 | Developer and operator of golf and recreational club. |
| Redang Village Resort Sdn Bhd* | Malaysia | 51.0 | 51.0 | Dormant. |
| Sinar Merdu Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment and rental of property. |
| Staffield Country Resort Berhad | Malaysia | 80.0 | 80.0 | Developer and operator of golf resort. |
| The Taaras Beach & Spa Resort (Redang) Sdn Bhd | Malaysia | 99.5 | 99.5 | Hotel and resort operation. |
| The Taaras Luxury Group Sdn Bhd | Malaysia | 100.0 | 100.0 | Management of hotel operations. |
| Tioman Pearl Sdn Bhd* | Malaysia | 70.0 | 70.0 | Development of hotel and resort. |
| Tioman Travel & Tours Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiaries of Berjaya Air Sdn Bhd | | | | |
| Berjaya Air Cargo Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Berjaya Airport Services Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiary of Berjaya Beau Vallon Bay (Cayman) Limited | | | | |
| Berjaya Beau Vallon Bay Beach Resort Limited* | Republic of Seychelles | 100.0 | 100.0 | Development and operation of a hotel resort in Seychelles. |
| Subsidiary of Berjaya Praslin Beach (Cayman) Limited | | | | |
| Berjaya Praslin Limited* | Republic of Seychelles | 100.0 | 100.0 | Operation of a hotel resort in Seychelles. |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiaries of Georgetown City Hotel Sdn Bhd | | | | |
| Berjaya Georgetown Sharksfin Restaurant Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| BG Karaoke Sdn Bhd | Malaysia | 69.0 | 69.0 | Dormant. |
| Subsidiary of Berjaya Vacation Club (Cayman) Limited | | | | |
| Berjaya Vacation Club (UK) Limited* | United Kingdom | 100.0 | 100.0 | Hoteliers and hotel management. |
| Subsidiary of The Taaras Beach & Spa Resort (Redang) Sdn Bhd | | | | |
| Redang Island Golf and Country Club Berhad* | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiary of Sinar Merdu Sdn Bhd | | | | |
| Absolute Prestige Sdn Bhd* | Malaysia | 60.0 | 60.0 | Property investment and hoteliers. |
| Subsidiary of Cerah Tropika Sdn Bhd | | | | |
| Penstate Corp Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development. |
| Subsidiary of Kota Raya Development Sdn Bhd | | | | |
| Kota Raya Complex Management Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property management, temporary ceased operations. |
| Subsidiary of Noble Circle (M) Sdn Bhd | | | | |
| Noble Circle Management Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property management, temporary ceased operations. |
| Subsidiary of Nural Enterprise Sdn Bhd | | | | |
| Aras Klasik Sdn Bhd* | Malaysia | 100.0 | 100.0 | Property management, temporary ceased operations. |
| Subsidiaries of Tioman Island Resort Berhad | | | | |
| Berjaya Hotels & Resorts (Singapore) Pte Ltd* | Singapore | 100.0 | 100.0 | Hotel booking and marketing agent. |
| Tioman Golf Management Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Tioman Recreation Centre Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiary of Wisma Stephens Management Co Sdn Bhd | | | | |
| Wujud Jaya Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiary of Wujud Jaya Sdn Bhd | | | | |
| Wujud Jaya Development Sdn Bhd* | Malaysia | – | 100.0 | Struck off during the financial year. |
| Subsidiaries of Berjaya Premier Restaurants Sdn Bhd | | | | |
| Berjaya Krispy Kreme Doughnuts Sdn Bhd* | Malaysia | 70.0 | 70.0 | Development and operation of the “Krispy Kreme Doughnuts” chain of retail outlets. |
| Wen Berjaya Sdn Bhd* | Malaysia | 100.0 | 100.0 | Development and operation of the “Wendy’s” chain of restaurants. |
| Subsidiary of Bukit Pinang Leisure Sdn Bhd | | | | |
| Bukit Pinang Rel Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiary of Changan Berjaya Auto Sdn Bhd | | | | |
| Berjaya Brilliance Auto Sdn Bhd* | Malaysia | 85.0 | 85.0 | Marketing, importing and distribution of motor vehicles. |
| Subsidiaries of Cosway Corporation Berhad | | | | |
| Cosway Corporation Limited# | Hong Kong | 90.9 ¹⁷ | 90.9 | Property investment and investment holding. |
| First Ever Marketing Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Tegas Kinta Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| The Catalog Shop Sdn Bhd | Malaysia | 100.0 | 100.0 | Collection and administration of hire purchase and equal payment receivables. |

¹⁷ The total equity interests held by the Berjaya Group Berhad group is 99.94% and it is held by the following companies:

| | |
|---------------------------------------|---------|
| (i) Cosway Corporation Berhad | 90.87 % |
| (ii) Berjaya Group (Cayman) Limited | 7.26 % |
| (iii) Prime Credit Leasing Sdn Bhd | 1.80 % |
| (iv) Inter-Pacific Securities Sdn Bhd | 0.01 % |

The total equity interests held by the Group is 100.00% and the additional equity interest is held by the following company:

| | |
|--------------------------|--------|
| (i) Berjaya Hills Berhad | 0.06 % |
|--------------------------|--------|

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiaries of Cosway Corporation Limited | | | | |
| Berjaya Holdings (HK) Limited# | Hong Kong | 100.0 | 100.0 | Dormant. |
| Berjaya U-Luck Investments Limited# | Hong Kong | 51.0 | 51.0 | Dormant. |
| Cosway (M) Sdn Bhd | Malaysia | 100.0 | 100.0 | Direct selling of household, personal care, healthcare and other consumer products. |
| Mallia Limited# | Hong Kong | 100.0 | 100.0 | Dormant. |
| Panluck Limited# | Hong Kong | 100.0 | 100.0 | Dormant. |
| Wing Hung Kee Commodities Limited# | Hong Kong | 100.0 | 100.0 | Dormant. |
| Subsidiary of Berjaya Holdings (HK) Limited | | | | |
| Vmart (Tianjin) Trading Co Limited# | Hong Kong | 100.0 | 100.0 | Retailing and wholesaling of consumer, household and skin care products. |
| Subsidiaries of Cosway (M) Sdn Bhd | | | | |
| Cosway (Cayman) Limited | Cayman Islands | 100.0 | 100.0 | Investment holding. |
| Cosway (S) Pte Ltd* | Singapore | 100.0 | 100.0 | Dormant. |
| Cosway (HK) Limited# | Hong Kong | 100.0 | 100.0 | Direct selling of consumer, household and skin care products. |
| Cosway Germany GmbH* | Germany | 100.0 | 100.0 | Dormant. |
| Cosway India Private Limited* | India | 100.0 | 100.0 | Ceased operations. |
| Cosway New Zealand Limited* | New Zealand | 100.0 | 100.0 | Direct selling of consumer, household and skin care products. |
| Cosway Pazarlama Limited Sirketi | Turkey | 99.5 | 99.5 | Dormant. |
| Cosway USA, Inc.* | United States of America | 100.0 | 100.0 | Direct selling of consumer, household and skin care products. |
| eCosway Colombia Ltda. | Colombia | 99.0 | – | Marketing, distribution and import of consumer products. |
| eCosway Japan K. K. | Japan | 100.0 | 100.0 | Direct selling of household, personal care, healthcare and other consumer products. |
| eCosway Mexico, S.A. de C.V. | Mexico | 99.0 | 99.0 | Marketing, distribution and import of consumer products. |
| eCosway Pty Ltd* | Australia | 100.0 | 100.0 | Direct selling of consumer, household and skin care products. |
| eCosway Rus LLC | Russia | 99.9 | 99.9 | Marketing, distribution and import of consumer products. |
| eCosway Trading Mexico, S.A. de C.V. | Mexico | 99.0 | 99.0 | Import, export and commercial trading. |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|----------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Subsidiaries of Cosway (M) Sdn Bhd (cont'd) | | | | |
| eCosway.com Sdn Bhd | Malaysia | 60.0 ¹⁸ | 60.0 | Internet based direct selling of consumer products. |
| Golden Works (M) Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment. |
| Juara Budi Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding. |
| Kimia Suchi Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding, contract manufacture and trading of industrial and household cleaning products. |
| PT Berjaya Cosway Indonesia* | Indonesia | 95.0 | 95.0 | Direct selling of consumer, household and skin care products. |
| Rank Distributors Sdn Bhd | Malaysia | 100.0 | 100.0 | Trading of healthcare and cosmetic products. |
| Tact Full Limited# | Hong Kong | 100.0 | 100.0 | Provision of payment services. |
| Vital Degree Sdn Bhd | Malaysia | 100.0 | 100.0 | Trading of healthcare and cosmetic products. |
| Subsidiaries of Cosway (Cayman) Limited | | | | |
| Cosway Argentina S.R.L.* | Argentina | 90.0 | 90.0 | Dormant. |
| Cosway Colombia Ltda.* | Colombia | 90.0 | 90.0 | Dormant. |
| Cosway Do Brasil Ltda. * | Brazil | 99.0 | 99.0 | Dormant. |
| Cosway Mexico, S.A. de C.V.* | Mexico | 98.0 | 98.0 | Dormant. |
| Cosway Peru S.R. Ltda.* | Peru | 96.0 | 96.0 | Dormant. |
| Cosway (UK) Limited* | United Kingdom | 100.0 | 100.0 | Direct selling of consumer, household and skin care products. |
| eCosway Inc. | United States of America | 100.0 | 100.0 | Dormant. |
| One Qualityways Phils Inc * | Philippines | 95.0 | 95.0 | Dormant. |
| Subsidiaries of Cosway (HK) Limited | | | | |
| Cosway (China) Co. Ltd* | People's Republic of China | 100.0 | 100.0 | Research, development and manufacturing of cleaning products and cosmetics; selling self-produced products; provide technical consultancy and technical service relating to self-produced products; engaging in the wholesale, import and export of the same. |

¹⁸ The total equity interests held by the Cosway Corporation Limited group is 100.0% and it is held by the following companies:

| | |
|---------------------------------|---------|
| (i) Cosway (M) Sdn Bhd | 60.00 % |
| (ii) Cosway Corporation Limited | 40.00 % |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|----------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiaries of Cosway (HK) Limited (cont'd) | | | | |
| Cosway (Macau) Limited* | Macau | 99.0 | 99.0 | Direct selling of consumer, household and skin care products. |
| Vmart Corp (HK) Limited# | Hong Kong | 100.0 | 100.0 | Investment holding. |
| Subsidiary of Cosway (China) Co. Ltd | | | | |
| Cosway (Guangzhou) Cosmetic Manufacture Co* | People's Republic of China | 100.0 | 100.0 | Manufacture and trading in consumer, household and skin care products. |
| Subsidiary of Vmart Corp (HK) Limited | | | | |
| eCosway Korea, Inc# | Republic of Korea | 100.0 | 100.0 | Direct selling of consumer, household and skin care products. |
| Subsidiary of Juara Budi Sdn Bhd | | | | |
| Stephens Properties Sdn Bhd | Malaysia | 100.0 | 100.0 | Investment holding and property investment. |
| Subsidiary of Stephens Properties Sdn Bhd | | | | |
| Stephens Properties Management Corporation Sdn Bhd | Malaysia | 100.0 | 100.0 | Dormant. |
| Subsidiary of Kimia Suchi Sdn Bhd | | | | |
| Kimia Suchi Marketing Sdn Bhd | Malaysia | 100.0 | 100.0 | Trading of industrial cleaning products. |
| Subsidiaries of Country Farms Sdn Bhd | | | | |
| CountryFarm Organics Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |
| Country Farm Organics Mart Pte Ltd* | Singapore | 100.0 | 100.0 | Dormant. |
| Country Farms Pte Ltd* | Singapore | 100.0 | 100.0 | Dormant. |
| Subsidiary of Inter-Pacific Development Sdn Bhd | | | | |
| Inter-Pacific Construction Sdn Bhd* | Malaysia | 100.0 | 100.0 | Dormant. |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiary of Inter-Pacific Trading Sdn Bhd | | | | |
| Inter-Pacific Paper (M) Sdn Bhd* | Malaysia | 100.0 | 100.0 | Trading of paper and paper products. |
| Subsidiary of KUB-Berjaya Enviro Sdn Bhd | | | | |
| KUB-Berjaya Energy Sdn Bhd | Malaysia | 100.0 | 100.0 | Gas management under a Small Renewable Energy Power Programme Licence from Tenaga Nasional Berhad. |
| Subsidiary of Mothers en Vogue Sdn Bhd | | | | |
| Mothers en Vogue Pte Ltd* | Singapore | 100.0 | 100.0 | Retail sale of wearing apparel for adults, maternity and breastfeeding/nursing fashion. |
| Subsidiaries of Successline (M) Sdn Bhd | | | | |
| Securexpress Services Sdn Bhd* | Malaysia | 100.0 | 100.0 | Provide logistics, warehousing and transportation services. |
| Successline Haulers Sdn Bhd* | Malaysia | 90.0 | 90.0 | Provision of courier and transport services. |
| Subsidiary of Rangkaian Sejahtera Sdn Bhd | | | | |
| BerjayaCity Sdn Bhd | Malaysia | 100.0 | 100.0 | Property investment, development, cultivation and sale of palm oil and palm kernel. |
| Subsidiary of Wangsa Tegap Sdn Bhd | | | | |
| BCP Service Suites Sdn Bhd* | Malaysia | 100.0 | 100.0 | Provision of property maintenance services. |
| Subsidiaries of Berjaya Hills Berhad | | | | |
| Avetani Sdn Bhd | Malaysia | 100.0 | 100.0 | Property development and investment. |
| BTR Property Management Sdn Bhd | Malaysia | 100.0 | 100.0 | Rental pool programme services. |
| BTR Leisure Sdn Bhd | Malaysia | 100.0 | 100.0 | Recreational activities operator. |
| Bukit Tinggi Tours Sdn Bhd | Malaysia | 100.0 | 100.0 | To carry on the business as travel and tour agents. |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|-------------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Subsidiary of Berjaya Lottery Vietnam Limited | | | | |
| Berjaya Gia Thinh Investment Technology Company Limited* | Socialist Republic of Vietnam | 51.0 | 55.0 | Management consultancy. |
| Subsidiaries of DSG Holdings Limited | | | | |
| AWF Limited | Hong Kong | 100.0 | – | Investment holding. |
| Dragon Spring Environment (HK) Co Ltd* | Hong Kong | 100.0 | 100.0 | Investment holding. |
| Dragon Spring Group (M) Limited* | Malaysia | 100.0 | 100.0 | Investment holding. |
| Dragon Spring Water Services Ltd* | Hong Kong | 100.0 | 100.0 | Investment holding. |
| Eminent Resources (Shandong) Advisory Co Ltd* | People's Republic of China | 100.0 | 100.0 | Provision of advisory and management services on the construction project/work, water treatment technology, investment and international economic information. |
| Subsidiary of Dragon Spring Environment (HK) Co Ltd | | | | |
| Dragon Spring Water (Taian) Co Ltd* | People's Republic of China | 100.0 | 100.0 | Water treatment services. |
| Subsidiary of Dragon Spring Group (M) Limited | | | | |
| Dragon Spring Water (Linqu) Co Ltd* | People's Republic of China | 100.0 | 100.0 | Production and supply of potable water. |
| Subsidiary of Dragon Spring Water Services Ltd | | | | |
| Dragon Spring Water (Tianchang) Co Ltd* | People's Republic of China | 100.0 | 100.0 | Production and supply of potable water. |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| ASSOCIATED COMPANIES: | | | | |
| Associate of Berjaya Corporation Berhad | | | | |
| Atlan Holdings Bhd | Malaysia | 23.9 ¹⁹ | 23.9 | Investment holding and the provision of management, financial, technical and other ancillary services. |
| Associates of Berjaya Group Berhad | | | | |
| Berjaya Media Berhad | Malaysia | 12.4 ²⁰ | 12.5 | Investment holding. |
| Berjaya Racing Management Sdn Bhd | Malaysia | 20.0 | 20.0 | Dormant. |
| Ezyhealth Malaysia Sdn Bhd | Malaysia | 49.0 | 49.0 | Provision of online healthcare services, e-commerce, ownership and operation of website. |
| Finewood Forest Products Sdn Bhd | Malaysia | 49.0 | 49.0 | Ceased operations. |
| Le Proton LIMA Sdn Bhd | Malaysia | 40.0 | 40.0 | Organise trade fairs to promote Malaysian products through exhibitions. |
| Magni-Tech Industries Berhad | Malaysia | 23.2 ²¹ | 23.3 | Provision of management services and investment holding. |

¹⁹ The total equity interests held by the Group is 26.3% and it is held by the following companies:

| | |
|-------------------------------------|---------|
| (i) Berjaya Corporation Berhad | 23.89 % |
| (ii) Berjaya Philippines Inc | 2.01 % |
| (iii) Inter-Pacific Capital Sdn Bhd | 0.40 % |

²⁰ The total equity interests held by the Berjaya Group Berhad group is 12.36% and it is held by the following companies:

| | |
|--|--------|
| (i) Regnis Industries (Malaysia) Sdn Bhd | 2.33 % |
| (ii) FEAB Properties Sdn Bhd | 2.01 % |
| (iii) Prime Credit Leasing Sdn Bhd | 8.02 % |

The total equity interests held by the Group is 13.27% and the additional equity interest is held by the following company:

| | |
|--------------------------|--------|
| (i) Berjaya Hills Berhad | 0.91 % |
|--------------------------|--------|

The Group has significant influence, as defined in FRS 128: Investments in Associates, over Berjaya Media Berhad ("BMedia") and therefore treated BMedia as an associated company of the Group.

