

Berjaya Corporation Berhad

Registration Number: 200101019033 (554790-X)

Date: 27 May 2021

Subject: **UNAUDITED QUARTERLY (Q3) FINANCIAL REPORT FOR
THE PERIOD ENDED 31 MARCH 2021**

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BERJAYA CORPORATION BERHAD**Registration Number: 200101019033 (554790-X)**

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	3 months ended		Year to date ended	
	31/03/2021 RM'000	31/03/2020 RM'000	31/03/2021 RM'000	31/03/2020 RM'000
GROUP REVENUE	1,820,939	1,975,461	5,705,205	6,129,343
PROFIT/(LOSS) FROM OPERATIONS	30,358	(24,900)	142,703	89,567
Investment related income	70,088	689,517	206,433	756,309
Investment related expenses	(75,754)	(36,080)	(80,718)	(71,008)
Finance costs	(70,125)	(93,791)	(256,295)	(274,004)
Share of results of associates	14,162	2,779	(232)	14,071
Share of results of joint ventures	3,110	557	6,706	7,104
(LOSS)/PROFIT BEFORE TAX	(28,161)	538,082	18,597	522,039
INCOME TAX EXPENSE	(56,333)	(94,334)	(155,999)	(211,748)
(LOSS)/PROFIT AFTER TAX	(84,494)	443,748	(137,402)	310,291
ATTRIBUTABLE TO:				
- Equity holders of the parent	(87,565)	412,521	(196,224)	223,874
- Non-controlling interests	3,071	31,227	58,822	86,417
	(84,494)	443,748	(137,402)	310,291
(LOSS)/EARNINGS PER SHARE (SEN)				
- Basic, for the period	(1.52)	7.03	(3.40)	3.86
- Diluted, for the period	(1.52)	7.03	(3.40)	3.86

The annexed notes form an integral part of this interim financial report.

BERJAYA CORPORATION BERHAD**Registration Number: 200101019033 (554790-X)**UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	3 months ended		Year to date ended	
	31/03/2021 RM'000	31/03/2020 RM'000	31/03/2021 RM'000	31/03/2020 RM'000
(LOSS)/PROFIT AFTER TAX	(84,494)	443,748	(137,402)	310,291
OTHER COMPREHENSIVE ITEMS				
<u>Items that may be reclassified subsequently to profit or loss</u>				
Foreign currency translation	18,441	(92,405)	17,519	(118,630)
Foreign currency reserve transfer to profit or loss upon disposal of subsidiary companies	(15,829)	-	(81,437)	-
Foreign currency reserve transfer to profit or loss upon disposal of an associated company	(3,343)	-	(3,343)	-
Share of associated companies' currency translation differences	162	-	(2,798)	-
<u>Items that will not be reclassified subsequently to profit or loss</u>				
Net changes in fair value of investments at fair value through other comprehensive income ("FVTOCI")	6,425	(14,981)	6,107	(15,650)
Share of associated companies' changes in fair values of FVTOCI investments	9,753	(8,104)	14,623	(9,069)
Share of other comprehensive income items of associated companies	(5)	(3,757)	(273)	17,879
Tax effects relating to FVTOCI investments	-	1,646	-	1,914
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	(68,890)	326,147	(187,004)	186,735
ATTRIBUTABLE TO:				
- Equity holders of the parent	(101,323)	323,184	(260,819)	144,018
- Non-controlling interests	32,433	2,963	73,815	42,717
	(68,890)	326,147	(187,004)	186,735

The annexed notes form an integral part of this interim financial report.

BERJAYA CORPORATION BERHAD
Registration Number: 200101019033 (554790-X)
UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Group As at 31/03/2021 RM'000	Group As at 30/06/2020 RM'000 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	2,953,009	2,984,319
Right-of-use assets	1,961,473	2,049,711
Investment properties	1,022,295	1,012,176
Inventories - Land held for property development	2,233,517	2,165,351
Investment in associated companies	1,116,965	1,075,280
Investment in joint ventures	127,313	114,018
Other investments	231,645	159,325
Other long term receivables	267,148	263,036
Intangible assets	4,994,455	4,993,190
Deferred tax assets	123,265	114,381
	<u>15,031,085</u>	<u>14,930,787</u>
Current Assets		
Inventories - property development costs	93,391	67,447
Inventories - Completed properties and others	1,553,479	1,717,677
Contract cost assets	16,691	118,554
Derivative assets	399	2,302
Trade and other receivables	2,132,544	1,986,478
Contract assets	116,793	62,280
Short term investments	83,157	78,439
Tax recoverable	52,875	85,502
Deposits with financial institutions	448,850	494,946
Cash and bank balances	857,223	1,009,839
	<u>5,355,402</u>	<u>5,623,464</u>
Assets of disposal group/Non-current assets classified as held for sale	212,339	841,379
	<u>5,567,741</u>	<u>6,464,843</u>
TOTAL ASSETS	<u>20,598,826</u>	<u>21,395,630</u>
EQUITY AND LIABILITIES		
Share capital	5,058,509	5,017,956
Irredeemable Convertible Unsecured Loan Stocks ("ICULS") - Equity component	289,727	306,739
Reserves	979,627	1,310,370
	<u>6,327,863</u>	<u>6,635,065</u>
Less: Treasury shares	(59,987)	(92,344)
	<u>6,267,876</u>	<u>6,542,721</u>
Non-controlling interests	2,847,310	2,968,771
Equity funds	<u>9,115,186</u>	<u>9,511,492</u>
Non-current liabilities		
Irredeemable Convertible Unsecured Loan Stocks	22,267	39,160
Long term borrowings	3,025,996	3,013,575
Other long term liabilities	16,995	97,509
Lease liabilities	1,918,908	1,936,977
Contract liabilities	221,685	224,814
Provisions	21,857	26,051
Derivative liabilities	28,239	28,239
Deferred tax liabilities	1,266,110	1,314,072
	<u>6,522,057</u>	<u>6,680,397</u>
Current Liabilities		
Irredeemable Convertible Unsecured Loan Stocks	36,391	34,513
Trade and other payables	2,294,527	2,035,071
Contract liabilities	294,316	452,563
Derivative liabilities	6,533	6,992
Provisions	8,796	7,466
Short term borrowings	2,009,117	2,299,650
Lease liabilities	192,522	222,907
Taxation	119,381	41,046
	<u>4,961,583</u>	<u>5,100,208</u>
Liabilities directly associated with disposal groups classified as held for sale	-	103,533
	<u>4,961,583</u>	<u>5,203,741</u>
Total Liabilities	<u>11,483,640</u>	<u>11,884,138</u>
TOTAL EQUITY AND LIABILITIES	<u>20,598,826</u>	<u>21,395,630</u>
Basic net assets per share (sen)	117.77	127.94
Dilutive net assets per share (sen)	107.51	114.14

The net assets per share is calculated based on the following :

Basic : Equity funds less non-controlling interests and ICULS - equity component divided by the number of outstanding shares in issue with voting rights.

Dilutive : Equity funds less non-controlling interests divided by the number of outstanding shares in issue with voting rights and the potential conversion of the Company's outstanding ICULS to shares and exercise of Warrants.

The annexed notes form an integral part of this interim financial report.

BERJAYA CORPORATION BERHAD
Registration Number: 200101019033 (554790-X)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to the equity holders of the Parent												Total net equity funds RM'000	Non-controlling interests RM'000	Total equity RM'000
	Non-distributable						Distributable								
	Share capital RM'000	ICULS - equity component RM'000	Reserve of disposal group classified as held for sale RM'000	FVTOCI reserves RM'000	Share option reserves RM'000	Warrants reserve ^ RM'000	Fair value reserves RM'000	Capital reserves RM'000	Consolidation reserve RM'000	Foreign currency translation reserves RM'000	Retained earnings RM'000	Treasury shares RM'000			
At 1 July 2020	5,017,956	306,739	51,404	(165,979)	2,215	258,797	67,514	222,664	(483,512)	13,228	1,344,039	(92,344)	6,542,721	2,968,771	9,511,492
Total comprehensive income	-	-	(51,404)	11,658	-	-	-	-	144	(24,901)	(196,316)	-	(260,819)	73,815	(187,004)
Share of an associated company's effect arising from acquisition of subsidiaries under common control	-	-	-	-	-	-	-	-	(8,683)	-	(1,648)	-	(10,331)	-	(10,331)
Transactions with owners:															
Transfer of reserves	-	-	-	103,040	27	-	(17,700)	(2,731)	5,838	6,037	(94,511)	-	-	-	-
Treasury shares acquired	-	-	-	-	-	-	-	-	-	-	-	(20,494)	(20,494)	-	(20,494)
Acquisition of subsidiary companies	-	-	-	-	-	-	-	-	-	-	-	-	-	8,803	8,803
Reversal of deferred tax liability on conversion of BCorp ICULS	-	345	-	-	-	-	-	-	-	-	-	-	345	-	345
Arising from conversion of BCorp ICULS	40,553	(17,357)	-	-	-	-	-	-	-	-	(19,343)	-	3,853	-	3,853
Disposal of subsidiary companies	-	-	-	-	-	-	-	-	-	-	-	-	-	(128,636)	(128,636)
Adjustment due to increase in equity in subsidiary companies	-	-	-	-	-	-	-	-	133,319	-	(45,192)	-	88,127	(143,663)	(55,536)
Adjustment in relation to dilution of equity interest in subsidiary companies	-	-	-	-	325	-	-	-	(75,198)	-	-	-	(74,873)	120,828	45,955
Capital contribution by non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	2,804	2,804
Share based payment	-	-	-	-	(653)	-	-	-	-	-	-	-	(653)	(106)	(759)
Share dividend	-	-	-	-	-	-	-	-	-	-	(52,851)	52,851	-	-	-
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	(55,306)	(55,306)
	40,553	(17,012)	-	103,040	(301)	-	(17,700)	(2,731)	63,959	6,037	(211,897)	32,357	(3,695)	(195,276)	(198,971)
At 31 March 2021	5,058,509	289,727	-	(51,281)	1,914	258,797	49,814	219,933	(428,092)	(5,636)	934,178	(59,987)	6,267,876	2,847,310	9,115,186

Note:

^ This represents the fair values of warrants .

BERJAYA CORPORATION BERHAD
Registration Number: 200101019033 (554790-X)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to the equity holders of the Parent											Total net equity funds RM'000	Non-controlling interests RM'000	Total equity RM'000	
	Non-distributable							Distributable							
	Share capital RM'000	ICULS - equity component RM'000	Reserve of disposal group classified as held for sale RM'000	FVTOCI reserves RM'000	Share option reserves RM'000	Warrants reserve ^ RM'000	Fair value reserves RM'000	Capital reserves RM'000	Consolidation reserve RM'000	Foreign currency translation reserves RM'000	Retained earnings RM'000	Treasury shares RM'000			
At 1 July 2019	5,017,956	306,739	926	(151,338)	2,077	258,797	63,387	226,266	(488,705)	98,694	1,388,524	(34,253)	6,689,070	3,043,826	9,732,896
Total comprehensive income	-	-	-	(17,153)	-	-	-	3,740	15,841	(82,284)	223,874	-	144,018	42,717	186,735
Share of an associated company's effect arising from dilution on equity interest of its subsidiary company	-	-	-	-	-	-	-	-	-	-	808	-	808	-	808
Transactions with owners:															
Transfer of reserves	-	-	(926)	5,345	(68)	-	4,517	1,063	4,349	(2,277)	(12,003)	-	-	-	-
Treasury shares acquired	-	-	-	-	-	-	-	-	-	-	-	(26,462)	(26,462)	-	(26,462)
Acquisition of subsidiary companies	-	-	-	-	-	-	-	-	-	-	-	-	-	108,022	108,022
Adjustment in relation to dilution of equity interest in subsidiary companies	-	-	-	-	432	-	-	-	(11,107)	-	343	-	(10,332)	114,397	104,065
Adjustment due to increase in equity in subsidiary companies	-	-	-	-	-	-	-	-	32,343	-	205	-	32,548	(120,915)	(88,367)
Capital contribution by non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	2,305	2,305
Share based payment	-	-	-	-	(155)	-	-	-	-	-	-	-	(155)	229	74
Dividends paid to non-controlling interests	-	-	(926)	5,345	209	-	4,517	1,063	25,585	(2,277)	(11,455)	(26,462)	(4,401)	(67,686)	(67,686)
At 31 March 2020	5,017,956	306,739	-	(163,146)	2,286	258,797	67,904	231,069	(447,279)	14,133	1,601,751	(60,715)	6,829,495	3,122,895	9,952,390

Note:

^ This represents the fair values of warrants

The annexed notes form an integral part of this interim financial report.

BERJAYA CORPORATION BERHAD**Registration Number: 200101019033 (554790-X)**

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	9 months ended	
	31/03/2021	31/03/2020
	RM'000	RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Receipts from operations	5,934,136	6,594,226
Payments for operating expenses	(5,522,890)	(6,336,329)
Payment of taxes	(120,330)	(203,669)
Other receipts (including tax refunds)	92,107	30,102
Net cash generated from operating activities	<u>383,023</u>	<u>84,330</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Disposal of property, plant and equipment and non-current assets	60,252	2,008,640
Disposal of investments in subsidiary companies	438,484	109,513
Disposal of investments in joint venture/associated companies	34,746	23,085
Disposal of other investments and short term investments	73,731	21,558
Acquisition of property, plant and equipment and non-current assets	(155,859)	(245,360)
Acquisition of investments in subsidiary companies	(59,535)	(59,391)
Acquisition of investments in associated companies and a joint venture	(109,661)	(10,088)
Acquisition of other investments and short term investments	(125,757)	(63,670)
Acquisition of treasury shares by subsidiary companies	(15,006)	(26,980)
Interest received	14,665	45,603
Dividend received	18,929	8,014
Net repayment from joint ventures and associated companies	11,658	43,017
Placement with fund managers	(64,027)	-
Part payments for investment in foreign investees	-	(178,823)
Other payments/(receipts)	(15,460)	1,345
Net cash generated from investing activities	<u>107,160</u>	<u>1,676,463</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Acquisition of treasury shares by the Company	(20,494)	(26,462)
Issuance of share capital to non-controlling interests of subsidiary companies	7,544	2,305
Issuance of ICULS by subsidiary company	17,448	-
Issuance of medium term notes by subsidiary company	156,300	-
Redemption of medium term notes by subsidiary company	(175,000)	-
Dividends paid to non-controlling interests of subsidiary companies	(61,937)	(69,589)
Interest paid	(178,209)	(247,715)
Drawdown of bank and other borrowings	994,942	1,808,673
Repayment of bank and other borrowings	(1,302,041)	(2,817,789)
Movement in vehicle stocking loans	-	92,206
Payment of lease liabilities	(132,226)	(60,499)
Net withdrawal/(placement) with banks as security pledges for borrowings	64,168	(236,859)
Net cash used in financing activities	<u>(629,505)</u>	<u>(1,555,729)</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	(139,322)	205,064
OPENING CASH AND CASH EQUIVALENTS	1,188,661	1,264,056
Effect of exchange rate changes	2,070	82,176
CLOSING CASH AND CASH EQUIVALENTS	<u>1,051,409</u>	<u>1,551,296</u>
Cash and cash equivalents carried forward comprise:	RM'000	RM'000
Deposits with financial institutions	448,850	743,306
Cash and bank balances	857,223	1,279,832
Bank overdraft (included under short term borrowings)	(58,760)	(61,813)
	<u>1,247,313</u>	<u>1,961,325</u>
Less :		
Remisiers' deposit held in trust	(18,185)	(11,806)
Cash and cash equivalents restricted in use	(177,719)	(398,223)
	<u>1,051,409</u>	<u>1,551,296</u>