²¹ The total equity interests held by the Berjaya Group Berhad group is 23.24% and it is held by the following companies:

| | |
|---------------------------|---------|
| (i) Berjaya Group Berhad | 11.07 % |
| (ii) Juara Sejati Sdn Bhd | 12.17 % |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Associates of Berjaya Group Berhad (cont'd) | | | | |
| Nusa Otomobil Corporation Sdn Bhd | Malaysia | 30.0 | 30.0 | Importer and distributor of vans and light commercial vehicles. |
| High-5 Conglomerate Berhad (formerly known as Silver Bird Group Berhad) | Malaysia | 14.3 ²² | 14.3 | Investment holding. |
| Speedy Video Distributors Sdn Bhd | Malaysia | 19.0 ²³ | 19.0 | Production, recording, distribution, whole-sale, retailing in the sell through and rental of home entertainment products and property investment. |
| TMC Life Sciences Berhad | Malaysia | 27.4 ²⁴ | 27.4 | Investment holding. |
| Tunas Cempaka Sdn Bhd | Malaysia | 49.0 | 49.0 | Dormant. |

Associate of Berjaya Capital Berhad

| | | | | |
|--------------------------------|----------|------|------|--------------------|
| Berjaya Sompo Insurance Berhad | Malaysia | 30.0 | 30.0 | General insurance. |
|--------------------------------|----------|------|------|--------------------|

²² The total equity interests held by the Berjaya Group Berhad group is 14.35% and it is held by the following companies:

| | |
|-----------------------------------|--------|
| (i) Inter-Pacific Capital Sdn Bhd | 1.23 % |
| (ii) Rantau Embun Sdn Bhd | 9.28 % |
| (iii) Selat Makmur Sdn Bhd | 3.84 % |

The Group has significant influence, as defined in FRS 128: Investments in Associates, over High-5 Conglomerate Berhad (formerly known as Silver Bird Group Berhad) ("High-5") and therefore treated High-5 as an associated company of the Group.

²³ The total equity interests held by the Berjaya Group Berhad group is 19.00% and it is held by the following companies:

| | |
|-------------------------------|---------|
| (i) Cosway Corporation Berhad | 15.00 % |
| (ii) Berjaya Group Berhad | 4.00 % |

The Group has significant influence, as defined in FRS 128: Investments in Associates, over Speedy Video Distributors Sdn Bhd ("Speedy") and therefore treated Speedy as an associated company of the Group.

²⁴ The total equity interests held by the Berjaya Group Berhad group is 27.36% and it is held by the following companies:

| | |
|-----------------------------------|---------|
| (i) Juara Sejati Sdn Bhd | 10.06 % |
| (ii) Selat Makmur Sdn Bhd | 5.38 % |
| (iii) Immediate Capital Sdn Bhd | 4.97 % |
| (iv) BL Capital Sdn Bhd | 4.93 % |
| (v) Inter-Pacific Capital Sdn Bhd | 0.93 % |
| (vi) Teras Mewah Sdn Bhd | 0.63 % |
| (vii) Berjaya Philippines Inc | 0.46 % |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|-------------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Associate of Inter-Pacific Securities Sdn Bhd | | | | |
| SaigonBank Berjaya Securities Joint Stock Company | Socialist Republic of Vietnam | 49.0 | 49.0 | Stock and share broking. |
| Associates of Berjaya Group (Cayman) Limited | | | | |
| Beijing Zhongcai Printing Co.Ltd | People's Republic of China | 20.0 | 20.0 | Printing of lottery tickets and undertaking of printing-related works. |
| Berjaya Hotels & Resorts (HK) Limited | Hong Kong | 40.0 | 40.0 | Investment holding. |
| Berjaya International Casino Management (HK) Limited | Hong Kong | 20.0 | 20.0 | Investment holding. |
| Berjaya Properties (HK) Limited | Hong Kong | 40.0 | 40.0 | Dormant. |
| Carlovers Carwash Limited | Australia | 39.1 | 39.1 | Under liquidation and receivership. |
| Associate of Bermaz Motor Sdn Bhd | | | | |
| Mazda Malaysia Sdn Bhd | Malaysia | 30.0 | 30.0 | Local assembly of Mazda vehicles by third party contract assembler using local parts and imported Mazda supplied parts and domestic distribution through Bermaz Motor Sdn Bhd and export of Mazda vehicles assembled in Malaysia. |
| Associates of Cosway Corporation Limited | | | | |
| eCosway.com Sdn Bhd | Malaysia | 40.0 | 40.0 | Direct selling of consumer products. |
| Greenland Timber Industries (Private) Limited | Singapore | 20.0 | 20.0 | Investment holding. |
| Associate of Berjaya Engineering & Construction (HK) Limited | | | | |
| Berjaya Sanhe Real Estate Development Co Ltd | People's Republic of China | 22.0 | 22.0 | Property development and management. |
| Associate of Berjaya Forest Products (Luxembourg) s.á r.l | | | | |
| Taiga Building Products Ltd | Canada | 39.1 | 39.1 | Wholesale distribution of lumber and panel products. |

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Associates of Berjaya Group Equity (Cayman) Limited | | | | |
| East Coast Bagel Co. Inc. | United States of America | 31.1 | 31.1 | Dormant. |
| Mario Andretti's Express Pasta & Co Limited | United States of America | 30.0 | 30.0 | Dormant. |
| Associate of Roasters Asia Pacific (HK) Limited | | | | |
| Roasters Korea Co. Ltd | Republic of Korea | 25.0 | 25.0 | Dormant. |
| Associate of SIG Holdings (Cayman) Limited | | | | |
| Berjaya Engineering & Construction (HK) Limited | Hong Kong | 25.0 | 25.0 | Investment holding. |
| Associates of Berjaya Corporation (Cayman) Limited | | | | |
| Berjaya Pizza (Philippines) Inc | Philippines | 40.0 | 40.0 | Development and operation of the "Papa John's Pizza" chain of restaurants in the Philippines. |
| M & A Investments Pte Ltd | Singapore | 31.4 | 31.4 | Investment holding. |
| Associate of Successline (M) Sdn Bhd | | | | |
| Successline Express Sdn Bhd | Malaysia | 49.0 | 49.0 | Transportation of goods. |
| Associates of Cosway (Cayman) Limited | | | | |
| Cosway Overseas Company Limited | Thailand | 49.0 | 49.0 | Investment holding. |
| Cosway (Thailand) Company Limited | Thailand | 49.0 | 49.0 | Direct selling and trading in consumer products. |
| Associate of Rank Distributors Sdn Bhd | | | | |
| Coswin (M) Sdn Bhd | Malaysia | 40.0 | 40.0 | Trading of consumer products. |

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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|---|
| | | 2014 % | 2013 % | |
| Associates of Berjaya Land Berhad | | | | |
| Berjaya Assets Berhad | Malaysia | 14.1 ²⁵ | 14.1 | Investment holding. |
| BJ Bowl Sdn Bhd | Malaysia | 20.0 | 20.0 | Ceased operations as operator of bowling alley. |
| Centreplus Sdn Bhd | Malaysia | 30.0 | 30.0 | Dormant. |
| Focus Equity Sdn Bhd | Malaysia | 32.5 | 32.5 | Dormant, under liquidation. |
| Jaya Bowl Sdn Bhd | Malaysia | 20.0 | 20.0 | Ceased operations as operator of bowling alley. |
| Resort Cruises (S) Pte Ltd | Singapore | 49.0 | 49.0 | Dormant. |
| Associates of Berjaya Leisure (Cayman) Limited | | | | |
| Asian Atlantic Holdings Limited | British Virgin Islands | 24.5 | 24.5 | Investment holding. |
| Aston Martin Lagonda (S.E.A.) Pte Ltd | Singapore | 49.9 | 49.9 | Dealer for "Aston Martin" vehicles in Singapore and Malaysia. |
| Berjaya Land (Thailand) Company Ltd | Thailand | 40.0 | 40.0 | Property development and investment. |
| Berjaya Property (Thailand) Company Ltd | Thailand | 40.0 | 40.0 | Dormant. |
| Brickfields Properties Pty Ltd | Australia | 39.2 | 39.2 | Under liquidation. |
| Inter-Capital Holdings Pte Ltd | Singapore | 50.0 | 50.0 | Investment holding. |
| Portsworth Holdings Pte Ltd | Singapore | 50.0 | 50.0 | Investment holding. |
| Singapore Institute of Advanced Medicine Holdings Pte Ltd | Singapore | 30.0 | – | Investment holding. |
| Associate of Berjaya Okinawa Development Co Limited | | | | |
| Nubaru Tochi Kanri Godo Kaisya | Japan | 33.0 | 33.0 | Investment holding. |

²⁵ The total equity interests held by the Berjaya Land Berhad group is 14.09% and it is held by the following companies:

| | | |
|-------|---------------------------|--------|
| (i) | Portal Access Sdn Bhd | 6.23 % |
| (ii) | Berjaya Land Berhad | 2.99 % |
| (iii) | BTS Hotel Sdn Bhd | 2.29 % |
| (iv) | Nada Embun Sdn Bhd | 1.13 % |
| (v) | Immediate Capital Sdn Bhd | 0.47 % |
| (vi) | Magna Mahsuri Sdn Bhd | 0.98 % |

The total equity interests held by the Group is 16.38% and the additional equity interest is held by the following companies:

| | | |
|-------|-------------------------------|--------|
| (i) | Ambilan Imej Sdn Bhd | 1.22 % |
| (ii) | Berjaya Capital Berhad | 0.76 % |
| (iii) | Inter-Pacific Capital Sdn Bhd | 0.31 % |

The Berjaya Land Berhad group has significant influence, as defined in FRS 128: Investments in Associates, over BAssets and therefore treated BAssets as an associated company of the Berjaya Land Berhad group.

49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|--|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Associate of Berjaya Leisure Capital (Cayman) Limited | | | | |
| Informatics Education Limited | Singapore | 27.1 ²⁶ | 27.1 | Investment holding, franchisor and licensor for computer and commercial training centres and examination facilitators. |
| Associates of BL Capital Sdn Bhd | | | | |
| Pasdec Cempaka Sdn Bhd | Malaysia | 20.0 | 20.0 | Property development investment. |
| Regnis Industries (Malaysia) Sdn Bhd | Malaysia | 30.0 | 30.0 | Property investment and rental of property. |
| Associate of Berjaya Property Management Sdn Bhd | | | | |
| Pasdec Cempaka Sdn Bhd | Malaysia | 20.0 | 20.0 | Property development investment. |
| Associate of Berjaya International Casino Management (HK) Limited | | | | |
| Berjaya International Casino Management (Seychelles) Limited | Republic of Seychelles | 40.0 | 40.0 | Management of casino and investment holding. |
| Associate of Indah Corporation Berhad | | | | |
| Jayawan Holdings Sdn Bhd | Malaysia | – | 40.0 | Struck off during the financial year. |
| Associate of Tioman Island Resort Berhad | | | | |
| Tioman Ferry Services Sdn Bhd | Malaysia | 20.0 | 20.0 | Dormant. |
| Associates of Berjaya Sports Toto Berhad | | | | |
| Berjaya Lottery Vietnam Limited | Malaysia | 20.0 | 20.0 | Investment holding. |
| Berjaya Racing Management Sdn Bhd | Malaysia | 20.0 | 20.0 | Dormant. |

²⁶ The total equity interests held by the Berjaya Group Berhad group is 28.38% and it is held by the following companies:

| | |
|--|---------|
| (i) Berjaya Leisure Capital (Cayman) Limited | 27.09 % |
| (ii) Rantau Embun Sdn Bhd | 1.29 % |

Notes to the Financial Statements
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49. LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (cont'd)

| Name | Country of incorporation | Equity interest held | | Principal activities |
|---|--------------------------|----------------------|-----------|--|
| | | 2014 % | 2013 % | |
| Associates of Berjaya Philippines Inc. | | | | |
| Berjaya Auto Philippines Inc | Philippines | 30.0 | 30.0 | Purchasing, acquiring, owning, leasing, selling, transferring, encumbering and generally dealing in all types of new automobiles, trucks and other motor vehicles and dealing in all types of supplies used by all types of motor vehicles in the Philippines. |
| Berjaya Pizza (Philippines) Inc | Philippines | 30.0 | 30.0 | Development and operation of the "Papa John's Pizza" chain of restaurants in the Philippines. |
| Cosway Philippines Inc | Philippines | 40.0 | 40.0 | Dormant. |
| Perdana Land Philippines Inc | Philippines | 40.0 | 40.0 | Acquire, develop or lease real estate. |
| Associate of FEAB Properties Sdn Bhd | | | | |
| Cashsystems Asia Technology Sdn Bhd | Malaysia | 30.0 | 30.0 | Dormant, under liquidation. |

* Subsidiaries audited by other firms of chartered accountants.

Subsidiaries audited by other member firms of Ernst & Young Global.

50. COMPARATIVES

Certain comparative figures have been adjusted and reclassified to conform with current year's presentation.

| | As previously reported | Reclassi- fication | Note 2.6 Prior year adjustment | As restated |
|--|------------------------------|-----------------------|--------------------------------------|----------------|
| Group | RM'000 | RM'000 | RM'000 | RM'000 |
| 2013 | | | | |
| Statement of financial position | | | | |
| Associated companies | 1,331,232 | – | 35,914 | 1,367,146 |
| Deposits with financial institutions | 793,511 | (85,047) | – | 708,464 |
| Cash and bank balances | 555,151 | (9,604) | – | 545,547 |
| Reserves - retained earnings | 1,190,278 | – | 24,971 | 1,215,249 |
| Non-controlling interests | 4,970,251 | – | 10,943 | 4,981,194 |
| Other long term liabilities | 416,479 | (17,516) | – | 398,963 |
| Trade and other payables | 2,081,243 | (77,135) | – | 2,004,108 |
| Statement of profit or loss | | | | |
| Administrative expenses | 1,252,018 | (429) | – | 1,251,589 |
| Finance cost | 316,147 | 429 | – | 316,576 |

| | As previously reported | Reclassi- fication | Note 2.6 Prior year adjustment | As restated |
|--|------------------------------|-----------------------|--------------------------------------|----------------|
| Group | RM'000 | RM'000 | RM'000 | RM'000 |
| 2012 | | | | |
| Statement of financial position | | | | |
| Associated companies | 971,975 | – | 35,914 | 1,007,889 |
| Deposits with financial institutions | 1,339,910 | (39,676) | – | 1,300,234 |
| Cash and bank balances | 570,044 | (12,121) | – | 557,923 |
| Reserves - retained earnings | 1,097,927 | – | 24,971 | 1,122,898 |
| Non-controlling interests | 4,886,206 | – | 10,943 | 4,897,149 |
| Other long term liabilities | 426,530 | (7,579) | – | 418,951 |
| Trade and other payables | 1,878,806 | (44,218) | – | 1,834,588 |

Notes to the Financial Statements
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51. SUPPLEMENTARY INFORMATION - BREAKDOWN OF RETAINED EARNINGS INTO REALISED AND UNREALISED

The breakdown of the retained earnings of the Group and of the Company into realised and unrealised earnings/(losses), pursuant to the directive issued by Bursa Malaysia, is as follows:

| | Group | | Company | |
|---|------------------|------------------------------|-----------------|----------------|
| | 2014 RM'000 | 2013 RM'000 (Restated) | 2014 RM'000 | 2013 RM'000 |
| Realised earnings | 1,281,510 | 1,496,498 | 478,617 | 223,006 |
| Unrealised earnings/(losses) | 286,999 | 178,195 | (22,745) | (24,231) |
| Total retained earnings | 1,568,509 | 1,674,693 | 455,872 | 198,775 |
| Share of results from associated companies * | 164,667 | 139,041 | – | – |
| Share of results from joint ventures * | (126,424) | (120,474) | – | – |
| | 1,606,752 | 1,693,260 | 455,872 | 198,775 |
| Less: Consolidation adjustments | (626,577) | (478,011) | – | – |
| Retained earnings as per financial statements | 980,175 | 1,215,249 | 455,872 | 198,775 |

Note:

* It is not practical to segregate the share of results from associated companies and joint ventures to realised and unrealised earnings/(losses).