The annexed notes form an integral part of this interim financial report.

BERJAYA CORPORATION BERHAD**Registration Number: 200101019033 (554790-X)**

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021

NOTES TO THE INTERIM FINANCIAL REPORT

- A1 The interim financial report is not audited and has been prepared in compliance with Malaysian Financial Reporting Standards ("MFRS") 134 - Interim Financial Reporting, requirements of the Companies Act 2016 ("CA 2016") and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities LR").

The condensed consolidated interim financial report should be read in conjunction with the audited financial statements of the Company for the financial year ended 30 June 2020. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant for understanding the changes in the financial position and performance of the Company since the financial year ended 30 June 2020.

The Group has not early adopted new or revised standards and amendments to standards that have been issued but not yet effective for the Group's accounting period beginning 1 July 2020.

The initial application of the MFRSs, Amendments to MFRSs and IC Interpretations, which will be applied prospectively or which requires extended disclosures, is not expected to have any significant financial impact to the financial statements of the Group upon their first adoption.

- A2 The following business operations of the Group are affected by seasonal or cyclical factors:
- the property development segment is affected by the prevailing cyclical economic conditions.
 - the stock and futures broking businesses are influenced by the performance of the stock market.
 - the local island beach resorts situated at the East Coast of Peninsular Malaysia are affected by the North-East monsoon season in the second and third quarters of the financial year.
 - the gaming business may be positively impacted by the festive seasons.
- A3 (a) The imposition of movement and travel restrictions by various governments to curb the COVID-19 pandemic have impacted the Group's business operations, particularly the hotels and resorts segments as disclosed in Notes B1 and B2.

The following are the unusual items that occurred during the current quarter and financial period under review:

Recognised directly in statement of profit or loss

(i) Included under investment related income and (expenses):	Current Quarter RM'000	Financial Period to date RM'000
Gain on disposal/deemed disposal of subsidiary companies	15,879	82,975
Negative goodwill on an acquisition of a subsidiary company	-	2,309
Loss on deemed disposal of subsidiary companies	-	(163)
Fair value changes on derivative assets	976	189
Fair value changes on derivative liabilities	(1,098)	(1,633)
Net fair value changes of fair value through profit or loss ("FVTPL") investments	9,577	17,563
Net fair value changes of investment properties	(4)	(318)
Impairment in associated company	(43,157)	(42,346)
Impairment of property, plant and equipment	(15,270)	(15,270)
Impairment of inventories	(18,026)	(18,026)
Reversal of impairment on amount owing from a joint venture	38	6,557
Gain on disposal/deemed disposal of associated companies	10,124	10,127
Gain on disposal of property, plant and equipment	8,859	39,872
Award of insurance claim	17,848	17,848
	<u>(14,254)</u>	<u>99,684</u>

- (b) There were no material changes in estimates reported in the prior financial year that had a material effect in the current financial period ended 31 March 2021.

BERJAYA CORPORATION BERHAD**Registration Number: 200101019033 (554790-X)**

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021

NOTES TO THE INTERIM FINANCIAL REPORT

A4 There were no issuances and repayment of equity securities, share buy-backs, share cancellation, shares held as treasury shares and resale of treasury shares for the financial period ended 31 March 2021 except for the following:

- (a) Share Capital
40,553,000 ordinary shares of RM1.00 each were issued pursuant to conversion of 40,553,000 BCorp ICULS 2012/2022 of RM1.00 nominal value each.
- (b) 5% 10-years ICULS of RM1.00 nominal value each
40,553,000 BCorp ICULS 2012/2022 were tendered for the subscription of 40,553,000 ordinary shares of RM1.00 each.
- (c) Treasury shares
107,827,464 units of ordinary share were bought back and held as treasury shares with none of these shares being cancelled or sold.

The details of the share buyback during the financial period ended 31 March 2021 are as follows:

Month	Price per share (RM)			Number of shares	Total consideration RM'000
	Lowest	Highest	Average		
October 2020	0.185	0.190	0.190	47,274,464	8,988
November 2020	0.185	0.190	0.190	60,553,000	11,506
			0.190	107,827,464	20,494

The number of treasury shares held in hand as at 31 March 2021 were as follows:

	Average price per share RM	Number of shares	Amount RM'000
Balance as at 1 July 2020	0.271	340,600,000	92,344
Distribution as share dividend	(0.271)	(194,949,937)	(52,851)
Increase in treasury shares	0.271	145,650,063	39,493
	0.190	107,827,464	20,494
Total treasury shares as at 31 March 2021	0.237	253,477,527	59,987

As at 31 March 2021, the number of outstanding shares in issue with voting rights (rounded to nearest thousand) was 5,002,000 ordinary shares (31 March 2020: 5,033,425).

Subsequent to the quarter ended 31 March 2021 and up to the date of this announcement:-

<u>Share Capital</u>	'000	RM'000
Share capital - Issued and fully paid up as at 31 March 2021	5,255,478	5,058,509
Arising from conversion of BCorp 5% ICULS 2012/2022	73,914	73,914
Share capital - Issued and fully paid up as at 27 May 2021	<u>5,329,392</u>	<u>5,132,423</u>

A5 During the financial period ended 31 March 2021, the Company distributed a first interim share dividend of 194,949,937 treasury shares on the basis of 4 treasury shares for every 100 ordinary shares held (equivalent to a dividend of approximately 1.08 sen per share) in respect of financial year ended 30 June 2020, credited into the entitled depositors' securities accounts maintained with Bursa Malaysia Depository Sdn Bhd on 15 October 2020. The book cost of the share dividend distributed amounted to RM52,850,928.

BERJAYA CORPORATION BERHAD**Registration Number: 200101019033 (554790-X)**

UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 MARCH 2021

NOTES TO THE INTERIM FINANCIAL REPORT

A6 Segment information for the financial period ended 31 March 2021:-

REVENUE	External RM'000	Inter- segment RM'000	Total RM'000
Gaming operations	1,904,098	78,274	1,982,372
Financial services	132,384	801	133,185
Property investment and development	384,723	20,292	405,015
Hotels and resorts	186,986	323	187,309
Marketing of consumer products and services	2,454,977	14,344	2,469,321
Restaurants and cafes	551,804	8,447	560,251
Others	90,233	4,165	94,398
Elimination: Inter-segment Revenue	-	(126,646)	(126,646)
Total revenue	<u>5,705,205</u>	<u>-</u>	<u>5,705,205</u>
RESULTS			RM'000
Gaming operations			238,220
Financial services			36,503
Property investment and development			9,434
Hotels and resorts			(170,404)
Marketing of consumer products and services			48,412
Restaurants and cafes			69,360
Others			<u>(7,378)</u>
			224,147
Unallocated corporate items			<u>(81,444)</u>
Profit from operations			142,703
Investment related income			
-Interest income			28,369
-Gain on disposal/deemed disposal of subsidiary companies			82,975
-Gain on disposal/deemed disposal of associated companies			10,127
-Gain on disposal of property, plant and equipment			39,872
-Fair value gain on FVTPL investments			17,951
-Fair value changes on derivative assets			189
-Award of insurance claim			17,848
-Reversal of impairment on amount owing from a joint venture			6,557
-Negative goodwill on an acquisition of a subsidiary company			2,309
-Dividend income			<u>236</u>
			206,433
Investment related expenses			
-Fair value loss on FVTPL investments			(388)
-Fair value loss on investment properties			(318)
-Impairment in associated company			(42,346)
-Impairment in property, plant and equipment			(15,270)
-Impairment in inventories			(18,026)
-Loss on deemed disposal of subsidiary companies			(163)
-Fair value changes on derivative liabilities			(1,633)
-Others			<u>(2,574)</u>
			(80,718)
Finance costs			(256,295)
Share of results of associates			(232)
Share of results of joint ventures			6,706
Profit before tax			<u>18,597</u>
Income tax expense			<u>(155,999)</u>
Loss after tax			<u><u>(137,402)</u></u>

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NOTES TO THE INTERIM FINANCIAL REPORT

- A7 There were no significant events since the end of this current quarter under review that have not been reflected in the financial statements for this current financial quarter under review.
- A8 There were no changes in the composition of the Group for the current financial period ended 31 March 2021, including business combinations, acquisition or disposal of subsidiary companies, restructuring and discontinuing operations except for the following:-
- (a) On 6 July 2020, Mothers En Vogue Pte. Ltd. a subsidiary of the Group, was struck off from the Registrar of Companies, Singapore.
 - (b) On 17 July 2020, Berjaya Engineering Construction Sdn Bhd, a wholly owned subsidiary of the Group acquired 51% equity interest in Mantra Design Sdn Bhd ("MDSB") for total cash consideration of RM250,000. The principal activity of MDSB is the provision of interior design consultancy services for land and building development projects.
 - (c) On 19 August 2020, Berjaya Food (International) Sdn Bhd ("BFI"), a wholly owned subsidiary of the Group, completed the subscription for 50,100 new ordinary shares representing 50% equity interest of the enlarged issued share capital of Ser Vegano Sdn Bhd ("SER") for cash subscription price of RM250,000. The principal activity of SER is to operate Latin-inspired, Tex-Mex, plant-based vegan restaurants under the name "Sala". SER is deemed a 50% owned subsidiary company of BFI as the Group has de facto control.
 - (d) On 28 August 2020, Berjaya Manufacturing (HK) Limited, a subsidiary of the Group, was deregistered by the Registrar of Companies, Hong Kong and dissolved accordingly.
 - (e) On 28 August 2020, Berjaya Jeju Resort Limited, a subsidiary of the Group, had ceased to be a subsidiary of the Group upon the resolution of its lawsuit involving the receipt of KRW102.0 billion (equivalent to approximately RM362.19 million) settlement sum by its immediate holding company, Berjaya Leisure (Cayman) Limited on even date.
 - (f) On 4 September 2020, Berjaya Vacation Club (HK) Limited, a subsidiary of the Group, was deregistered by the Registrar of Companies, Hong Kong and dissolved accordingly.
 - (g) On 8 September 2020, FEAB Realty Sdn Bhd a subsidiary of the Group, was deregistered by the Registrar of Companies, Companies Commission of Malaysia, pursuant to Section 308(4) of the Companies Act 2016 and dissolved accordingly.
 - (h) On 11 September 2020, eCosway Inc., a wholly owned subsidiary of the Group, was deregistered by the Registrar of Companies, United States of America and dissolved accordingly.
 - (i) On 15 September 2020, Berjaya Group Berhad, a wholly owned subsidiary of the Group had acquired 2 ordinary shares, representing 100% equity interest, in Berjaya Cafe (M) Sdn Bhd (formerly known as All Joy Cafe Sdn Bhd) for a total consideration of RM2.
 - (j) On 21 September 2020, Berjaya Roasters (Cambodia) Ltd, a 70% owned subsidiary of the Group, was struck off from the register by the Registrar of Companies, Phnom Penh, Cambodia and dissolved accordingly.
 - (k) On 21 September 2020, Berjaya Trading (U.K.) Limited, a wholly owned subsidiary of the Group, was struck off from the register by the Registrar of Companies, United Kingdom and dissolved accordingly.
 - (l) On 23 September 2020, Berjaya Group Berhad, a wholly owned subsidiary of the Group, had subscribed for 306,000 ordinary shares, representing 51% equity interest, in Simply Real Sdn Bhd ("SRSB") for a total consideration of RM306,000. The principal activities of SRSB are in the operation of a casual dining restaurant under the trade or business name of "Simply Good Food" offering vegetarian, vegan and organic cuisine and groceries.

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NOTES TO THE INTERIM FINANCIAL REPORT

- (m) On 23 September 2020, Cosway (S) Pte Ltd, a wholly owned subsidiary of the Group, was struck off from the register by the Registrar of Companies, Singapore.
 - (n) On 29 September 2020, Berjaya Group (Cayman) Limited, a wholly owned subsidiary of the Group, subscribed for new ordinary shares in Berjaya Auto Asia Inc. ("BAAI"). Consequently, the Group's equity interest in BAAI increased from 30% to 60% and hence, it became a subsidiary company of the Group.
 - (o) eCosway Colombia Ltda, a subsidiary of the Group, was deregistered by the Registrar of Companies, Colombia.
 - (p) eCosway Rus LLC, a subsidiary of the Group, was deregistered by the Registrar of Companies, Russia.
 - (q) NF Roasters of Commack Inc. and NF Roasters of Rockville Center Inc., both subsidiaries of the Group, have been dissolved by the NYS Department of State, United States of America.
 - (r) On 9 October 2020, Berjaya-ILTS Limited and Berjaya Properties (HK) Limited, both subsidiaries of the Group, were deregistered by the Registrar of Companies, Hong Kong and dissolved accordingly.
 - (s) On 16 November 2020, Cosway New Zealand Limited, a wholly owned subsidiary of the Group, was deregistered by the Registrar of Companies, New Zealand.
 - (t) On 23 November 2020, REDtone Engineering & Network Services Sdn Bhd, a wholly owned subsidiary of the Group, subscribed for a total of 60 ordinary shares representing 60% equity interest in Bytebuilder Sdn Bhd ("BSB"). The intended principal activities of BSB is provision of fibre optics transmission network services and project management services relating to telecommunications.
 - (u) On 26 November 2020, the Company subscribed for a total of 51 new ordinary shares, representing 51% equity interest of the enlarged issued share capital, in Berjaya Auto Alliance Sdn Bhd ("BAASB"). The principal activities of BAASB is assembly, distribution, retail of motor vehicles and parts and the provision of after sales services.
 - (v) On 23 December 2020, Berjaya Land Berhad, a subsidiary of the Group, incorporated a wholly owned subsidiary company, Landasan Lumayan Berjaya Sdn Bhd ("LLBSB") with a share capital of RM2. The intended principal activities of LLBSB is to do river cleaning and property development.
 - (w) On 27 January 2021, BLoyalty Sdn Bhd, a wholly owned subsidiary of the Group had acquired 2 ordinary shares, representing 100% equity interest, in B Infinite Ventures Sdn Bhd for a total consideration of RM2.
 - (x) On 26 February 2021, Berjaya Hartanah Berhad (formerly known as Berjaya Golf Resort Berhad), a subsidiary of the Group, incorporated a wholly owned subsidiary company, Bukit Jalil Golf Club Sdn Bhd ("BJGC") with a share capital of RM2. The intended principal activities of BJGC are operations of golf club and property development.
- A9 There were no material changes in contingent liabilities or contingent asset since the last annual reporting date.
- A10 There were no material changes in capital commitment since the last audited statement of financial position as at 30 June 2020 except for the reduction for the share subscription in associated company amounting to RM105 million and approved capital expenditure of RM17.33 million during the current financial period.