The determination of realised and unrealised profits is based on the Guidance of Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the context of Disclosure Pursuant to Bursa Malaysia Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

Material Properties of the Group

30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|--|--|-----------------|---|-----------------------------------|---------------------|-----------------------|
| KM 48, Persimpangan Bertingkat, Lebuhraya Karak 28750 Bukit Tinggi Bentong, Pahang Darul Makmur | Leasehold | 13,681.15 acres | Land held for development | N/A | 1990 - 1997 | 866,254 |
| Minyak Estate (5 lots) Sungei Tinggi Estate (27 lots) Nigel Gardner & Bukit Tagar Estate (5 lots) Mukim of Sungei Tinggi and Batang Berjuntai District of Ulu Selangor Kuala Selangor Selangor Darul Ehsan | Freehold | 13,959.91 acres | Land for development | N/A | 04/08/1995 | 767,469 |
| Beijing-Harbin Highway Yanjiao Economic and Technological Development Sanhe City, Hebei Province The People's Republic of China | Leasehold 40 years expiring on 25/01/2045 | 307,227 sq m | Land held for development | N/A | 17/01/2005 | 696,294 |
| Yerae-dong, Seogwipo-si Jeju Special Self-Governing Province South Korea | Freehold | 74.42 hectares | Land held for development | N/A | 10/08/2009 | 570,982 |
| Lot 41, Section 58 Jalan Ampang 55100 Kuala Lumpur | Freehold | 2.71 acres | Commercial development | N/A | 26/07/1995 | 499,885 |
| Lot 28 (GRN 20366) Lot 403 (GRN 20428) Lot 728 (GRN 18054) Seksyen 2 Bandar Georgetown Daerah Timor Laut Pulau Pinang | Freehold | 57.302 acres | Land for bungalow lots development | N/A | 15/02/2014 | 462,997 |
| Lot 352 Sek 20, Bandar Kuantan District of Kuantan Kuantan, Pahang Darul Makmur | Freehold | 5.46 acres | Shopping mall for rental | 16 | 05/02/1991 | 263,288 |
| KM 48, Persimpangan Bertingkat, Lebuhraya Karak 28750 Bukit Tinggi Bentong, Pahang Darul Makmur | Leasehold | 209.4 acres | Golf course & club house, Japanese tea house & Convention center No.2, Chateau, helipad | 2 to 18 | N/A | 246,449 |

Material Properties of the Group 30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|---|---|----------------|--|-----------------------------------|--|-----------------------|
| Berjaya Times Square 14th, 15th floor and Service Suites at Tower B No. 1, Jln Imbi, Kuala Lumpur | Freehold | 342,881 sq ft | 327 units of service suites | 11 | 06/01/1998 | 220,173 |
| Berjaya Times Square Service Suites at Tower A & B No. 1, Jln Imbi, Kuala Lumpur | Freehold | 136,497 sq ft | 181 units of service suites | 11 | 13/03/2007 | |
| Berjaya Times Square Service Suites at Tower A No. 1, Jln Imbi, Kuala Lumpur | Freehold | 21,765 sq ft | 32 units of service suites | 11 | 01/07/2008 | |
| Berjaya Times Square Service Suites at Tower B No.1 Jalan Imbi, Kuala Lumpur | Freehold | 3,831 sq ft | Penthouse | 11 | 28/02/2012 | |
| Berjaya Times Square Premises at ground floor 14th & 16th floor Service suites at Tower A & B No. 1, Jln Imbi, Kuala Lumpur | Freehold | 32,097 sq ft | Hotel lobby, function rooms & storage area | 11 | 10/02/2010 | |
| Berjaya Times Square B-35-013, Tower B No. 1, Jln Imbi, Kuala Lumpur | Freehold | 612 sq ft | 1 unit service suite | 10 | 01/07/2008 | |
| 5 parcels of land at Myohoin Maekawa-Cho, Myohoin Kitamonmae, Umamachi-dori, Higashiyama-ku, Kyoto | Freehold | 20,513.02 sq m | Land held for development | N/A | 28/09/2012 | 218,602 |
| Land at District 10 Ho Chi Minh City Vietnam | Leasehold 49 years expiring on 01/09/2059 | 66,388 sq m | Land for mixed development | N/A | 15/06/2010 | 144,921 |
| HS(D) 4/94, PT278 HS(D) 1017, PT140 HS(D) 1018, PT141 Mukim Padang Matsirat Daerah Langkawi Pulau Langkawi Kedah Darul Aman | PT278 - Leasehold expiring on 30/04/2069 PT140, 141 - Leasehold expiring on 30/03/2070 | 85.83 acres | Beach resort (424 guest rooms/ chalets) | 21 | PT278 : 27/05/1994 PT140, 141 : 30/03/2010 | 132,743 |
| Lot 5001 to 5020 PN 14706 to 14714, 14721 to 14731 Daerah Rompin Bandar Tioman Pulau Tioman Pahang Darul Makmur | Leasehold 99 years expiring on 02/05/2107 | 205.68 acres | Land for hotel & resort operations (361 guest rooms) | 27 | 30/12/1985 | 108,406 |

Material Properties of the Group 30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|---|--|---|---|-----------------------------------|--|-----------------------|
| Lot 558, Lot 239, Lot 240-242, PT 925-929 Teluk Dalam & Teluk Siang Pulau Redang Terengganu Darul Iman | Lot 558 - Freehold Lot 239, 240-242, PT 925-929 - Leasehold 60 years expiring in year 2051 | 613.68 acres | Beach resort (183 guest rooms and a villa) | >18 | Lot 558 - in year 1990 Lot 239, 240-242, PT 925-929 - 16/10/1993 | 102,677 |
| Geran No. 29726, Lot No. 1261 Seksyen 67 Daerah Kuala Lumpur (Plaza Berjaya, 12 Jalan Imbi Kuala Lumpur) | Freehold | 67,855 sq ft | Land with office, residential block and shopping complex for rental | 28 | 27/11/1989 | 93,500 |
| KM48, Persimpangan Bertingkat, Lebuhraya Karak 28750 Bukit Tinggi Bentong, Pahang Darul Makmur | Freehold | 12.35 acres | Japanese Tatami Suites & Spa/ Garden, Colmar Tropicale & Convention Centre No.1 | 10 to 16 | 1998 | 93,497 |
| Lot PT No.4805 & 4806 HS (D) No 81319 & 81320 Mukim Petaling Kuala Lumpur | Freehold | 7,129,260 sq ft | Club house and golf course | >22 | 05/09/1991 | 88,710 |
| No. 38, Xingong West Street Yanjiao Development Zone Sanhe City, Hebei Province The People's Republic of China | Leasehold 70 years expiring on 15/01/2071 | Phase I: 12,980.56 sq m, Phase II: 50,301.59 sq m, Phase III: 138,791.41 sq m | French Village Phase I: 9 Commercial blocks Phase II & III : 6 Blocks of include residence apartments & shoplots | N/A | 02/03/2004 | 87,128 |
| GM931 Lot 57, GM841 Lot58, Seksyen 948, Sungai Serdang Mukim Kuala Lumpur. Geran 26066 Lot 1, Geran 26067 Lot 2, Seksyen 948, Bandar Kuala Lumpur. GM 1772 Lot 49, Seksyen 94B Bukit Bandar Kuala Lumpur, Seputeh Heights, Kuala Lumpur | Freehold | 387,920 sq ft | Vacant development land | N/A | 03/05/2012 | 81,775 |

Material Properties of the Group 30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|--|---|----------------|--|-----------------------------------|---------------------|-----------------------|
| Lot 001165 Geran 5868 Wisma Cosway Jalan Raja Chulan Kuala Lumpur | Freehold | 264,003 sq ft | Shopping podium with shoplots/ offices/ apartments for rental | 30 | 08/11/1997 | 76,000 |
| Berjaya Times Square 13th Floor, No.1 Jalan Imbi Kuala Lumpur | Freehold | 107,028 sq ft | 1 floor of office space of an integrated commercial development for rental | 11 | 06/01/1998 | 65,256 |
| Berjaya Times Square 11th Floor, No.1 Jalan Imbi Kuala Lumpur | Freehold (strata title) | 106,027 sq ft | 1 floor of office space of an integrated commercial development for rental | 11 | 06/01/1998 | 65,256 |
| 12-01, Berjaya Times Square No.1 Jalan Imbi Kuala Lumpur | Freehold | 101,686 sq ft | Commercial office premises | 11 | 11/09/1996 | 64,000 |
| 243 parcels of land at Onna-son Okinawa Island, Japan | Freehold | 82,950.09 sq m | Land held for development | N/A | Since 15/07/2009 | 56,909 |
| Piccolo Hotel No. 101, Jalan Bukit Bintang Kuala Lumpur | Leasehold 60 years expiring on 30/04/2062 | 22,853 sq ft | Hotel (168 guest rooms) | >35 | 05/05/2008 | 53,747 |
| Lot 4916 (PT 1927) & 5871 (PT 2055) Mukim of Hulu Kelang District of Gombak Taman Tun Abdul Razak Ampang Jaya Selangor Darul Ehsan | Leasehold expiring on 17/06/2078 | 67.19 acres | Club house and golf course | 28 | 01/10/1984 | 53,093 |
| HS(D) 11814, Lot 11527 Lot 1 to 8, Lot 49 to 55 Taman Tun Abdul Razak Ampang, Selangor Darul Ehsan | Freehold | 351,903 sq ft | Land held for development | N/A | 22/12/1990 | 50,086 |
| 139 strata shop lots located on Ground, First and Second floor Wisma Cosway No. 88, Jalan Raja Chulan Kuala Lumpur | Freehold | 41,808 sq ft | Shoplots & office for rental | 30 | 08/06/2009 | 49,152 |

Material Properties of the Group 30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|---|--|----------------|--|-----------------------------------|---------------------|-----------------------|
| Lot 11525 HS (D) 18812 Mukim Hulu Kelang, Gombak (Taman Tun Abdul Razak Selangor Darul Ehsan) | Freehold | 226.09 acres | Land held for development | N/A | 22/12/1990 | 49,061 |
| 7835 Makati Avenue Corner Eduque Street Makati City The Philippines 1209 | Freehold | 586 sq m | Hotel (212 guest rooms) | 14 | 04/12/2009 | 48,588 |
| Lot 35 Mukim Sg Tinggi District of Ulu Selangor Selangor Darul Ehsan | Freehold | 371.87 acres | Vacant land | N/A | 28/03/2008 | 48,000 |
| KM 48, Persimpangan Bertingkat Lebuhraya Karak, 28750 Bukit Tinggi, Bentong Pahang Darul Makmur | Leasehold | 201.84 acres | Bungalow lots, orchard lots, bungalow villas, Meranti park & Meranti Heights | 7 to 17 | N/A | 45,854 |
| Plot 65, 66, 267 & 562 Thong Nhat Ward, Bien Hoa City Dong Nai Province, Vietnam | Plot 65 & 66 : Long term use Plot 267 : Leasehold expiring on 22/04/2058 Plot 562 : Leasehold expiring on 29/08/2058 | 25,848.10 sq m | Land for mixed development | N/A | 01/09/2009 | 43,870 |
| PN (WP) No 23271 Lot 50462 and PN (WP) No 26127 Lot 52314 Mukim of Kuala Lumpur District of Wilayah Persekutuan (Bukit Kiara Equestrian & Country Resort Jalan Bukit Kiara, Kuala Lumpur) | Leasehold 70 years expiring on year 2059 | 132.40 acres | Equestrian & country resort | 22 | 25/03/1989 | 42,770 |
| Bukit Banang Golf and Country Club Mukim of Simpang Kanan District of Batu Pahat Johor Darul Takzim | Freehold | 159.07 acres | Clubhouse and golf course | 20 | Since 1987 | 40,108 |
| HSD 15739 & 15740 PT 19864 & 19845 Mukim & District of Bentong Pahang Darul Makmur | Freehold | 97.21 acres | Mixed development | N/A | 09/09/1996 | 38,900 |

Material Properties of the Group 30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|---|--|----------------------------------|--------------------------------------|-----------------------------------|---------------------|-----------------------|
| GM PN 1339 Lot 212 & GM PN 1384 Lot 5 Pulau Redang Terengganu Darul Iman | GM PN 1339 Lot 212 - Leasehold expiring on 06/05/2070 GM PN 1384 Lot 5 Leasehold expiring-on 16/02/2067 | 2.1 acres | Land for development of resort | N/A | 25/09/1991 | 38,834 |
| Lot 33A to 35 Lot 42 to 43A Lot 46 to 48 Lot 63 to 67 Lot 78 to 79 Persiaran Puncak 1 Off Jalan Sultan Lots 81 to 82 & 88 Persiaran Puncak 2 Off Jalan Sultan Taman Tun Abdul Razak Selangor Darul Ehsan | Freehold | 273,642 sq ft | Bungalow land for sale | N/A | 22/12/1990 | 38,643 |
| Lot No 30, 2523, 2543 & 2546 Section 1, Town of Georgetown North East District Pulau Pinang | Leasehold 99 years expiring in 2093 | 197,562 sq ft | Hotel (323 guest rooms) | 19 | 20/01/1995 | 34,352 |
| Cua Lap Hamlet Duong To Commune Phu Quoc District Kien Giang Province, Vietnam | Leasehold expiring on 05/2054 | 22,370 sq m | Hotel (71 guest rooms) | N/A | 05/06/2008 | 32,355 |
| 35/39 Inverness Terrace 1 - 4 Inverness Place London United Kingdom | Freehold | Approximately 40,000 sq ft | Hotel (112 guest rooms) | 154 | 14/11/1996 | 32,355 |
| Lot 7773 PT 2548 Lot 7774 PT 2549 Title No. HS (D) 79345, 79346 Mukim of Setul District of Seremban Negeri Sembilan Darul Khusus | Freehold | 1,091,441 sq m | Club house and golf course | 22 | 20/08/1982 | 32,053 |
| Parcel No. V589, V3699, V8369 V8370, V9556 & V9565 Beau Vallon Bay Beach West Coast of Mahe Island Seychelles | Freehold | 10.1289 acres | Beach resort (232 guest rooms) | 38 | 18/08/1994 | 30,594 |

Material Properties of the Group 30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|---|--|-------------------------------|---|-----------------------------------|--------------------------|-----------------------|
| Lot 4924 (PT 11526) Mukim of Hulu Kelang District of Gombak Taman Tun Abdul Razak Ampang Jaya Selangor Darul Ehsan | Freehold | 60 acres | Land held for development | N/A | 01/05/1992 | 29,847 |
| PT24830, HS(D)24659, PTD29465 to 29582, 29585, 29587 to 29650 PTD29225 to 29247 & 29288 to 29293 PTD21424 to 21427 & 21435 to 21446 Mukim of Simpang Kanan District of Batu Pahat Johor Darul Takzim | Freehold | 127.29 acres, 169.88 acres | Land for mixed development Land held for development | N/A | Since 1987 08/07/1997 | 28,338 |
| PTD 21447-21463 PTD 21479-21493 PTD 27874, PTD 27880 PTD 27880A PTD 29714-29716 PTD 29667-29713 PTD 29719-29738 PTD 27894 Mukim of Simpang Kanan Johor Darul Takzim | | | | | | |
| No. 9, Jalan 219, Section 51A, 46100 Petaling Jaya, Selangor Darul Ehsan | Leasehold expiring on 19/06/2066 | 75,358.79 sq ft | 2-storey showroom cum office building with a single storey factory annexed | 41 | 10/01/2011 | 28,000 |
| Lot 1151 Grant No.5873 Section 57 Kuala Lumpur (32, Jalan Sultan Ismail Kuala Lumpur) | Freehold | 43,626 sq ft | Commercial land with 3-storey commercial building for rental (with basement floor) | >27 | 25/01/1990 | 28,000 |
| Lot PT 16134 (Section I) Lot PT 16138 (Section II) Lot PT 16137 (Section III) Lot PT 16135 (Section IV) Lot PT 16136 (Section V) Mukim and Daerah of Bentong Pahang Darul Makmur | Freehold | 136.55 acres | Vacant development land | N/A | 22/02/1999 | 27,413 |

Material Properties of the Group

30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|--|---|---------------|--|-----------------------------------|---------------------|-----------------------|
| Lot PT No. 4804, 14424 & 14425 HS (D) No 81318, 117926, 117927 Mukim Petaling Kuala Lumpur | Freehold | 20 acres | Land for mixed development | N/A | 05/09/1991 | 26,716 |
| PT 57924 to 58528, PT 57864 to 57923, Mukim & Daerah Klang Selangor Darul Ehsan (Berjaya Park, Jalan Kebun Shah Alam) | Freehold | 7.04374 acres | 3.48 acres - Low medium cost apartment 1.00374 acres - 24 units shop office 1.089 acres - 26 units shop office 1.471 acres - 34 units shop office | N/A | 06/11/1991 | 25,927 |
| Units 728, 729, 731, 740, 741, 743, 744, 747, 748, 749, 750, 753, 755 and 756 on 7th Floor Star House, 3 Salisbury Road Tsim Sha Tsui, Kowloon Hong Kong | Leasehold 999 years expiring on 25/07/2863 | 7,570 sq ft | Commercial building | 48 | 01/1982 | 25,803 |
| 40 retail lots and kiosks premises at 5th floor and basement, Kota Raya Complex Jalan Tun Tan Cheng Lock Kuala Lumpur | Freehold | 131,277 sq ft | Retail lots and kiosks for rental | >27 | 25/05/1990 | 24,492 |
| Lot PT No. 4802, 4803 & 4811 HS (D) No 81316, 81317 & 81321 Mukim Petaling Kuala Lumpur | Freehold | 13.84 acres | Land for mixed development | N/A | 05/09/1991 | 23,009 |
| Lot 6, Jalan 217 Section 51, Petaling Jaya Selangor Darul Ehsan (Lot 58 Section 20 Petaling Jaya Selangor Darul Ehsan) | Leasehold expiring on 09/04/2056 | 1.27 acres | Industrial land and industrial building for rental | 51 | 01/07/1968 | 23,000 |

Material Properties of the Group 30 April 2014

| Location | Tenure | Size | Description | Estimated age of building (Years) | Date of acquisition | Net book value RM'000 |
|---|----------|--|---|-----------------------------------|---------------------|-----------------------|
| Lot 9, HS(M) 5000, PT 307 Lot 12 to 13, HS(M) 5003-5004, PT 310 to 311 Lot 22, HS(M) 5013, PT 320, Lot 24, HS(M) 5016, PT 323 Vasana 25, Seputeh Heights, Kuala Lumpur | Freehold | 51,766 sq ft | 6 units of linked bungalow in progress | 3 | Since 1989 | 22,671 |
| PT 0106987, PT 0106988 PT 57334, PT 57348, PT 57831, PT 57832, PT 58335, PT 58336, Mukim & Daerah Klang Selangor Darul Ehsan (Berjaya Park, Jalan Kebun, Shah Alam) | Freehold | 35.89 acres | Land for mixed development | N/A | 06/11/1991 | 22,164 |
| Lot 3, 4 and 5 R. Sao Paulo 144-Barueri Sao Paolo, Brasil | Freehold | Land 8,811.97 sq m, Building 5,984.99 sq m | Single storey industrial building/ Warehouse & office complex | 39 | 10/01/1997 | 20,610 |
| Part of HS(D) 11008, PT No 12183 Mukim and District of Bentong Pahang Darul Makmur | Freehold | 56.02 acres | Vacant commercial land | N/A | 30/04/1999 | 20,346 |

Material Contracts

Other than as disclosed in Notes 16, 29, 32, 34, 35, 40, 41, 47 and 48 to the financial statements for the financial year ended 30 April 2014, there were no other material contracts entered into by Berjaya Corporation Berhad and its subsidiary companies, involving Directors and major shareholders.

Additional Information

The amount of non-audit fees incurred for services rendered to the Group for the financial year ended 30 April 2014 amounted to RM986,000.

Group Addresses

FINANCIAL SERVICES

Inter-Pacific Securities Sdn Bhd
Inter-Pacific Asset Management Sdn Bhd
West Wing, Level 13
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No. 1, Jalan Imbi
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Fax : 603-2144 1686
Website : www.paonline.com.my

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Ground, Mezzanine & 8th Floor
Bangunan Sentral
No. 3, Penang Street
10200 Penang
Tel : 604-269 0888
Fax : 604-269 0999

Johor Bahru Office:
95, Jalan Tun Abdul Razak
80000 Johor Bahru, Johor
Tel : 607-223 1211
Fax : 607-224 6266

Danau Desa Office:
Ground Floor, 7-0-8
Jalan 3/109F
Danau Business Center
Danau Desa
58100 Kuala Lumpur
Tel : 603-7984 7796
Fax : 603-7984 7798

Bandar Baru Seri Petaling Office:
33 (1st Floor), Jalan Radin Bagus
Bandar Baru Seri Petaling
57000 Kuala Lumpur
Tel : 603-9056 2922
Fax : 603-9056 2923

SaigonBank Berjaya Securities
Joint Stock Company
Level 5 & 6, 2C Pho Duc Chinh Street
District 1, Ho Chi Minh City, Vietnam
Tel : 84 8 3914 3399
Fax : 84 8 3914 3388
Website : www.sbsjsc.com.vn

Berjaya Sampo Insurance Berhad
18th Floor, Menara BGI
Plaza Berjaya, 12, Jalan Imbi
55100 Kuala Lumpur
Tel : 03-2117 2118
Website : www.berjayasampo.com.my

Prime Credit Leasing Sdn Bhd
West Wing, Level 13
Berjaya Times Square
No. 1, Jalan Imbi
55100 Kuala Lumpur
Tel : 03-2148 1009

HOTELS & RESORTS DEVELOPMENT & MANAGEMENT

Berjaya Hotels & Resorts
Corporate Office:
Level 15 West, Berjaya Times Square Hotel,
Kuala Lumpur
1 Jalan Imbi, 55100 Kuala Lumpur, Malaysia
Tel : 603-2142 9611
Fax : 603-2144 2526/2527
Email : bhr@berjayahotel.com
Website : www.berjayahotel.com

MALAYSIAN HOTELS & RESORTS

Berjaya Tioman Resort
Tioman Island Resort
P.O. Box 4, 86807 Mersing
Johor Darul Takzim
Tel : 609-419 1000
Fax : 609-419 1718
Email : tioman.rsvn@berjayahotel.com

Berjaya Langkawi Resort
Karong Berkunci 200
Burau Bay
07000 Langkawi
Kedah Darul Aman
Tel : 604-959 1888
Fax : 604-959 1886
Email : langkawi.rsvn@berjayahotel.com

The Taaras Beach & Spa Resort, Redang
P.O. Box 126, Main Post Office
20928 Kuala Terengganu
Terengganu Darul Iman
Tel : 609-630 8888
Fax : 609-630 8880
Email : reservation@thetaaras.com

Redang Island Resort
P.O. Box 106
20710 Kuala Terengganu
Terengganu
Tel : 609-630 8787
Fax : 609-630 8788
Email : reservation@redangislandresort.com

Georgetown City Hotel, Penang
1-Stop Midlands Park
Jalan Burmah
10350 Pulau Pinang
Tel : 604-227 7111
Fax : 604-226 7111
Email : reservation@georgetowncity.hotel.com

Berjaya Times Square Hotel, Kuala Lumpur
No. 1, Jalan Imbi
55100 Kuala Lumpur
Tel : 603-2117 8000
Fax : 603-2143 3352
Email : bth.rsvn@berjayahotel.com

Piccolo Hotel, Kuala Lumpur
101, Jalan Bukit Bintang
55100 Kuala Lumpur
Tel : 603-2146 5000
Fax : 603-2146 5001
Email : reservation@piccolohotel.com.my

Berjaya Waterfront Hotel, Johor Bahru
88, Jalan Ibrahim Sultan Stulang Laut
80720 Johor Bahru, Johor
Tel : 607-221 9999
Fax : 607-221 0999
Email : bwh.rsvn@berjayahotel.com

Colmar Tropicale
Berjaya Hills, Pahang
KM48, Persimpangan Bertingkat Lebuhraya Karak
28750 Bukit Tinggi
Bentong, Pahang Darul Makmur
Tel : 609-221 3666
Fax : 609-221 3828
Email : reservation@colmartropicale.com.my

The Chateau Spa & Organic Wellness Resort
Berjaya Hills, Pahang
KM48, Persimpangan Bertingkat Lebuhraya Karak
28750 Bukit Tinggi
Bentong, Pahang Darul Makmur
Tel : 609-221 3888
Fax : 609-221 3886
Email : reservation@thechateau.com.my

OVERSEAS HOTELS & RESORTS

Berjaya Beau Vallon Bay Resort
& Casino - Seychelles
P.O. Box 550, Victoria
Mahe, Seychelles
Tel : 248-287-4287
Fax : 248-943-4247
Email : mahe.inquiry@berjayahotel.com

Berjaya Eden Park London Hotel
- United Kingdom
35-39, Inverness Terrace
Bayswater, London W2 3JS
United Kingdom
Tel : 44-20-7221-2220
Fax : 44-20-7221-2286
Email : info.london@berjayahotel.com

Berjaya Praslin Resort - Seychelles
Anse Volbert, Praslin, Seychelles
Tel : 248-286 4286
Fax : 248-244 4232
Email : praslin.rsvn@berjayahotel.com

Berjaya Hotel Colombo - Sri Lanka
36, College Avenue, Mount Lavinia
Sri Lanka
Tel : 941-273 9610
Fax : 941-273 3030
Email : reserve_bmrh@slt.net.lk

Sheraton Hanoi Hotel - Vietnam
K5 Nghi Tam
11, Xuan Dieu Road
Tay Ho District
Hanoi, Vietnam
Tel : 84-4-3719 9000
Fax : 84-4-3719 9001
Email : reservations.hanoi@sheraton.com

InterContinental Hanoi Westlake - Vietnam
1A, Nghi Tam, Tay Ho
Hanoi, Vietnam
Tel : 84-4-6270 8888
Fax : 84-4-6270 9999
Email : reservation.hanoi@ihg.com

Long Beach Resort, Phu Quoc - Vietnam
Group of Households 4
Cua Lap Hamlet, Duong To Commune
Phu Quoc District, Kien Giang Province
Vietnam
Tel : 84-77 398 1818
Fax : 84-77 397 8027
Email : reservation@longbeach-phuquoc.com

Berjaya Makati Hotel - Philippines
7835, Makati Ave
cor. Eduque Street
Makati City, Manila
Philippines 1209
Tel : 632 - 750 7500
Fax : 632 - 750 6783
Email : manila.inquiry@berjayahotel.com

CLUBS & RECREATION

Kelab Darul Ehsan, Selangor
Taman Tun Abdul Razak
Jalan Kerja Air Lama
68000 Ampang Jaya
Selangor Darul Ehsan
Tel : 603-4257 2333
Email : kde@berjayaclubs.com

Bukit Kiara Equestrian & Country Resort, Kuala Lumpur
Jalan Bukit Kiara
Off Jalan Damansara
60000 Kuala Lumpur
Tel : 603-2093 1222
Email : kiara@berjayaclubs.com

Bukit Jalil Golf & Country Resort, Kuala Lumpur
Jalan Jalil Perkasa 3, Bukit Jalil
57000 Kuala Lumpur
Tel : 603-8994 1600
Email : jalil@berjayaclubs.com

Berjaya Hills Golf & Country Club
KM48, Persimpangan Bertingkat Lebuhraya Karak
Bukit Tinggi
28750 Bukit Tinggi, Bentong, Pahang
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Email : bhgoc@bhillsgolf.com

Group Addresses

Bukit Banang Golf & Country Club, Johor

1, Persiaran Gemilang
Bandar Banang Jaya
83000 Batu Pahat
Johor Darul Takzim
Tel : 607-428 6001
Email : banang@berjayaclubs.com

Staffield Country Resort, Negeri Sembilan

Batu 13, Jalan Seremban-Kuala Lumpur
71700 Mantin
Negeri Sembilan Darul Khusus
Tel : 603-8766 6117
Email : staffield@berjayaclubs.com

Tioman Island Golf Club, Pahang

P.O. Box 4
86807 Mersing
Johor Darul Takzim
Tel : 609-419 1000 (Ext. 1574)
Email : tioman.golf@berjayahotel.com

Desa WaterPark, Kuala Lumpur

P.O. Box 13527
Taman Danau Desa
Off Jalan Klang Lama
58100 Kuala Lumpur
Tel : 603-7118 8338
Fax : 603-7118 8383
Website : www.desawaterpark.com.my

VACATION TIMESHARE & TRAVEL

Berjaya Vacation Club Berhad - Kuala Lumpur

Lot 5-04, 5th Floor
Fahrenheit 88
179, Jalan Bukit Bintang
55100 Kuala Lumpur
Tel : 603-2116 9999
Fax : 603-2141 9288/2148 6879
Email : bvc@berjaya.com.my

Berjaya Air Sdn. Bhd.

Head Office:
Lot AM1, Skypark Terminal,
47200 Subang
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Fax : 603-7842 2038

PROPERTY INVESTMENT & DEVELOPMENT

Main Office:

Level 12 (East Wing)
Berjaya Times Square
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Tel : 03-2149 1999/2142 8028
Fax : 03-2143 2028/2145 2126
Email : property@berjaya.com.my

Property Gallery:

02-20, Level 2 (West Wing)
Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 03-2149 1999/2142 8028
Fax : 03-2145 1921
Email : property@berjaya.com.my

Property Management:

Level 12 (East Wing)
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55100 Kuala Lumpur
Tel : 603-2149 1591/92
Fax : 603-2145 2805
Email : groupcondo@berjaya.com.my

Vietnam Office:

Berjaya VFC Limited
Berjaya VIUT Limited
Berjaya - D2D Co. Limited
Berjaya NTNC Limited
6th Floor, Bao Viet Tower
233 Dong Khoi Street
Ben Nghe Ward, District 1
Ho Chi Minh City, Vietnam
Tel : 84-8-3521 0038 (General)
: 84-8-3521 0001 (Marketing)
Fax : 84-8-3521 0039

Berjaya - Handico12 Co., Ltd., Hanoi

The Pavilion
Ha Noi Garden City
Thach Ban Ward, Long Bien District
Hanoi Socialist Republic of Vietnam
Tel : 84-4-3652 6666
Fax : 84-4-3652 6668

China Office:

Berjaya (China) Great Mall Co. Ltd.
38 Xing Gong West Street
Yanjiao Development Zone
065201 Sanhe City
People's Republic of China
Tel : 86-316-332 0309/332
Fax : 86-316-332 0310

Korea Office:

Berjaya Jeju Resort Limited
2572 Jungmun-dong
Seogwipo City
Jeju Special Self-Governing Province
697-120, Republic of Korea
Tel : 82-64-738-5030
Fax : 82-64-738-5033

Property Addresses:

Indah UPC Shops
3½ Mile, Jalan Kelang Lama
58000 Kuala Lumpur

Kelang Lama New Business Centre

Gemilang Indah Apartments
Jalan 2/110A
Batu 3½, Jalan Kelang Lama
58200 Kuala Lumpur

Pines Condominiums

No. 116, Jalan Sultan Abdul Samad
Brickfields
50470 Kuala Lumpur

Ixora Apartments

Jalan Rusa, Off Jalan Tun Razak
50400 Kuala Lumpur

Robson Condominiums

Jalan 2/87D, Robson Heights
Persiaran Syed Putra 2
50470 Kuala Lumpur

1 Petaling Residences & Commerz@Sg. Besi

Jalan 1C/149, Off Jalan Sungai Besi
57100 Kuala Lumpur

Petaling Indah Condominiums

No 2, Jalan 1C/149, Off Jalan Sungai Besi
57100 Kuala Lumpur

Sri Pelangi Condominiums

Sri Pelangi Shops & Apartments
No. 126, Jalan Genting Kelang, Setapak
53300 Kuala Lumpur

Taman Cemerlang

Cemerlang Heights
Cemerlang Court
Cemerlang Apartment
Cemerlang Shop/Office/Apartment
Jalan TC 1/5, Taman Cemerlang
Gombak
53100 Kuala Lumpur

Berjaya Park

Seksyen 32, 40460 Shah Alam
Selangor Darul Ehsan

Seputeh Heights

Jalan Bukit Seputeh, Seputeh Heights
Taman Seputeh
58000 Kuala Lumpur

Vasana 25

Jalan Bukit Seputeh 3, Vasana 25
Taman Seputeh Heights
58000 Kuala Lumpur

Subang Heights

Jalan SHT/SHB, Taman Subang Heights
47500 Subang Jaya
Selangor Darul Ehsan

The Peak @ Taman TAR

Off Jalan Sultan
Taman Tun Abdul Razak
68000 Ampang
Selangor Darul Ehsan

Greenfields Apartments

No. 8, Jalan 1/155B, Bukit Jalil
57000 Kuala Lumpur

Arena Green Apartments

Block F, Ground Floor
No. 3, Jalan 1/155A, Bukit Jalil
57000 Kuala Lumpur

Green Avenue Condominiums

No. 15, Jalan 1/155B, Bukit Jalil
57000 Kuala Lumpur

Savanna Bukit Jalil Condominiums

No. 5, Jalan 1/155A, Bukit Jalil
57000 Kuala Lumpur

Savanna 2 Bukit Jalil

No. 3, Jalan Jalil Perkasa 7
Bukit Jalil, 57000 Kuala Lumpur

Covillea Bukit Jalil

No. 8, Jalan Jalil Perkasa 7
Bukit Jalil, 57000 Kuala Lumpur

Jalil Link @ Bukit Jalil

Jalan 1/155B, Bukit Jalil
57000 Kuala Lumpur

The Link 2

Jalan Jalil Perkasa 1,
Bukit Jalil,
57000 Kuala Lumpur.