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ADDITIONAL INFORMATION REQUIRED BY THE BURSA SECURITIES LR

- B1 The main operating businesses of the Group are marketing of consumer products and services, restaurants and cafes, property investment and development, hotels and resorts and gaming operations. The key factors (other than the general economic conditions) affecting the performance of the main operating businesses in the Group are as follows:

Marketing of consumer products and services

Effectiveness of marketing initiatives, new product launches, sales productivity, consumer preferences and spending trends, the fluctuation of foreign exchange rates impacting product costs and competitive pricing and promotions offered by competitors and the disposable income of the consumers.

Restaurants and cafes

Festive season, tourism, eating out culture, raw material costs, staff costs and affluent lifestyle as well as consumer perception.

Property investment and development

Demography of population, location of the properties, costs of building materials and related services, lending guidelines and interest rates of the financial institutions, rental rates, age and condition of investment properties and the quality of property management services.

Hotels and resorts

Room rates, seasonal festive periods and school holidays, location of the hotels and resorts, tourism and currency exchange trends, energy/other supplies costs, quality of rooms/amenities/service.

Gaming operations

Disposable income of the general public, Jackpot cycles, luck factor, illegal gaming activities and the number of draws in the financial period.

The COVID-19 pandemic has resulted in various forms of movement controls including international travel restrictions in many of the countries in which the Group operates as preventive or restrictive measures to curb the COVID-19 pandemic.

The summarised results of the Group are as follows:

	3-Month Ended			9-Month Ended		
	31/03/2021 RM'000	31/03/2020 RM'000	+ / (-) %	31/03/2021 RM'000	31/03/2020 RM'000	+ / (-) %
Revenue	<u>1,820,939</u>	<u>1,975,461</u>	<u>(8)</u>	<u>5,705,205</u>	<u>6,129,343</u>	<u>(7)</u>
Profit/(Loss) from operations	<u>30,358</u>	<u>(24,900)</u>	<u>N/A</u>	<u>142,703</u>	<u>89,567</u>	<u>59</u>
(Loss)/Profit before tax	<u>(28,161)</u>	<u>538,082</u>	<u>N/A</u>	<u>18,597</u>	<u>522,039</u>	<u>(96)</u>

Review of results for the quarter

The Group registered a revenue of RM1.82 billion and pre-tax loss of RM28.16 million in the current quarter ended 31 March 2021 as compared to a revenue of RM1.98 billion and pre-tax profit of RM538.08 million reported in the previous year corresponding quarter.

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ADDITIONAL INFORMATION REQUIRED BY THE BURSA SECURITIES LR

Commentary on revenue

The Group recorded lower revenue in the current quarter mainly from the gaming operations as well as the hotels and resorts business segment due to the impact of government-imposed restrictions as a preventive measure to curb the COVID-19 outbreak. However, this was mitigated by higher sales performance achieved by both the motor distribution business operated by H.R. Owen Plc ("HR Owen") and the restaurants and cafes segment.

Marketing of consumer products and services

The marketing of consumer products and services segment reported higher revenue achieved by HR Owen from the motor distribution business. This was mainly due to higher sales from both new and used car sectors coupled with the favourable foreign exchange effects.

Restaurants and cafes

The restaurants and cafes segment reported higher revenue in the current quarter under review. Although the second movement control order was implemented in the current quarter, it was not prevalent. As such, the business operation for this segment in the current quarter was not as adversely impacted as compared to the previous year corresponding quarter.

Property investment and development

The property investment and development segment registered lower revenue in the current quarter mainly due to lower progress billings and lower sales from the local high-end projects of the Group. However, this was mitigated by the increase in revenue from the sale of overseas residence units.

Hotels and resorts

The hotels and resorts segment reported lower revenue due to lower average occupancy and room rates arising from the prolonged international border closures as well as domestic travel restrictions.

Gaming operations

Sports Toto Malaysia Sdn Bhd ("STM") reported lower revenue as a result of the implementation of MCO 2.0 in the current quarter under review. Sales recovery was slower than expected due to weaker consumer sentiments and consumers being cautious in patronising STM's outlets when the outlets resumed operations after MCO 2.0 ended on 19 February 2021. In the previous year corresponding quarter, STM reported higher sales during the Chinese New Year festive period.

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ADDITIONAL INFORMATION REQUIRED BY THE BURSA SECURITIES LR

Commentary on pre-tax profit

The pre-tax loss reported in the current quarter was primarily due to lower profits achieved by the gaming operations business segment and higher losses recorded by the hotels and resorts business segment. The gaming operations was impacted by the implementation of MCO 2.0 whereas the hotels and resorts segment was impacted by the border closures and domestic travel restrictions. The results were further impacted by the impairment in value of an associated company, inventories as well as property, plant and equipment as disclosed in Note A3. However, the other business segments recorded profits to mitigate the losses.

The pre-tax profit reported in the previous year corresponding quarter included the significant gain of about RM662.11 million from the disposal of the trust beneficial interest on the hotel component of the Four Seasons Hotel & Hotel Residence Kyoto, Japan.

Marketing of consumer products and services

The marketing of consumer products and services segment reported a pre-tax profit in the current quarter as compared to the pre-tax loss in the previous year corresponding quarter. The pre-tax profit was primarily contributed by HR Owen from the motor distribution business. This was mainly due to higher sales as mentioned above and also lower operating expenses incurred as a result of certain austerity measures undertaken by the company, coupled with support fee income received from franchises as well as certain business relief support from the United Kingdom ("UK") government since the preceding quarter.

The pre-tax loss in the previous year corresponding quarter included the recognition of amortisation of intangible assets amounting to about RM36 million in relation to the telecommunication licences.

Restaurants and cafes

The restaurants and cafes segment reported higher pre-tax profit which is in line with its higher revenue as mentioned above.