KM1 East & West Condominiums at Bukit Jalil

Jalan Jalil Perkasa
Bukit Jalil, 57000 Kuala Lumpur

Kinrara Ria Apartments

M.A.G. 2, Block A
Pangsapuri Kinrara Ria
Jalan TK 4/11, Taman Kinrara Seksyen IV
47100 Puchong
Selangor Darul Ehsan
Tel : 603-8076 1587

Kinrara Putri Apartments

Jalan TK 4/12
Taman Kinrara Seksyen IV
47100 Puchong
Selangor Darul Ehsan
Tel : 603-8076 3258

Kinrara Low Cost Shops & Apartments

Jalan TK 4/13
Taman Kinrara Seksyen IV
47100 Puchong
Selangor Darul Ehsan

Group Addresses

Kinrara Mas Shops & Apartments

Jalan TK 4/14
Taman Kinrara Seksyen IV
47100 Puchong
Selangor Darul Ehsan

Kinrara Mas Low Cost Shops

Jalan TK 4/13
Taman Kinrara Seksyen IV
47100 Puchong
Selangor Darul Ehsan

Kinrara Shops, Offices & Apartments

Jalan TK 4/5
Taman Kinrara Seksyen IV
47100 Puchong
Selangor Darul Ehsan

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Jalan Sultan Ismail/Jalan Ampang
50250 Kuala Lumpur

Berjaya Hills

KM48
Persimpangan Bertingkat Lebuhraya Karak
28750 Bukit Tinggi
Bentong, Pahang Darul Makmur
Malaysia
Tel : 609-288 8888
Fax : 609-288 3018

Club House

Tel : 609-288 8890
Fax : 609-288 8180

Batu Pahat Office:

Berjaya Land Development Sdn Bhd

74 & 75, Jalan Gemilang
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83000 Batu Pahat
Johor Darul Takzim
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Fax : 607-428 8099
Email : bpoffice@berjaya.com.my

Sri Indah Court

Klasik Mewah Sdn Bhd
LM102, Sri Indah Court
No. 55, Jalan Abdul Samad
80100 Johor Bahru
Johor Darul Takzim
Tel : 607-224 1267

Penang Office:

C/O Penang Turf Club Race Course
Jalan Batu Gantung
10450 Pulau Pinang
Tel : 604-226 0682
Fax : 604-226 0631

Singapore Office:

Berjaya Corporation (S) Pte. Ltd.

67 Tanjong Pagar Road
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Complexes:

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Business Centre, Jalan Tun Ismail
25000 Kuantan
Pahang Darul Makmur
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Plaza Berjaya, Kuala Lumpur

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Kota Raya Complex, Kuala Lumpur

Lot 3.07A, Level 3, Kota Raya Complex
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Wisma Cosway

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50200 Kuala Lumpur

CONSUMER MARKETING, DIRECT SELLING & RETAIL

Cosway (M) Sdn Bhd

www.cosway.com.my
www.ecosway.com

Head Office:

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Email : info@cosway.com.my

eCosway.com Sdn Bhd

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50200 Kuala Lumpur
Tel : 03-2030 1000
Email : customerservice@ecosway.com

Country Farms Sdn Bhd

Unit-C2 Natco Industrial Park
Lot 9 Lorong Keluli 1B
Kawasan Perindustrian Bukit Raja Selatan
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Fax : (603) 3342 4404
Email : info@countryfarmorganics.com

Berjaya Books Sdn Bhd

Borders Headquarters
No. 26, Jalan PJU 3/49
Sunway Technology Park
Sunway Damansara,
47810 Petaling Jaya, Selangor
Tel : 603-7803 9000

Borders Berjaya Times Square

No. LG 11, 12 & 13, Lower Ground West
Berjaya Times Square
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Tel : 603-2141 0288
Email : bordersBTS@berjayabooks.com.my

Borders The Gardens Mall

Lot T-216-B, 3rd Floor
The Gardens Mall, Mid Valley City
Lingkaran Syed Putra, 59200 Kuala Lumpur
Tel : 603-2287 4530
Email : BordersTheGardens@berjayabooks.com.my

Borders The Curve

Lot G16, G16A-C & 114A-D
Ground & 1st Floor, The Curve
No. 6, Jalan PJU 7/3, Mutiara Damansara
47800 Petaling Jaya, Selangor
Tel : 603-7725 9303
Email : BordersTheCurve@berjayabooks.com.my

Borders Queensbay Mall

Lot 1F 93 & 93A, 1st Floor
Queensbay Mall
No. 100, Persiaran Bayan Indah
11900 Bayan Lepas, Pulau Pinang
Tel : 604-646 8758
Email : BordersQB@berjayabooks.com.my

Borders Tropicana City Mall

Lot L1-39, 46, 47, 1st Floor
Tropicana City Mall
No. 3 Jalan SS 20/27
47100 Petaling Jaya, Selangor
Tel : 603-7727 9203
Email : BordersTCM@berjayabooks.com.my

Borders Bangsar Village II

No. 2F - 36, 37 & 38, 2nd Floor
Bangsar Village II
No. 2, Jalan Telawi Satu, Bangsar Baru
59100 Kuala Lumpur
Tel : 603-2288 1812

Borders 1 Mont Kiara

Unit L2-01, 1 Mont Kiara,
No. 1, Jalan Kiara, Mont' Kiara,
50480 Kuala Lumpur
Tel : 603-61438850

Mothers En Vogue Sdn Bhd

Lot 5.45.02, Level 5, Pavillion KL,
168, Jalan Bukit Bintang,
55100 Kuala Lumpur
Tel : 603-2141 0252

MOTOR

Bermaz Motor Sdn Bhd

Bermaz Motor Trading Sdn Bhd

Mazda Malaysia Sdn Bhd

No. 7, Jalan Pelukis U1/46
Temasya Industrial Park
Seksyen U1
40150 Shah Alam
Selangor Darul Ehsan
Tel : 603-7627 8888
Fax : 603-7627 8890

Bermaz Motor International Limited

Level 14A, Main Office Tower
Financial Park Labuan
Jalan Merdeka
87000 Labuan
Tel : 6087-414 252
Fax : 6087-411 855

Bermaz Motor Trading Sdn Bhd

Nusa Otomobil Corporation Sdn Bhd

No. 5, Jalan Pelukis U1/46
Temasya Industrial Park, Section U1
40150 Shah Alam, Selangor
Tel : 603-7627 8888 (Bermaz)
: 603-7327 3888

Berjaya Auto Philippines Inc.

9th Floor, Rufino Pacific Tower
6784 Ayala Ave., cor V.A. Rufino Street
Makati City
Metro Manila, Philippines
Tel : 632-551 8000
Fax : 632-551 0808

Group Addresses

Changan Berjaya Auto Sdn Bhd
Berjaya Brilliance Auto Sdn Bhd
Lot 3, Jalan 225, Section 51A
46100 Petaling Jaya, Selangor
Tel : 603-7954 1188
Fax : 603-7955 1189

H.R. Owen Plc.
Melton Court
25-27 Old Brompton Road
London SW7 3TD
Tel : 020-7245 1122

GAMING & LOTTERY MANAGEMENT

Sports Toto Malaysia Sdn Bhd
Lot 13-01, Level 13 (East Wing)
Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2148 9888
Email : webmaster@sportstoto.com.my
Website : www.sportstoto.com.my

Natural Avenue Sdn Bhd
Lot 8189 & 8190
Town East, Pending Road
93450 Kuching, Sarawak
Tel : 6082-333 666
Fax : 6082-330 188
Website : www.cashsweep.com.my

Berjaya Philippines Inc.
Philippine Gaming Management Corporation
9th Floor, Rufino Pacific Tower
6784 Ayala Ave., cor V.A. Rufino Street
Makati City
Metro Manila, Philippines
Tel : 632-811 0668
Fax : 632-811 2293

International Lottery & Totalizator
Systems, Inc., USA
2310 Cousteau Court
Vista (San Diego)
California 92081-8346
USA
Tel : 1-760-598 1655
Fax : 1-760-598 0219
Website : www.ilsts.com

FOOD & BEVERAGE

Berjaya Roasters (M) Sdn Bhd
Lot 09-16, Level 9 (East Wing)
Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2119 9888
Fax : 603-2142 7688
Email : broasters@krr.com.my

PT Boga Lestari Sentosa
Sentosa Building Bintaro Jaya CBD
JI Prof Dr Satrio Blok B7 No 6,
Bintaro Jaya, Sektor 7, Tangerang 15224
Indonesia
Tel : +62 21 7486 7138
Fax : +62 21 7486 7168
Email : info@krr.co.id

Roasters Asia Pacific (M) Sdn Bhd
Lot 7-33, Level 7, East Wing
Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2119 9888

Jollibean Foods Pte Ltd, Singapore
No. 63, Ubi Avenue 1,
07-06, Boustead House,
Singapore 408937
Tel : +65 6746 3877
Fax : +65 6746 8802

Berjaya Jollibean (M) Sdn Bhd
Lot 9-10, Level 9 (East Wing)
Berjaya Times Square,
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2119 9888
Fax : 603-2143 4085

Berjaya Starbucks Coffee Company Sdn Bhd
Lot 10-04, Level 10 (West Wing),
Berjaya Times Square
No. 1, Jalan Imbi
55100 Kuala Lumpur
Tel : 603-2052 5888
Fax : 603-2052 5889

Berjaya Food Supreme Sdn Bhd
95, Jalan Pemancha,
Bandar Seri Begawan BS8811,
Brunei Darussalam.
Tel : 03-2052 5888
Fax : 03-2052 5889

Wen Berjaya Sdn Bhd
Lot 09-27 & 28, Level 9, Berjaya Times Square
No. 1, Jalan Imbi, 55100, Kuala Lumpur
Tel : 603-2145 1800

Berjaya Krispy Kreme Doughnuts Sdn Bhd
Lot 09-26, Level 9, Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2119 7373

Berjaya Papa John's Pizza Sdn Bhd
Lot 09-23, Level 9 (West)
Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2119 7272
Email : enquiry@papajohns.com.my

RU Cafe Sdn Bhd
Head Office:
Level 10, East Wing, Berjaya Times Square,
No.1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2119 6660
Fax : 603-2141 0501
Email : info@rasautara.com.my

ENVIRONMENTAL SERVICES

KUB-Berjaya Enviro Sdn Bhd
Berjaya Engineering Construction Sdn Bhd
09-03 & 09-05, Level 9, East Wing
Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2688 6333
Fax : 603-2688 6332

Berjaya Environmental Engineering
(Foshan) Co. Ltd.
Berjaya Green Resources Environmental
Engineering (Foshan) Co. Ltd.
Unit 1506 & 1508, Level 15,
Garden Hotel Commercial Building,
No.39, Central of Guanghai Main Road,
Xinan Sub-District, Sanshui District,
Foshan City, Guangdong Province, China
Tel : +86 757 8778 7338
Fax : +86 757 8772 2938

DSG Holdings Limited
Level 12, West Wing
Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2149 1698
Fax : 603-2149 1696

Dragon Spring Water (Linqu) Co., Ltd.
No. 3 Longquan South Road,
Linqu County, Shandong Province, China
Tel : 0536-316 6530/0536-31 6636
Fax : 0536-318 7773

Dragon Spring Water (Tianchang) Co., Ltd.
No. 2 Shuiyuan Lane Qianqiu Road,
Tianchang City, Anhui Province, China
Tel : 0550-704 1393/0550-702 1453
Fax : 0550-704 1393

Dragon Spring Water (Taian) Co., Ltd.
Taian Dawenkou Gypsum Industrial Park,
Daiyue District, Taian City,
Shandong Province, China
Tel : 0538-536 5091
Fax : 0538-816 0851

Eminent Resources (Shandong)
Environment Co., Ltd.
Floor 22, Dongsheng Square,
No.8081 East Dongfeng Street,
Weifang, Shandong Province, China
Tel : 0536-211 9861
Fax : 0536-229 0388

WHOLESALE DISTRIBUTION

Berjaya Bandartex Sdn Bhd
Berjaya Knitex Sdn Bhd
583, 3rd Milestone, Jalan Kluang
83000 Batu Pahat, Johor Darul Takzim
Tel : 607-431 3303
E-mail : btex@po.jaring.my
knitex@po.jaring.my

Kimia Suchi Sdn Bhd
21, Jalan TUDM, Subang New Village
40000 Shah Alam
Selangor Darul Ehsan
Tel : 603-7847 6268
Email : nrathor@ksuchi.po.my

Taiga Building Products Ltd
Suite 800-4710 Kingsway, Burnaby, BC
V5H4M2 Canada
Tel : 1604-4381471

EDUCATION

Informatics Education Ltd
Informatics Campus
133, Middle Road
05-01, Bank of China Plaza
Singapore 188974
Tel : 65-6580 4555
Fax : 65-6565 1371
Website : www.informaticseducation.com

Berjaya Higher Education Sdn Bhd
Berjaya University College of Hospitality
Level 11 (West Wing), Berjaya Times Square
No. 1, Jalan Imbi, 55100 Kuala Lumpur
Tel : 603-2687 7000
Fax : 603-2687 7001
Email : info@berjaya.edu.my

Recurrent Related Party Transactions of a Revenue Nature for the financial year ended 30 April 2014

| Berjaya Corporation Berhad (“BCorp”) Group with the following Related Parties | Nature of transactions undertaken by BCorp and/or its unlisted subsidiaries | Amount transacted during the financial year (RM’000) |
|---|---|--|
| Berjaya Land Berhad (“BLand”) and its unlisted subsidiaries: | | |
| Berjaya Golf Resort Berhad (“BGolf”) | General marketing charges receivable by Berjaya Corporation (S) Pte Ltd (“BCorp(S)”) | 185 |
| Berjaya Land Development Sdn Bhd (“BLDSB”) | | |
| Cempaka Properties Sdn Bhd (“Cempaka Properties”) | | |
| Indra Ehsan Sdn Bhd | | |
| Nural Enterprise Sdn Bhd (“Nural Enterprise”) | | |
| Pakar Angsana Sdn Bhd (“Pakar Angsana”) | | |
| Selat Makmur Sdn Bhd | | |
| Sri Panglima Sdn Bhd (“Sri Panglima”) | | |
| Tiram Jaya Sdn Bhd | | |
| Kota Raya Development Sdn Bhd | | |
| BLand and its subsidiary companies | Provision of leasing and hire purchase facilities by Prime Credit Leasing Sdn Bhd (“PCL”) | 1,115 |
| | Sale of stationery products by Inter-Pacific Trading Sdn Bhd (“IPTSB”) | 152 |
| | Provision of education and staff training services by Berjaya Education Sdn Bhd (“BEducation”) | 75 |
| | Supply of cleaning chemical products by Kimia Suchi Marketing Sdn Bhd (“KSMSB”) | 528 |
| | Loyalty reward fees receivable by BLoyalty Sdn Bhd (“BLoyalty”) for managing the loyalty card programme | 183 |
| | Provision of advertising services by Berjaya Channel Sdn Bhd (“Berjaya Channel”) | 144 |
| | Provision of share registration, printing and mailing services by Berjaya Registration Services Sdn Bhd (“BRegistration”) | 67 |
| | Supply of motor vehicles, components parts and other related products and services by Bermaz Motor Trading Sdn Bhd (“Bermaz Motor Trading”) | 552 |
| | Provision of remote surveillance services by Berjaya Engineering Construction Sdn Bhd (“Berjaya Engineering”) | 61 |

Recurrent Related Party Transactions of a Revenue Nature for the financial year ended 30 April 2014

| Berjaya Corporation Berhad ("BCorp") Group with the following Related Parties | Nature of transactions undertaken by BCorp and/or its unlisted subsidiaries | Amount transacted during the financial year (RM'000) |
|---|---|--|
| Klasik Mewah Sdn Bhd | Rental payable by Changan Berjaya Auto Sdn Bhd for renting of premises at Lot 3, Jalan 225, Section 51A, Petaling Jaya, Selangor | 144 |
| BLand | Management fees receivable by BCorp for services rendered that include, inter-alia, the provision of finance, secretarial and general administrative services | 400 |
| | Rental income receivable by Ambilan Imej Sdn Bhd ("AISB") for renting of office premises at 12th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 1,053 |
| | Rental income receivable by Stephens Properties Sdn Bhd ("SPSB") for renting of office at Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur | 24 |
| Berjaya Hospitality Services Sdn Bhd | Rental income receivable by Berjaya Higher Education Sdn Bhd ("BHigher Education") for renting café at Level 14, East, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 107 |
| | Rental income receivable by Bukit Tinggi Tours Sdn Bhd for renting of cars as transportation for long term hotel guests use at Berjaya Times Square Hotel, Jalan Imbi, Kuala Lumpur | 132 |
| Berjaya Guard Services Sdn Bhd | Receipt of security guard services by Inter-Pacific Securities Sdn Bhd ("IPS"), Berjaya Books Sdn Bhd ("BBooks"), BerjayaCity Sdn Bhd ("BCity"), Academy of Nursing (M) Sdn Bhd ("Academy of Nursing") and SPSB | 1,916 |
| | Rental income receivable by SPSB for renting of office at Lots 6.01 & 6.02, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur | 69 |
| Nada Embun Sdn Bhd | Rental payable by IPS for renting of office at Lot 13-02, 13 th Floor, West Wing, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 1,053 |
| | Rental payable by PCL for renting of office at Lot 13-03, 13 th Floor, West Wing, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 39 |
| Sri Panglima | Rental payable by Berjaya Krispy Kreme Doughnuts Sdn Bhd ("BKKD") for renting of shoplots at No.1 & 9, Jalan Kinrara 4/13, Puchong, Selangor | 43 |
| BGolf | Rental payable by BCorp for renting of function rooms at Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, Kuala Lumpur | 23 |
| | Rental income receivable by SPSB for renting of storage space at Lots 20F, 22C, 22D, 22E, 26B & 26C, Wisma Cosway, Jalan Raja Chulan | 11 |
| BLDSB | Rental income receivable by SPSB for renting of storage space at Lot 20E, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur | 2 |

Recurrent Related Party Transactions of a Revenue Nature for the financial year ended 30 April 2014

| Berjaya Corporation Berhad (“BCorp”) Group with the following Related Parties | Nature of transactions undertaken by BCorp and/or its unlisted subsidiaries | Amount transacted during the financial year (RM'000) |
|--|---|---|
| Taman Tar Development Sdn Bhd | Rental payable by BCity for renting of land at Lot No. 35, Sungai Tinggi, Ulu Selangor | 453 |
| Berjaya Resort Management Services Sdn Bhd | Rental income receivable by SPSB for renting of storage space at Lot 22F, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur | 2 |
| Nural Enterprise | Rental payable by IPTSB for renting of office at Lot 1.35A, 1st Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur | 32 |
| | Rental payable by BHigher Education for renting of units 5.1, 5.2, 6.1, 7.1, 7.2, 7.4, 7.5, 7.6, 8.1, 8.6, 9.6, 10.2, 10.6, 11.2, 11.3, 11.4, 12.1, 12.3, 13.1 and 13.4 of Apartment Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur | 416 |
| Berjaya Air Sdn Bhd | Wet lease charges payable by Cosway (M) Sdn Bhd (“CMSB”) for aircraft leasing facilities | 960 |
| | Provision of call centre services by BeConnect Sdn Bhd (“BeConnect”) | 94 |
| Pakar Angsana | Rental income receivable by SPSB for renting of storage space at Lots 20B, 20C, 20D, 21D, 22B & 23F, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur | 11 |
| Cempaka Properties | Rental payable by CMSB for renting of shoplot at Lot G-67, Ground Floor, Berjaya Megamall, Jalan Tun Ismail, Kuantan | 119 |
| Total | | 10,165 |
| Berjaya Sports Toto Berhad (“BToto”) and its unlisted subsidiaries: | | |
| BToto and its subsidiary companies | Provision of education and staff training services by BEducation | 118 |
| | Supply of stationery products by IPTSB | 69 |
| BToto | Management fees receivable by BCorp for services rendered that include, inter-alia, the provision of finance, secretarial and general administrative services | 720 |
| | Provision of share registration services by BRegistration | 677 |
| | Rental income receivable by SPSB for renting of storage space at Lots 26E & F, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur | 4 |
| Magna Mahsuri Sdn Bhd | Rental payable by BHigher Education for renting of office at Level 11, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 2,204 |
| BToto | Rental income receivable by AISB for renting of office at part of Level 12, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 2,445 |

Recurrent Related Party Transactions of a Revenue Nature for the financial year ended 30 April 2014

| Berjaya Corporation Berhad (“BCorp”) Group with the following Related Parties | Nature of transactions undertaken by BCorp and/or its unlisted subsidiaries | Amount transacted during the financial year (RM’000) |
|---|--|--|
| STMSB | Provision of Toto betting slips printing services by Graphic Press Group Sdn Bhd | 12,994 |
| Sports Toto Fitness Sdn Bhd | Supply of cleaning chemical products and toiletries by KSMSB | 13 |
| | Provision of leasing and hire purchase facilities by PCL | 1,341 |
| Total | | 20,585 |
| Berjaya Assets Berhad (“BAssets”) and its unlisted subsidiary companies: | | |
| BAssets | Provision of share registration services by BRegistration | 19 |
| BAssets and its subsidiary companies | Supply of stationery products and printing services by IPTSB | 36 |
| | Provision of education and staff training services by BEducation | 1 |
| | Supply of cleaning chemical products and toiletries by KSMSB | 1 |
| BTS Car Park Sdn Bhd | Parking charges payable monthly by BCorp Group for leasing of parking bays | 47 |
| Berjaya Times Square Sdn Bhd (“BTSSB”) | Rental payable by Wen Berjaya Sdn Bhd (“Wen Berjaya”) for renting of café at Lot 03-75A & 03-89, 3 rd Floor, Berjaya Times Square, Jalan Imbi, 55100 Kuala Lumpur | 171 |
| BTSSB | Rental payable by KUB-Berjaya Enviro Sdn Bhd (“KUB-Berjaya Enviro”) renting of office at Lots 09-01, 09-02, 09-03, 9 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 228 |
| BTSSB | Rental payable by Berjaya Engineering for renting of office at Lots 09-37, & 09-39, 9 th Floor, Berjaya Times Square, Jalan Imbi, 55100 Kuala Lumpur | 31 |
| BTSSB | Rental payable by Roasters Asia Pacific (M) Sdn Bhd for renting of office at Lot 07-24, 7 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 145 |
| BTSSB | Rental payable by CMSB for renting of shoplots at Lots LG-12 & LG-20, Lower Ground Floor, Berjaya Times Square, No.1 Jalan Imbi, 55100 Kuala Lumpur | 447 |
| BTSSB | Rental payable by BKKD for renting of office at Lots 09-19, 09-20 & 09-21, 9 th Floor, storage space at Lot G-30, Ground Floor and café at Lot G-10, Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 92 |
| BTSSB | Rental payable by Berjaya Papa John’s Pizza Sdn Bhd (“Berjaya Papa John’s Pizza”) for renting of office at Lots 09-16, 09-17 & 09-18, 9 th Floor and café at Lot-G-08A & G-09, Ground Floor, Berjaya Times Square, Jalan Imbi, 55100 Kuala Lumpur | 70 |

Recurrent Related Party Transactions of a Revenue Nature for the financial year ended 30 April 2014

| Berjaya Corporation Berhad ("BCorp") Group with the following Related Parties | Nature of transactions undertaken by BCorp and/or its unlisted subsidiaries | Amount transacted during the financial year (RM'000) |
|--|---|---|
| BTSSB | Rental payable by BHills for renting of office at Lots 08-65, 08-66 & 08-67, 8th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 74 |
| BTSSB | Rental payable by BHigher Education renting of office at Lot 14-01, 14th Floor, shoplots at Lots 09-23, 09-24, 09-25, 09-45, 09-45A, 09-46, 09-47, 09-48 & 09-50, 9th Floor, 10-11, 10-12 & 10-12A, 10 th Floor and 11-02A, 11 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 2,046 |
| Sapphire Transform Sdn Bhd | Rental payable by RU Café Sdn Bhd for renting of shoplots at Lot G-09, 09B & 09E, Ground Floor, Berjaya Times Square, Jalan Imbi, 55100 Kuala Lumpur | 318 |
| BTSSB | Rental payable by BRegistration for renting of shoplot at Lot 06-01, 6 th Floor and office at Lot 10-02A, 10 th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 462 |
| BTSSB | Rental payable by BBooks for renting of shoplots at Lot LG-10, 11 & 11A, Lower Ground Floor, Berjaya Times Square, No.1 Jalan Imbi, 55100 Kuala Lumpur | 250 |
| Total | | 4,438 |
| Berjaya Media Berhad ("BMedia") and its unlisted subsidiary companies: | | |
| BMedia | Provision of share registration services and printing to mailing by BRegistration | 61 |
| | Management fees receivable by BCorp for services rendered that include, inter-alia, the provision of finance, secretarial and general administrative services | 120 |
| Sun Media Corporation Sdn Bhd | Procurement of advertising and publishing services by BCorp Group | 981 |
| | Provision of transportation service by Successline (M) Sdn Bhd and Securexpress Services Sdn Bhd ("Securexpress Services") | 129 |
| Total | | 1,291 |
| Other related parties: | | |
| Qinetics Solution Sdn Bhd ("Qinetics") and its subsidiary company (a) | Purchase of hardware and networking equipment and receipt of information technology consultancy, maintenance and management services by BCorp Group | 451 |
| U Mobile Sdn Bhd ("UMobile") (b) | Rental income receivable by BHills for renting of broadcasting facility at KM48, Persimpangan Bertingkat, Lebuhraya Karak, Bukit Tinggi, Bentong, Pahang | 98 |
| | Provision of printing and mailing services by BRegistration | 1,235 |

Recurrent Related Party Transactions of a Revenue Nature for the financial year ended 30 April 2014

| Berjaya Corporation Berhad ("BCorp") Group with the following Related Parties | Nature of transactions undertaken by BCorp and/or its unlisted subsidiaries | Amount transacted during the financial year (RM'000) |
|---|--|--|
| U Mobile | Provision of education and staff training services by BEducation | 2 |
| 7-Eleven Malaysia Sdn Bhd ("7-Eleven") (a) | | |
| Qinetics and its subsidiary company | | |
| Berjaya Retail Berhad (a) | Provision of share registration services and printing to mailing by BRegistration | 6 |
| 7-Eleven (a) | Rental payable by IPS for renting of office at Shell Petrol Station, Jalan 1/116B, Kuchai Entrepreneur Park, Kuala Lumpur | 28 |
| | Rental payable by Berjaya Papa John's Pizza for renting of shoplot at part of Ground Floor, No.32, Jalan Sultan Ismail, Kuala Lumpur | 80 |
| GPS Tech Solutions Sdn Bhd (a) | Receipt of vehicle tracking services by Bermaz Motor Sdn Bhd and Securexpress Services | 43 |
| 7-Eleven (a) | Provision of transportation services by Securexpress Services | 6,615 |
| | Rental income receivable by Securexpress Services for renting of storage space at No.16, Jalan Kecapi 33/2, Taman Perindustrian Elite, Seksyen 33, Shah Alam, Selangor | 34 |
| Ascot Sports Sdn Bhd (d) | Rental payable by BeConnect for renting of office at Lot 10-01, 10th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur | 254 |
| Berjaya Radio Shack Sdn Bhd (a) | Rental income receivable by BBooks for renting of shoplot at Lot T-216B, 3rd Floor, Garden Mall Mid Valley, Lingkaran Syed Putra, Kuala Lumpur | 138 |
| 7-Eleven (a) | Rental payable by CMSB for renting of kiosk at:- 1. Lot 13506, Damansara Jaya, Kampung Sungai Kayu Ara, Sungai Buloh, Petaling Jaya, Selangor 2. Lot 36237, Jalan PJU 10/1, Damansara Damai, Sungai Buloh, Petaling Jaya, Selangor 3. No. 9505A, Jalan Tampoi, Kawasan Perindustrian Tampoi, Johor Bahru, Johor 4. PT 32404, HS(M) 23075 and PT 32460, Kapar, Klang, Selangor 5. PTD80500, Jalan Kota Tinggi KM 12, Taman Desa Tebrau, Johor Bahru, Johor 6. Lots 48651 & 48652, Jalan Sri Hartamas 22, Kuala Lumpur | 346 |

Recurrent Related Party Transactions of a Revenue Nature for the financial year ended 30 April 2014

| Berjaya Corporation Berhad ("BCorp") Group with the following Related Parties | Nature of transactions undertaken by BCorp and/or its unlisted subsidiaries | Amount transacted during the financial year (RM'000) |
|---|--|--|
| Tropicana City Sdn Bhd (c) | Rental payable by BBooks for renting of shoplot at Lot 1-39/46/47, 1 st Floor, Tropicana City Mall, Petaling Jaya, Selangor | 319 |
| | Rental payable by Berjaya Papa John's Pizza for renting of shoplot at Lot G-07, Ground Floor, Tropicana City Mall, Petaling Jaya, Selangor | 146 |
| | Rental payable by CMSB for renting of shoplot at Lot LG-15, Lower Ground Floor, Tropicana City Mall, Petaling Jaya, Selangor | 76 |
| Roda Indah Motors Sdn Bhd (a) Forum Digital Sdn Bhd (a) | Loyalty reward fees receivable by BLoyalty for managing the loyalty card programme | 2 |
| Cardiff City Football Club Ltd (a) | Receipt of advertising services by CMSB | 149 |
| Total | | 10,022 |
| Grand Total | | 46,501 |

Notes:

- a. Company where Tan Sri Dato' Seri Vincent Tan Chee Yioun ("TSVT"), a major shareholder of the Company, is deemed to have an interest.
- b. A company in which the directors of the Company, namely Dato' Robin Tan Yeong Ching ("DRTYC") and Rayvin Tan Yeong Sheik ("RTYS") have interests. TSVT is also substantial shareholders of UMobile. TSVT is the father of DRTYC and RTYS.
- c. Company where Tan Sri Dato' Tan Chee Sing ("TSDT") is deemed interested. TSDT is the brother of TSVT, a substantial shareholder of the Company and the father of DRTYC and RTYS. TSDT is the father of Dato' Dickson Tan Yong Loong, a director of the Company.
- d. TSVT and DRTYC are directors and major shareholders of this company. RTYS is also a director of this company.