Property investment and development

The property investment and development segment reported a pre-tax profit in the current quarter as compared to the pre-tax loss in the previous year corresponding quarter. This was mainly due to the sale of overseas residence units in the current quarter under review.

Hotels and resorts

The hotels and resorts segment reported a loss primarily due to international border closures and domestic travel restrictions.

Gaming operations

The gaming operations reported lower pre-tax profit in line with the lower revenue achieved, coupled with higher prize payout in the current quarter under review.

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ADDITIONAL INFORMATION REQUIRED BY THE BURSA SECURITIES LR

Review of results for the financial period

The Group registered a revenue of RM5.71 billion and pre-tax profit of RM18.60 million for the financial period ended 31 March 2021 as compared to a revenue of RM6.13 billion and pre-tax profit of RM522.04 million reported in the previous year corresponding period.

Commentary on revenue

The Group recorded lower revenue for the financial period under review as compared to the previous year corresponding period. The gaming operations reported lower revenue as a result of the movement restrictions imposed by the Malaysian government. The hotels and resorts business segment is still severely impacted by restrictions on tourist arrivals. However, this was mitigated by the higher revenue from all other business segments.

Marketing of consumer products and services

The marketing of consumer products and services segment reported higher revenue mainly due to higher new model car sales generated by HR Owen from the motor distribution business as well as backlog orders fulfilment from the earlier COVID-19 pandemic lockdown in the United Kingdom which ended on 31 May 2020. However, the favourable result was affected by the decrease in both the telecommunication and retail distribution business.

Restaurants and cafes

With the gradual easing of the lockdown measures since the first quarter, the restaurants and cafes segment recorded higher same-store-sales growth, which resulted in the higher revenue recorded in the current financial period.

Property investment and development

The property investment and development segment registered higher revenue in the current period mainly due to the completion and handing over of a mixed development project located in Dong Nai, Vietnam. In addition, the sale of overseas residence units also further contributed to the increase in revenue in the current period under review.

Hotels and resorts

The hotels and resorts segment reported lower revenue mainly due to a significant fall in occupancy rates as a result of continued international border closures and domestic travel restrictions.

Gaming operations

STM contributed lower revenue primarily due to the introduction of various movement control orders in Malaysia since mid of March 2020, which entailed business closure in almost all the states in Malaysia.

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Commentary on results

The results for the cumulative nine months ended 31 March 2021 were impacted by the various movement restrictions and international border closures. These measures severely affected the gaming operations and the hotels and resorts business segment, both in Malaysia and overseas. However, the other business segments managed to record commendable results to offset the negative impacts. Furthermore, the Group also recognised a gain on disposal of Berjaya Jeju Resort Limited amounting to about RM67 million in the current financial period, following the completion of the JDC Lawsuit settlement.

In the previous year corresponding period, the results included a significant gain of about RM662.11 million from the disposal of the trust beneficial interest on the hotel component of the Four Seasons Hotel & Hotel Residence Kyoto, Japan.

Marketing of consumer products and services

The marketing of consumer products and services segment reported a pre-tax profit, with HR Owen being the main contributor. HR Owen benefited from the austerity measures undertaken, support fee income received from franchises and certain business reliefs from the UK government as mentioned above.

Restaurants and cafes

Higher pre-tax profit reported by restaurants and cafes segment mainly due to higher same-store-sales growth, effective cost management to mitigate the impact of COVID-19 pandemic as well as the positive effect from the closing of loss making outlets in the previous financial period.

Property investment and development

The property investment and development segment reported a pre-tax profit mainly due to the completion of the Vietnam project as well as the sale of the overseas residence units as mentioned above.

Hotels and resorts

The hotels and resorts segment reported a pre-tax loss in the current period mainly due to lower revenue as a result of the international border closures and domestic travel restrictions.

Gaming operations

The gaming operations reported lower pre-tax profit, which is in line with its lower revenue coupled with higher prize payout in the current financial period.

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ADDITIONAL INFORMATION REQUIRED BY THE BURSA SECURITIES LR

B2 Review of results of current quarter vs preceding quarter

	3-Month Ended		
	31/03/2021 RM'000	31/12/2020 RM'000	+ / (-) %
Revenue	<u>1,820,939</u>	<u>1,940,643</u>	<u>(6)</u>
Profit from operations	<u>30,358</u>	<u>73,535</u>	<u>(59)</u>
(Loss)/Profit before tax	<u>(28,161)</u>	<u>35,875</u>	<u>N/A</u>

For the current quarter under review, the Group recorded a revenue of RM1.82 billion and pre-tax loss of RM28.16 million as compared to a revenue of RM1.94 billion and pre-tax profit of RM35.88 million reported in the preceding quarter.

Commentary on revenue

The Group recorded lower revenue in the current quarter mainly from the gaming operations as well as the hotels and resorts business segment due to the impact of government-imposed restrictions as a preventive measure to curb the COVID-19 outbreak. In addition, property investment and development segment also recorded lower revenue as the substantial portion of the completed project in Vietnam was handed over to buyers in the preceding quarter. However, this was mitigated by the higher revenue from both motor distribution business operated by HR Owen and restaurants and cafes segment.

Marketing of consumer products and services

The marketing of consumer products and services segment reported higher revenue mainly due to the motor distribution business operated by HR Owen. The improved results in the current quarter was mainly due to higher sales from new car sector as well as the favourable foreign exchange effect in conversion into Ringgit Malaysia in the current quarter under review. However, this was dampened by the decrease in revenue from retail distribution business due to weaker consumer sentiment, weaker consumer spending power on non-daily necessities and non-essential goods and also competitive pressure from e-Commerce and Social e-Commerce.

Restaurants and cafes

The restaurants and cafes segment reported higher revenue in the current quarter under review due to the higher same-store-sales growth as mentioned in Note B1.

Property investment and development

Lower revenue reported by property investment and development segment in the current quarter mainly due to the timing of handing over a completed mixed development in Dong Nai, Vietnam. A substantial portion of the completed project was handed over to buyers in the preceding quarter. However, this was mitigated by the sale of overseas residence units.

Hotels and resorts

The hotels and resorts segment reported lower revenue mainly due to a significant fall in occupancy rates as a result of continued international border closures and domestic travel restrictions.

Gaming operations

Lower revenue reported by gaming operations in the current quarter mainly due to the implementation of MCO 2.0 as explained in Note B1 above.

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Commentary on results

The pre-tax loss reported in the current quarter was mainly due to lower revenue from hotels and resorts segment coupled with the impairment recognition for an associated company, inventories as well as property, plant and equipment as disclosed in Note A3. The pre-tax profit reported in the preceding quarter was mainly contributed by gaming operations.

Marketing of consumer products and services

The marketing of consumer products and services segment reported lower pre-tax profit mainly due to lower revenue from retail distribution business as explained above.

Restaurants and cafes

The restaurants and cafes segment reported higher pre-tax profit which is in tandem with higher sales in the current quarter.

Property investment and development

The property investment and development segment reported a pre-tax profit in the current quarter as compared to the pre-tax loss in the preceding quarter mainly due to the sale of overseas residence units.

Hotels and resorts

The hotels and resorts segment reported higher pre-tax loss as compared to the preceding quarter mainly due to lower revenue as mentioned above.