Statement of Directors' Shareholdings

as at 28 August 2014

| The Company | Number of Ordinary Shares of RM1.00 each | | | |
|--|--|------|-----------------|-------|
| | Direct Interest | % | Deemed Interest | % |
| Dato' Robin Tan Yeong Ching | 2,222,847 | 0.05 | 599,416,995 | 14.44 |
| | – | – | 5,000 * | 0.00 |
| Chan Kien Sing | 47,688 | 0.00 | – | – |
| Freddie Pang Hock Cheng | 217,388 | 0.01 | 143,300 * | 0.00 |
| Vivienne Cheng Chi Fan | 12,000 | 0.00 | 18,000 * | 0.00 |
| Rayvin Tan Yeong Sheik | 1,816,000 | 0.04 | – | – |
| Datuk Robert Yong Kuen Loke | 1,020,548 | 0.02 | – | – |
| Tan Sri Datuk Abdul Rahim Bin Haji Din | 33,600 | 0.00 | – | – |

Number of 0% Irredeemable Convertible Unsecured Loan Stocks 2005/2015 of RM0.50 nominal value each

| | Direct Interest | % | Deemed Interest | % |
|------------------------------------|-----------------|------|-----------------|------|
| Dato' Robin Tan Yeong Ching | – | – | 12,401,200 | 1.93 |
| Dato' Azlan Meah Bin Hj Ahmed Meah | 11,075 | 0.00 | – | – |
| Rayvin Tan Yeong Sheik | 385,000 | 0.06 | – | – |
| Datuk Robert Yong Kuen Loke | 741 | 0.00 | – | – |
| Dato' Zurainah Binti Musa | – | – | 3,078,100 | 0.48 |

Number of 5% Irredeemable Convertible Unsecured Loan Stocks 2012/2022 of RM1.00 nominal value each

| | Direct Interest | % | Deemed Interest | % |
|--|-----------------|-------|-----------------|-------|
| Dato' Robin Tan Yeong Ching | 2,620,500 | 0.38 | 87,029,000 | 12.51 |
| | – | – | 1,000 * | 0.00 |
| Chan Kien Sing | 10,000 | 0.00 | – | – |
| Freddie Pang Hock Cheng | 40,000 | 0.01 | 25,200 * | 0.00 |
| Vivienne Cheng Chi Fan | 2,000 | 0.00 | 243,000 * | 0.03 |
| Rayvin Tan Yeong Sheik | 108,473,349 | 15.59 | – | – |
| Datuk Robert Yong Kuen Loke | 2,516,508 | 0.36 | – | – |
| Tan Sri Datuk Abdul Rahim Bin Haji Din | 5,600 | 0.00 | – | – |

Number of Warrants

| | Direct Interest | % | Deemed Interest | % |
|--|-----------------|-------|-----------------|-------|
| Dato' Robin Tan Yeong Ching | 2,620,500 | 0.37 | 87,029,000 | 12.43 |
| | – | – | 1,000 * | 0.00 |
| Chan Kien Sing | 10,000 | 0.00 | – | – |
| Freddie Pang Hock Cheng | 40,000 | 0.01 | 25,200 * | 0.00 |
| Vivienne Cheng Chi Fan | 2,000 | 0.00 | 134,000 * | 0.02 |
| Rayvin Tan Yeong Sheik | 75,858,249 | 10.83 | – | – |
| Datuk Robert Yong Kuen Loke | 170,108 | 0.02 | – | – |
| Tan Sri Datuk Abdul Rahim Bin Haji Din | 5,600 | 0.00 | – | – |

Statement of Directors' Shareholdings as at 28 August 2014

Subsidiaries:-

Berjaya Land Berhad

| | Number of Ordinary Shares of RM0.50 each | | | |
|-----------------------------|--|------|-----------------|------|
| | Direct Interest | % | Deemed Interest | % |
| Dato' Robin Tan Yeong Ching | 600,000 | 0.01 | 56,600,000 | 1.13 |
| Freddie Pang Hock Cheng | 160,000 | 0.00 | 4,000 * | 0.00 |
| Datuk Robert Yong Kuen Loke | 360,808 | 0.01 | – | – |

Berjaya Sports Toto Berhad

| | Number of Ordinary Shares of RM0.10 each | | | |
|-----------------------------|--|------|-----------------|------|
| | Direct Interest | % | Deemed Interest | % |
| Datuk Robin Tan Yeong Ching | 1,000,000 | 0.07 | – | – |
| Chan Kien Sing | 3,585 | 0.00 | – | – |
| Freddie Pang Hock Cheng | 407,937 | 0.03 | 169,519 * | 0.01 |
| Vivienne Cheng Chi Fan | – | – | 20,919 * | 0.00 |
| Datuk Robert Yong Kuen Loke | 122,790 | 0.01 | – | – |
| Dato' Zurainah Binti Musa | – | – | 1,032,465 | 0.08 |

Berjaya Food Berhad

| | Number of Ordinary Shares of RM0.50 each | | | |
|-----------------------------|--|------|-----------------|------|
| | Direct Interest | % | Deemed Interest | % |
| Dato' Robin Tan Yeong Ching | 1,877,560 | 0.61 | – | – |
| Dato' Zurainah Binti Musa | – | – | 17,452,000 | 5.63 |

Number of ordinary shares of RM0.50 each under employees' share option scheme

| | Direct Interest | % | Deemed Interest | % |
|-----------------------------|-----------------|------|-----------------|---|
| Dato' Robin Tan Yeong Ching | 211,740 | 0.07 | – | – |

Berjaya Auto Berhad

| | Number of Ordinary Shares of RM0.50 each | | | |
|--|--|------|-----------------|------|
| | Direct Interest | % | Deemed Interest | % |
| Dato' Robin Tan Yeong Ching | 350,000 | 0.04 | – | – |
| Chan Kien Sing | 4,300 | 0.00 | – | – |
| Vivienne Cheng Chi Fan | – | – | 150,000 * | 0.02 |
| Tan Sri Datuk Abdul Rahim Bin Haji Din | 300 | 0.00 | – | – |

Number of ordinary shares of RM0.50 each under employees' share option scheme

| | Direct Interest | % | Deemed Interest | % |
|-----------------------------|-----------------|------|-----------------|---|
| Dato' Robin Tan Yeong Ching | 800,000 | 0.10 | – | – |

* Denotes Indirect interests pursuant to Section 134(12)(c) of the Companies Act, 1965.

Save as disclosed, none of the other Directors of the Company had any interest in the shares, warrants and debentures of the Company or its related corporations as at 28 August 2014.

Substantial Shareholders as at 28 August 2014

| Name | Number of Ordinary Shares of RM1.00 each | | | |
|--|--|-------|--------------------|-------|
| | Direct Interest | % | Deemed Interest | % |
| 1. Tan Sri Dato' Seri Vincent Tan Chee Yioun | 990,300,000 | 23.85 | 995,444,632 (a) | 23.98 |
| 2. Hotel Resort Enterprise Sdn Bhd | 599,416,995 | 14.44 | – | – |
| 3. Dato' Robin Tan Yeong Ching | 2,222,847 | 0.05 | 599,416,995 (b) | 14.44 |

(a) Deemed interested by virtue of his interests in Hotel Resort Enterprise Sdn Bhd, Nostalgia Kiara Sdn Bhd, Superior Structure Sdn Bhd, Berjaya Assets Berhad, (the holding company of Berjaya Times Square Sdn Bhd and Sublime Cartel Sdn Bhd), Berjaya Media Berhad (the holding company of Gemtech (M) Sdn Bhd), B & B Enterprise Sdn Bhd (the holding company of Lengkap Bahagia Sdn Bhd and Nautilus Corporation Sdn Bhd) and HQZ Credit Sdn Bhd (the ultimate holding company of Desiran Unggul Sdn Bhd, Premier Mechandise Sdn Bhd and Berjaya Infrastructure Sdn Bhd).

(b) Deemed interested by virtue of his interest in Hotel Resort Enterprise Sdn Bhd.

Statistics on Shares and Convertible Securities

as at 28 August 2014

ANALYSIS OF SHAREHOLDINGS

| Size of Shareholdings | No. of Shareholders | % | No. of Shares | % |
|------------------------|---------------------|---------------|----------------------|---------------|
| less than 100 | 3,098 | 4.96 | 120,708 | 0.00 |
| 100 - 1,000 | 30,253 | 48.42 | 14,316,049 | 0.34 |
| 1,001 - 10,000 | 19,353 | 30.97 | 82,072,574 | 1.98 |
| 10,001 - 100,000 | 8,137 | 13.02 | 274,327,384 | 6.61 |
| 100,001 - 207,585,370 | 1,641 | 2.63 | 3,412,870,705 | 82.20 |
| 207,585,371* and above | 1 | 0.00 | 368,000,000 | 8.86 |
| Total | 62,483 | 100.00 | 4,151,707,420 | 100.00 |

Note: There is only one class of shares in the paid-up capital of the Company. Each share entitles the holder to one vote.

* Denotes 5% of the total number of shares with voting rights in issue.

THIRTY LARGEST SHAREHOLDERS

| | NAME OF SHAREHOLDERS | NO. OF SHARES | (%) |
|----|---|---------------|------|
| 1 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (EDG&CBD) | 368,000,000 | 8.86 |
| 2 | CIMB Group Nominees (Tempatan) Sdn Bhd CIMB Bank Berhad (EDP 2) | 171,239,100 | 4.12 |
| 3 | HSBC Nominees (Asing) Sdn Bhd Exempt An For Credit Suisse Securities (Europe) Limited | 169,837,142 | 4.09 |
| 4 | Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd | 163,700,000 | 3.94 |
| 5 | Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (8087489) | 151,267,200 | 3.64 |
| 6 | Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd | 129,500,000 | 3.12 |
| 7 | Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Vincent Tan Chee Yioun (CIB057) | 119,830,933 | 2.89 |
| 8 | Citigroup Nominees (Asing) Sdn Bhd Goldman Sachs International | 111,959,950 | 2.70 |
| 9 | Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Hotel Resort Enterprise Sdn Bhd (CIB057) | 98,500,000 | 2.37 |
| 10 | Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Hotel Resort Enterprise Sdn Bhd | 93,735,472 | 2.26 |
| 11 | Sublime Cartel Sdn Bhd | 68,700,000 | 1.65 |
| 12 | Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun | 66,602,118 | 1.60 |
| 13 | Maybank Nominees (Tempatan) Sdn Bhd Maybank International (L) Ltd, Labuan For Premier Merchandise Sdn Bhd (211033) | 60,000,000 | 1.45 |
| 14 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (49877 PDZM) | 58,200,000 | 1.40 |

Statistics on Shares and Convertible Securities as at 28 August 2014

| NAME OF SHAREHOLDERS | NO. OF SHARES | (%) |
|---|----------------------|--------------|
| 15 MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Vincent Tan Chee Yioun (MGN-VTC0001M) | 49,325,000 | 1.19 |
| 16 Citigroup Nominees (Asing) Sdn Bhd CBNY For Dimensional Emerging Markets Value Fund | 44,950,580 | 1.08 |
| 17 Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd | 41,700,000 | 1.00 |
| 18 ABB Nominee (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (OD Facility) | 38,660,000 | 0.93 |
| 19 HSBC Nominees (Asing) Sdn Bhd Exempt An For Jpmorgan Chase Bank, National Association (JPMINTL BK Ltd) | 36,450,000 | 0.88 |
| 20 Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Pantai Cemerlang Sdn Bhd | 36,100,000 | 0.87 |
| 21 Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Superior Structure Sdn Bhd | 35,100,000 | 0.85 |
| 22 Premier Merchandise Sdn Bhd | 33,875,000 | 0.82 |
| 23 Gemtech (M) Sdn Bhd | 33,400,000 | 0.80 |
| 24 RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun | 32,000,000 | 0.77 |
| 25 Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For B & B Enterprise Sdn Bhd | 29,278,937 | 0.71 |
| 26 RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun | 28,100,000 | 0.68 |
| 27 Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Sublime Cartel Sdn Bhd (8083470) | 26,000,000 | 0.63 |
| 28 RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd (WJ) | 23,500,000 | 0.57 |
| 29 Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Tan Sew Hoey (Tan Siew Hoey) (MY0976) | 21,803,000 | 0.53 |
| 30 RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd | 21,275,000 | 0.51 |
| | 2,341,314,432 | 56.91 |

Statistics on Shares and Convertible Securities as at 28 August 2014

ANALYSIS OF 0% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS 2005/2015 ("0% ICULS") HOLDINGS

| Size of 0% ICULS Shareholdings | No. of 0% ICULS Shareholders | % | No. of 0% ICULS | % |
|--------------------------------|------------------------------|---------------|--------------------|---------------|
| less than 100 | 6,208 | 28.09 | 216,787 | 0.03 |
| 100 - 1,000 | 5,189 | 23.48 | 2,919,982 | 0.45 |
| 1,001 - 10,000 | 7,648 | 34.60 | 28,886,787 | 4.49 |
| 10,001 - 100,000 | 2,843 | 12.86 | 73,095,688 | 11.35 |
| 100,001 - 32,191,627 | 207 | 0.94 | 184,519,840 | 28.66 |
| 32,191,628* and above | 6 | 0.03 | 354,193,467 | 55.01 |
| Total | 22,101 | 100.00 | 643,832,551 | 100.00 |

* Denotes 5% of the 0% ICULS outstanding.

THIRTY LARGEST 0% ICULS HOLDERS

| | NAME OF 0% ICULS HOLDERS | NO. OF 0% ICULS | (%) |
|----|---|-----------------|-------|
| 1 | Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Selat Makmur Sdn Bhd | 100,000,000 | 15.53 |
| 2 | Inter-Pacific Securities Sdn Bhd IVT (9C55) | 70,000,000 | 10.87 |
| 3 | Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Gateway Benefit Sdn Bhd (I-CAP) | 52,300,000 | 8.12 |
| 4 | Capital Market Compensation Fund Corporation | 51,293,467 | 7.97 |
| 5 | Immediate Capital Sdn Bhd | 40,400,000 | 6.27 |
| 6 | Berjaya Sompo Insurance Berhad | 40,200,000 | 6.24 |
| 7 | Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (8087489) | 21,885,800 | 3.40 |
| 8 | Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Immediate Capital Sdn Bhd | 15,200,000 | 2.36 |
| 9 | Yeoh Phek Leng | 14,151,400 | 2.20 |
| 10 | Goh Hoon Leong | 13,310,000 | 2.07 |
| 11 | Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd | 12,101,200 | 1.88 |
| 12 | Prime Credit Leasing Sdn. Bhd. (As Owner) | 9,502,880 | 1.48 |
| 13 | Inter-Pacific Equity Nominees (Asing) Sdn Bhd Berjaya Philippines Inc | 9,000,000 | 1.40 |
| 14 | Teras Mewah Sdn Bhd | 7,000,000 | 1.09 |
| 15 | Premier Merchandise Sdn Bhd | 6,849,700 | 1.06 |
| 16 | Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For B & B Enterprise Sdn Bhd | 5,999,100 | 0.93 |
| 17 | Low Kong Teong | 3,108,333 | 0.48 |
| 18 | Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Indah Pusaka Sdn Bhd | 2,940,900 | 0.46 |
| 19 | Regnis Industries (Malaysia) Sdn Bhd | 2,739,225 | 0.43 |
| 20 | Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Inter-Pacific Capital Sdn Bhd (A/C 83) | 2,400,000 | 0.37 |

Statistics on Shares and Convertible Securities as at 28 August 2014

| NAME OF 0% ICULS HOLDERS | NO. OF 0% ICULS | (%) |
|---|--------------------|--------------|
| 21 FEAB Properties Sdn Bhd | 2,362,204 | 0.37 |
| 22 Onn Soo Min (Weng Shumin) | 1,928,000 | 0.30 |
| 23 Citigroup Nominees (Asing) Sdn Bhd Exempt An For OCBC Securities Private Limited (Client A/C-NR) | 1,921,169 | 0.30 |
| 24 Tan Sew Hoey (Tan Siew Hoey) | 1,714,900 | 0.27 |
| 25 Cimsec Nominees (Asing) Sdn Bhd Exempt An For CIMB Securities (Singapore) Pte Ltd (Retail Clients) | 1,584,021 | 0.25 |
| 26 Symphony Corporatehouse Sdn Bhd | 1,377,628 | 0.21 |
| 27 Affin Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Ong Aik Lin (ONG1097M) | 1,150,000 | 0.18 |
| 28 Vincent Tan Chee Yioun | 1,120,000 | 0.17 |
| 29 Lim Jit Hai | 945,000 | 0.15 |
| 30 Tan Tiam Yee | 930,000 | 0.14 |
| | 495,414,927 | 76.95 |

Statistics on Shares and Convertible Securities as at 28 August 2014

ANALYSIS OF 5% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS 2012/2022 ("5% ICULS") HOLDINGS

| Size of 5% ICULS Holdings | No. of 5% ICULS holders | % | No. of 5% ICULS | % |
|---------------------------|----------------------------|---------------|--------------------|---------------|
| less than 100 | 155 | 3.30 | 7,312 | 0.00 |
| 100 - 1,000 | 1,532 | 32.63 | 1,005,299 | 0.14 |
| 1,001 - 10,000 | 1,880 | 40.04 | 8,147,469 | 1.17 |
| 10,001 - 100,000 | 850 | 18.10 | 28,875,141 | 4.15 |
| 100,001 - 34,777,947 | 274 | 5.84 | 432,572,223 | 62.19 |
| 34,777,948* and above | 4 | 0.09 | 224,951,515 | 32.34 |
| Total | 4,695 | 100.00 | 695,558,959 | 100.00 |

* Denotes 5% of the 5% ICULS outstanding.

THIRTY LARGEST 5% ICULS HOLDERS

| | NAME OF 5% ICULS HOLDERS | NO. OF 5% ICULS | (%) |
|----|---|-----------------|-------|
| 1 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (EDG&CBD) | 81,394,166 | 11.70 |
| 2 | Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Rayvin Tan Yeong Sheik (PBCL-0G0022) | 68,000,000 | 9.78 |
| 3 | Cimsec Nominees (Tempatan) Sdn Bhd CIMB For Rayvin Tan Yeong Sheik (PB) | 40,473,349 | 5.82 |
| 4 | Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd | 35,084,000 | 5.04 |
| 5 | Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Hotel Resort Enterprise Sdn Bhd (CIB057) | 20,821,000 | 2.99 |
| 6 | Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Vincent Tan Chee Yioun (CIB057) | 19,239,000 | 2.77 |
| 7 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (49877 PDZM) | 17,700,000 | 2.54 |
| 8 | Premier Merchandise Sdn Bhd | 17,047,000 | 2.45 |
| 9 | Maybank Nominees (Tempatan) Sdn Bhd Maybank International (L) Ltd, Labuan For Vincent Tan Chee Yioun (211034) | 16,000,000 | 2.30 |
| 10 | Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Hotel Resort Enterprise Sdn Bhd | 15,623,000 | 2.25 |
| 11 | Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Superior Structure Sdn Bhd | 14,500,000 | 2.08 |
| 12 | Wong Yoke Lian | 14,111,000 | 2.03 |
| 13 | Lim Khuan Eng | 13,050,400 | 1.88 |
| 14 | Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (MX3999) | 12,000,000 | 1.73 |
| 15 | HSBC Nominees (Asing) Sdn Bhd Exempt An For Morgan Stanley & Co. International PLC (IPB Client Acct) | 11,510,444 | 1.65 |

Statistics on Shares and Convertible Securities as at 28 August 2014

| NAME OF 5% ICULS HOLDERS | NO. OF 5% ICULS | (%) |
|---|--------------------|--------------|
| 16 Sublime Cartel Sdn Bhd | 10,863,300 | 1.56 |
| 17 CIMB Group Nominees (Tempatan) Sdn Bhd CIMB Bank Berhad (EDP 2) | 9,293,600 | 1.34 |
| 18 Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (8087489) | 9,100,000 | 1.31 |
| 19 Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (MX3888) | 9,000,000 | 1.29 |
| 20 Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Hotel Resort Enterprise Sdn Bhd | 8,334,000 | 1.20 |
| 21 HSBC Nominees (Asing) Sdn Bhd BNYM SA/NV For Centrica Combined Common Investment Fund | 8,295,700 | 1.19 |
| 22 Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Sublime Cartel Sdn Bhd (8083470) | 7,966,700 | 1.15 |
| 23 HSBC Nominees (Asing) Sdn Bhd BNYM SA/NV For Dalton Japanske Aktier | 7,955,585 | 1.14 |
| 24 HSBC Nominees (Asing) Sdn Bhd Exempt An For The Bank Of New York Mellon (Mellon Acct) | 7,296,896 | 1.05 |
| 25 Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Vincent Tan Chee Yioun | 6,667,000 | 0.96 |
| 26 Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For B & B Enterprise Sdn Bhd | 5,880,000 | 0.85 |
| 27 DB (Malaysia) Nominee (Asing) Sdn Bhd SSBT Fund Feyd For Fedex Corporation Employees Pension Trust | 5,866,594 | 0.84 |
| 28 ABB Nominee (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (OD Facility) | 5,444,000 | 0.78 |
| 29 Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd | 5,000,000 | 0.72 |
| 30 Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Superior Structure Sdn Bhd | 4,851,000 | 0.70 |
| | 508,367,734 | 73.09 |

Statistics on Shares and Convertible Securities as at 28 August 2014

ANALYSIS OF WARRANT HOLDINGS

| Size of Warrant Holdings | No. of Warrant holders | % | No. of Warrants | % |
|--------------------------|---------------------------|---------------|--------------------|---------------|
| less than 100 | 170 | 3.62 | 8,279 | 0.00 |
| 100 - 1,000 | 1,535 | 32.67 | 981,632 | 0.14 |
| 1,001 - 10,000 | 1,709 | 36.38 | 7,150,970 | 1.02 |
| 10,001 - 100,000 | 902 | 19.20 | 36,322,019 | 5.19 |
| 100,001 - 35,004,291 | 377 | 8.02 | 342,508,527 | 48.92 |
| 35,004,292* and above | 5 | 0.11 | 313,114,415 | 44.73 |
| Total | 4,698 | 100.00 | 700,085,842 | 100.00 |

* Denotes 5% of the Warrants outstanding.

THIRTY LARGEST WARRANT HOLDERS

| | NAME OF WARRANT HOLDERS | NO. OF WARRANTS | (%) |
|----|---|-----------------|-------|
| 1 | Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun | 95,560,166 | 13.65 |
| 2 | Cimsec Nominees (Tempatan) Sdn Bhd CIMB For Rayvin Tan Yeong Sheik (PB) | 75,858,249 | 10.84 |
| 3 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (EDG&CBD) | 54,667,000 | 7.81 |
| 4 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd (CBM4-TSVTCY) | 46,822,000 | 6.69 |
| 5 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd (TVTCY) | 40,207,000 | 5.74 |
| 6 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (49877 PDZM) | 28,700,000 | 4.10 |
| 7 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Superior Structure Sdn Bhd (CBM4-TSVTCY) | 19,351,000 | 2.76 |
| 8 | Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Arsam Bin Damis (AA0023) | 18,800,000 | 2.69 |
| 9 | CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (CBM- GR4 STL 15) | 18,538,565 | 2.65 |
| 10 | Premier Merchandise Sdn Bhd | 17,047,000 | 2.43 |
| 11 | Gooi Seong Chneh | 10,000,000 | 1.43 |
| 12 | CIMB Group Nominees (Tempatan) Sdn Bhd CIMB Bank Berhad (EDP 2) | 9,170,700 | 1.31 |
| 13 | Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Sublime Cartel Sdn Bhd (8083470) | 7,966,700 | 1.14 |
| 14 | Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Pantai Cemerlang Sdn Bhd | 6,400,000 | 0.91 |
| 15 | Inter-Pacific Equity Nominees (Asing) Sdn Bhd Berjaya Philippines Inc | 6,000,000 | 0.86 |
| 16 | ABB Nominee (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (OD Facility) | 5,444,000 | 0.78 |

Statistics on Shares and Convertible Securities as at 28 August 2014

| NAME OF WARRANT HOLDERS | NO. OF WARRANTS | (%) |
|--|--------------------|--------------|
| 17 Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For B & B Enterprise Sdn Bhd | 5,380,000 | 0.77 |
| 18 Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Vincent Tan Chee Yioun (8087489) | 5,100,000 | 0.73 |
| 19 Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Heng Yong Kang @ Wang Yong Kang (08HE101Q1-008) | 5,094,300 | 0.73 |
| 20 Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Mak Ngia Ngia @ Mak Yoke Lum (MM0749) | 4,389,900 | 0.63 |
| 21 Lim Boon Liat | 4,000,000 | 0.57 |
| 22 HQZ Credit Sdn. Bhd. | 3,682,000 | 0.53 |
| 23 Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Lee Chong Choon (MP0059) | 3,450,000 | 0.49 |
| 24 Berjaya Times Square Sdn Bhd | 3,313,000 | 0.47 |
| 25 Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Cha Ah Phoo @ Cheah Ah Phoo | 3,303,671 | 0.47 |
| 26 Gemtech (M) Sdn Bhd | 3,066,700 | 0.44 |
| 27 Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Len Book Learn (M66002) | 2,824,000 | 0.40 |
| 28 Robin Tan Yeong Ching | 2,620,500 | 0.37 |
| 29 Cimsec Nominees (Tempatan) Sdn Bhd CIMB For Teo Ah Seng (PB) | 2,549,400 | 0.36 |
| 30 Nostalgia Kiara Sdn Bhd | 2,500,000 | 0.36 |
| | 511,805,851 | 73.11 |

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting of Berjaya Corporation Berhad will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 29 October 2014 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive and adopt the audited financial statements of the Company for the year ended 30 April 2014 and the Directors' and Auditors' Reports thereon. **RESOLUTION 1**
2. To approve the payment of a final dividend of 1% single-tier dividend in respect of year ended 30 April 2014. **RESOLUTION 2**
3. To approve the payment of Directors' fees amounting to RM240,000 for the year ended 30 April 2014. **RESOLUTION 3**
4. To re-elect the following Directors who retire pursuant to the Company's Articles of Association:-
 - (a) Dato' Azlan Meah Bin Hj Ahmed Meah **RESOLUTION 4**
 - (b) Vivienne Cheng Chi Fan **RESOLUTION 5**
 - (c) Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar **RESOLUTION 6**
 - (d) Datuk Robert Yong Kuen Loke **RESOLUTION 7**
5. To re-appoint Tan Sri Datuk Abdul Rahim Bin Haji Din as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965. **RESOLUTION 8**
6. To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration. **RESOLUTION 9**
7. As special business:-

To consider and, if thought fit, pass the following Ordinary Resolutions:-

 - (i) **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

RESOLUTION 10

Notice of Annual General Meeting

(ii) PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, subject to the provisions of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 7 October 2014 ("Proposed Mandate") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143 (1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143 (2) of the Companies Act, 1965); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

RESOLUTION 11

(iii) PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

"THAT, subject always to the Companies Act, 1965, ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Exchange") and any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company ("BCorporation Shares") through the Exchange and to take all such steps as are necessary (including the opening and maintaining of a central depositories accounts under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreement, arrangement and guarantee with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

1. the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total issued and paid-up share capital of the Company;
2. the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits or share premium reserve of the Company or both;

Notice of Annual General Meeting

3. the authority shall commence immediately upon passing of this ordinary resolution until:-
- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which such resolution was passed, at which time it will lapse unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date it is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND THAT upon completion of the purchase(s) of the BCorporation Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any BCorporation Shares so purchased by the Company in the following manner:-

- (a) cancel all the BCorporation Shares so purchased; or
- (b) retain all the BCorporation Shares as treasury shares for future resale or for distribution as dividends to the shareholders of the Company; or
- (c) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force.”

RESOLUTION 12

(iv) PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

“THAT Tan Sri Datuk Abdul Rahim Bin Haji Din be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has been on the Board of the Company for a cumulative term of more than nine years.”

RESOLUTION 13

(v) PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

“THAT Dato’ Hj Md Yusoff @ Mohd Yusoff Bin Jaafar be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has been on the Board of the Company for a cumulative term of more than nine years.”

RESOLUTION 14

(vi) PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

“THAT Mohd Zain Bin Ahmad be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Director of the Company notwithstanding that he has been on the Board of the Company for a cumulative term of more than nine years.”

RESOLUTION 15

Notice of Annual General Meeting

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 1% single-tier dividend in respect of the financial year ended 30 April 2014, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 30 December 2014.

The entitlement date shall be fixed on 9 December 2014 and a Depositor shall qualify for entitlement only in respect of:-

- a) Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 9 December 2014 in respect of transfers.
- b) Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

SU SWEE HONG
Secretary

Kuala Lumpur
7 October 2014

NOTES:

(A) Appointment of Proxy

- (i) A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (ii) A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
- (iii) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and holding shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (iv) The instrument appointing a proxy, shall be in writing under the hands of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation, under its common seal, or the hand of its officer or its duly authorised attorney.
- (v) The instrument appointing a proxy must be deposited at the Company's Registered Office, Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- (vi) Depositors whose names appear in the Record of Depositors as at 21 October 2014 shall be regarded as members of the Company entitled to attend the Annual General Meeting or appoint proxies to attend on their behalf.

(B) Special Business

- (i) Resolution 10 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Notice of Annual General Meeting

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twelfth Annual General Meeting held on 30 October 2013 and which will lapse at the conclusion of the Thirteenth Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

- (ii) Resolution 11, if passed, will allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Proposed Shareholders’ Mandate”). Detailed information on the Proposed Shareholders’ Mandate is set out under Part A of the Circular/Statement to Shareholders dated 7 October 2014 which is despatched together with the Company’s 2014 Annual Report.
- (iii) Resolution 12, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the issued and paid-up share capital of the Company (“Proposed Share Buy-Back Renewal”). Detailed information on the Proposed Share Buy-Back Renewal is set out under Part B of the Circular/Statement to Shareholders dated 7 October 2014 which is despatched together with the Company’s 2014 Annual Report.
- (vi) Resolution 13 to Resolution 15 are proposed pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Tan Sri Datuk Abdul Rahim Bin Haji Din, Dato’ Hj Md Yusoff @ Mohd Yusoff Bin Jaafar and Mohd Zain Bin Ahmad to be retained and continue to act as Independent Non-Executive Directors.

The full details of the Board’s justifications for the retention of Tan Sri Datuk Abdul Rahim Bin Haji Din, Dato’ Hj Md Yusoff @ Mohd Yusoff Bin Jaafar and Mohd Zain Bin Ahmad is set out in the Statement on Corporate Governance in the 2014 Annual Report.

FORM OF PROXYI/We _____
(Name in full)I.C. or Company No. _____ CDS Account No. _____
(New and Old I.C. Nos.)of _____
(Address)

being a member/members of BERJAYA CORPORATION BERHAD

hereby appoint: _____ I/C No. _____ of
(Name in full) (New and Old I.C. Nos.)or failing him/her, _____ I/C No. _____ of
(Name in full) (New and Old I.C. Nos.)

(Address)

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf, at the Thirteenth Annual General Meeting of the Company to be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 29 October 2014 at 10.00 a.m. and at any adjournment thereof.

This proxy is to vote on the Resolutions set out in the Notice of the Meeting as indicated with an "X" in the appropriate spaces. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

| | FOR | AGAINST |
|---|-----|---------|
| RESOLUTION 1 - To receive and adopt the Audited Financial Statements. | | |
| RESOLUTION 2 - To approve payment of a final dividend of 1% single-tier dividend. | | |
| RESOLUTION 3 - To approve payment of Directors' Fees. | | |
| RESOLUTION 4 - To re-elect Dato' Azlan Meah Bin Hj Ahmed Meah as Director. | | |
| RESOLUTION 5 - To re-elect Vivienne Cheng Chi Fan as Director. | | |
| RESOLUTION 6 - To re-elect Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar as Director. | | |
| RESOLUTION 7 - To re-elect Datuk Robert Yong Kuen Loke as Director. | | |
| RESOLUTION 8 - To re-appoint Tan Sri Datuk Abdul Rahim Bin Haji Din as Director. | | |
| RESOLUTION 9 - To re-appoint Auditors. | | |
| RESOLUTION 10 - To approve authority to issue and allot shares. | | |
| RESOLUTION 11 - To renew shareholders' mandate for Recurrent Related Party Transactions. | | |
| RESOLUTION 12 - To renew authority to purchase its own shares by the Company. | | |
| RESOLUTION 13 - To approve the proposed retention of Tan Sri Datuk Abdul Rahim Bin Haji Din as Independent Non-Executive Director. | | |
| RESOLUTION 14 - To approve the proposed retention of Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar as Independent Non-Executive Director. | | |
| RESOLUTION 15 - To approve the proposed retention of Mohd Zain Bin Ahmad as Independent Non-Executive Director. | | |

No. of shares held

Signature of Member

Dated this day of, 2014.

Notes:

- (1) A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (2) A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
- (3) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and holding shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (4) The instrument appointing a proxy, shall be in writing under the hands of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation, under its common seal, or the hand of its officer or its duly authorised attorney.
- (5) The instrument appointing a proxy must be deposited at the Company's Registered Office, Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1 Jalan Imbi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- (6) Depositors whose names appear in the Record of Depositors as at 21 October 2014 shall be regarded as members of the Company entitled to attend the Annual General Meeting or appoint proxies to attend on their behalf.

Fold this flap for sealing

Affix
Stamp

**THE COMPANY SECRETARY
BERJAYA CORPORATION BERHAD**

LOT 13-01A, LEVEL 13 (EAST WING)
BERJAYA TIMES SQUARE
NO. 1, JALAN IMBI
55100 KUALA LUMPUR

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1st fold here

For further information, please contact:

The Company Secretary

**Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No 1, Jalan Imbi, 55100 Kuala Lumpur, Malaysia
Tel: 03-2149 1999 Fax: 03-2143 1685**

www.berjaya.com



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DSG Holdings Limited