Gaming operations

The gaming operations reported lower pre-tax profit which is in line with its lower revenue coupled with higher prize payout in the current quarter as compared to the preceding quarter.

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B3 Future prospects

The COVID-19 pandemic which resulted in unprecedented preventive measures of varying degrees of global population lockdown had adversely impacted the global economy. With the gradual easing of global population lockdown, economic activities have progressively resumed. However, the subsequent surges in the infection of COVID-19 in many countries have resulted in the re-imposition of tighter movement controls. With the implementation of MCO 3.0 by the Malaysian Government effective 12 May 2021 until 7 June 2021 the recovery rate of the Group's business operations are expected to be dampened.

With the constantly evolving pandemic, it is challenging to ascertain the full extent and duration of the impact from the government-imposed restrictions to the Group's operations and financial performance. The economy is expected to recover at a slower pace as the business environment and consumer sentiments remain weak. The commencement of the National COVID-19 Immunisation Programme on 24 February 2021 is expected to drive the recovery of the Malaysian economy in due course.

Taking into account of the aforesaid, whilst the Directors expect the performance of the business operations of the Group for the remaining quarter of the financial year ending 30 June 2021 to remain challenging, the Directors view that the rapid surge in vaccination programmes internationally and in particular in the US, Europe, China and the Middle East, should re-energise travel and tourism activities which will augur positively for the Group's hotels and resorts and consumer retail businesses. Domestically, the Government's ongoing rollout of the National COVID-19 Immunisation Programme will allow for a return to normalcy resulting in a positive impact on the Malaysian economy which will translate into better prospects for the Group's businesses generally.

In addition, the Group is in the midst of embarking on a restructuring and rationalization process to transform the Group into a diversified consumer group comprising focused business sectors. This process will also entail clearly identifying core and non-core assets. The Directors envisage the transformation exercise when completed will have a positive impact on the Group's future prospects.

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B4 There is no profit forecast or profit guarantee for the financial period ended 31 March 2021.

B5 The taxation charge for the current quarter and financial period ended 31 March 2021 are detailed as follows:

	Current Quarter RM'000	Financial Period to date RM'000
Based on the results for the period:-		
Current period provision		
- In Malaysia	32,725	142,054
- Outside Malaysia	8,397	19,531
Deferred tax	13,464	(13,115)
Under provision in prior years	1,747	7,529
	<u>56,333</u>	<u>155,999</u>

The disproportionate tax charge of the Group for the current quarter/ financial period ended 31 March 2021 was mainly due to certain expenses or losses being disallowed for tax purposes, certain gains which are not taxable and non-availability of Group tax relief in respect of losses incurred by certain subsidiary companies.

B6 Profit/(loss) before tax is stated after charging/(crediting):

	Current Quarter RM'000	Financial Period to date RM'000
Interest income	(8,506)	(28,369)
Dividend income	(82)	(236)
Gain on disposal of property, plant and equipment	(8,859)	(39,872)
Gain on disposal of subsidiary companies	(15,879)	(82,975)
Gain on disposal of associated companies	(10,124)	(10,127)
Negative goodwill on an acquisition of a subsidiary company	-	(2,309)
Loss on deemed disposal of subsidiary companies	-	163
Fair value changes on derivative assets	976	189
Fair value changes on derivative liabilities	1,098	1,633
Depreciation of property, plant and equipment	49,547	163,482
Depreciation of right-of-use assets	63,314	177,636
Amortisation of intangible assets	10,197	30,770
Impairment in associated company	43,157	42,346
Impairment loss on receivables (net)	308	1,069
Provision for and write off of inventories	7,234	26,156
Reversal of impairment on amount owing from a joint venture	38	6,557
Foreign exchange (gain)/loss (net)	(16,953)	(9,780)
Fair value changes of investment properties (net)	4	318
Fair value changes of FVTPL investments (net)	<u>(9,577)</u>	<u>(17,563)</u>

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B7 (A) There has been no further development for those corporate proposals disclosed in Notes 45 and 46 to the audited financial statements of the Company for the financial year ended 30 June 2020.

(B) Events announced subsequent to the date of the audited financial statements:

(i) Partnership with New World Group to launch New World Capital Advisors Malaysia

On 18 March 2021, the Company announced that it has entered into a partnership with New World Capital Advisors Limited ("NWCA"), a leading London-headquartered merchant banking and investment company to establish New World Capital Advisors Sdn Bhd ("NCWA Malaysia").

The Company has subscribed for a 40% stake in NCWA Malaysia for USD240,000 (equivalent to approximately RM974,400) based on the founding share capital of USD500,000 (equivalent to approximately RM2,030,001) but the subscription money of USD240,000 shall be payable by the Company in four quarterly installments of USD60,000 each. As at 31 March 2021, the Company has paid the first installment of USD60,000 (equivalent to approximately RM243,600).

NCWA Malaysia will be focusing on providing advisory services including mergers and acquisitions, strategy and operations advice to diversified businesses, corporations, and institutional investors in Malaysia as well as neighbouring countries where they have a presence.

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B8 Group borrowings and debt securities as at 31 March 2021 were as follows:

		At end of current quarter RM'000
Short term borrowings		
Secured		
	Foreign currency amount	
Denominated in	'000	
Ringgit Malaysia	#	1,616,945
USD	12,324 *	51,152
SGD	8,775 *	27,038
GBP	40,293 *	229,524
PHP	407,105 *	34,829
VND	41,870,000 *	8,374
EUR	1,068 *	5,195
		<u>1,973,057</u>
Unsecured		
Denominated in		
Ringgit Malaysia		36,017
GBP	8 *	43
		<u>36,060</u>
		2,009,117
Long term borrowings		
Secured		
	'000	
Denominated in	#	
Ringgit Malaysia	#	2,457,459
SGD	43,912 *	135,314
JPY	2,269,328 *	85,294
VND	84,215,000 *	16,843
EUR	53,165 *	258,725
ISK	2,200,000 *	72,118
		<u>3,025,753</u>
Unsecured		
Denominaed in		
GBP	43 *	243
		<u>243</u>
		3,025,996
Total bank borrowings		<u><u>5,035,113</u></u>
* Converted at the respective exchange rates prevailing as at 31 March 2021		
# Includes medium term notes		
- short term (Conventional)		354,888
- short term (Islamic)		31,380
		<u>386,268</u>
- long term (Conventional)		743,186
- long term (Islamic)		50,000
		<u>793,186</u>
		<u><u>1,179,454</u></u>

BERJAYA CORPORATION BERHAD

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ADDITIONAL INFORMATION REQUIRED BY THE BURSA SECURITIES LR

B9 There is no change in material litigation since the last annual reporting date up to the date of this announcement, other than as disclosed in Note A9, except for the following:-

(a) Note 40(2) regarding the STC Proposals proceedings

With reference to the conditional sale and purchase agreement ("SPA") entered into by Berjaya Tagar Sdn Bhd ("BTSB") with Selangor Turf Club ("STC") for the acquisition of 3 parcels of leasehold land measuring a total area of approximately 244.79 acres located in Sungai Besi together with all existing buildings and fixtures erected thereon ("Sungai Besi Land") for a total consideration of RM640.0 million to be settled by way of cash of RM35.0 million payable to STC and the balance of RM605.0 million to be satisfied by a transfer to STC of 750 acres of land located in Sungai Tinggi ("Sungai Tinggi Land") with a newly built turf club ("NewSTC") thereon ("STC Proposals"), for which BTSB had proposed to acquire the Sungai Tinggi Land from BerjayaCity Sdn Bhd, ("BCity"), a subsidiary company of Berjaya Corporation Berhad and to appoint BCity as the turnkey contractor of the new turf club ("BCity Project"), BTSB subsequently entered into supplemental agreement for an extension of time until 18 January 2020 to fulfil certain conditions precedent. The conditions precedent that have not been fulfilled are as follows:

- 1) renewal of the consent by Land and Mines Department (Federal) for the transfer to BTSB of the portion of the Sungai Besi Land (held under H.S.(D) 61790 No. P.T. 2872 in the Mukim of Petaling, District and State of Wilayah Persekutuan) that is situated in Wilayah Persekutuan, Kuala Lumpur which had expired on 11 January 2006; and
- 2) the approvals, permits or consents of any other relevant authorities as may be required by applicable laws 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 amended master layout plan which was re-submitted on 19 August 2008;
 - (ii) approval from the Majlis Daerah Hulu Selangor ("MDHS") for the Development Order and building plan pertaining to the construction of the new turf club after approval under item 2(i) above is obtained; and
 - (iii) approval from the State Exco of Selangor for the conversion and sub-division of Sungai Tinggi Land after approvals under items 2 (i) and (ii) above are obtained.

On 10 November 2017, BLand announced that further to the legal proceedings instituted by BLand, BTSB and BCity (the "Applicants") in March 2016 against the (1) Selangor State Government, (2) MDHS, (3) Majlis Daerah Kuala Selangor, (4) Pengarah Pejabat Tanah & Galian Negeri Selangor, (5) Pengarah Jabatan Perancangan Bandar dan Desa Negeri Selangor, (6) Pengarah Jabatan Kerja Raya Negeri Selangor, (7) Pengarah Jabatan Alam Sekitar Negeri Selangor and (8) Pengarah Jabatan Geosains Negeri Selangor (the "Respondents") by way of an application for judicial review in the Shah Alam High Court, the High Court had on 9 November 2017 decided on the judicial review in favour of the Applicants.

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(a) Note 40(2) regarding the STC Proposals proceedings (continued)

The judgment rendered on 9 November 2017 was as follows:

- 1) The Applicants' applications against the 2nd, 3rd, 4th, 6th, 7th and 8th Respondents were dismissed with costs of RM2,000.00 awarded to the 2nd, 3rd, 4th, 6th, 7th and 8th Respondents respectively.
- 2) The Applicants are allowed to proceed with the development.
- 3) The Applicants are required to submit the relevant documents to the relevant technical departments for comments.
- 4) The technical departments are directed to respond within 3 months from the receipt of these documents, and failing which it is deemed that they have no objection to these documents.
- 5) Pursuant to an order in the nature of mandamus, the 1st and 5th Respondents are directed to re-table the Applicants' proposal papers to relocate and construct the Selangor Turf Club before the National Physical Planning Council within 3 months after the receipt of the proposal papers from the Applicants.
- 6) The Applicants are directed to submit the said proposal papers within 1 month upon receipt of the fair order, failing which the Applicants shall forfeit the benefit of the order of mandamus pursuant to paragraph (5) above.
- 7) The 1st and 5th Respondents are ordered to pay the Applicants compensation for any loss suffered by the Applicants. The amount of such compensation will be assessed in subsequent proceedings.

On 14 December 2017, BLand announced that the Selangor State Government and several other respondents ("the Appellants") have filed a Notice of Appeal to the Court of Appeal to appeal against the above decision of the Shah Alam High Court ("Main Appeal").

The 1st and 5th Respondents have also applied to stay the ongoing proceedings in the Shah Alam High Court and the execution of the Shah Alam High Court judgment in the judicial review proceedings ("Stay of Proceedings Application"). The Applicants have applied to the Shah Alam High Court for an extension of time to submit the proposal papers to the 1st and 5th Respondents ("Extension of Time Application"). In addition, the Applicants have also filed an application for assessment of compensation pursuant to the aforesaid Shah Alam High Court judgment ("Assessment Proceedings").

The Court of Appeal has granted a stay of execution of the Shah Alam High Court judgment and the Assessment Proceedings pending the disposal of the Main Appeal at the Court of Appeal.

The hearing of the Selangor State Government's appeal at the Court of Appeal, which was previously fixed on 24 October 2019 has been vacated by the Court of Appeal. The Court of Appeal will instead hear a motion by the Selangor State Government to adduce further evidence in this matter. The Court of Appeal has fixed 22 November 2019 as case management date to fix the hearing date of the Main Appeal. On 22 November 2019, the Court of Appeal fixed the hearing date of the Main Appeal on 27 March 2020.

The hearing of the Selangor State Government' motion to adduce further evidence in the matter was dismissed by the Court of Appeal on 24 October 2019. The Appellants subsequently filed a motion for leave to appeal to the Federal Court against the decision of the Court of Appeal in dismissing the Appellants' motion to adduce further evidence (the "FC Leave Motion"). The Federal Court has fixed the hearing of the Appellants' application for leave to appeal on 13 April 2020.

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(a) Note 40(2) regarding the STC Proposals proceedings (continued)

The Appellants have also filed a stay application to stay the hearing of the Main Appeal pending disposal of the FC Leave Motion. This stay application is fixed for hearing on the same day as the hearing of the Main Appeal, that is on 27 March 2020. In the event that the stay is refused by the Court of Appeal, the hearing of the Main Appeal will proceed.

Due to the MCO coming into effect on 18 March 2020, the hearings of the FC Leave Motion and the application for stay as well as the main appeal were postponed to 6 July 2020 and 2 July 2020 respectively. A case management date for the main appeal was also fixed for 9 July 2020 by the Court of Appeal.

Subsequently, the Appellants have withdrawn both FC Leave Motion and the stay application at the Court of Appeal on 19 June 2020 and 2 July 2020 respectively. The hearing of the Main Appeal by the Court of Appeal was initially fixed on 14 December 2020. After several postponements, the Court of Appeal has now fixed the hearing date of the Main Appeal on 29 June 2021.

The STC Proposals proceedings are still ongoing.

(b) Note 40(4) regarding the GMOC Project Arbitration Proceedings

On 16 December 2015, BLand announced that Berjaya (China) Great Mall Co. Ltd ("GMOC"), a 51%-owned subsidiary of Berjaya Leisure (Cayman) Limited, which in turn is a wholly-owned subsidiary of BLand had entered into a Construction Project Transfer Agreement ("Contract") with Beijing SkyOcean International Holdings Limited ("Beijing SkyOcean"), for the proposed disposal of the Berjaya (China) Great Mall Recreation Centre which is under construction and located in Sanhe City, Hebei Province, the People's Republic of China ("Great Mall Project"), for a cash consideration of RMB2.08 billion (or about RM1.39 billion) ("Proposed Disposal").

Beijing SkyOcean has paid:

(i) RMB50.0 million (or about RM33.4 million) to GMOC on the signing of the Contract; and
(ii) RMB1.015 billion (or about RM677.92 million) paid into an escrow bank account ("1st Instalment"). This amount shall be released to GMOC within 5 working days after all condition precedents ("CP") have been fulfilled.

On 16 December 2016, BLand announced that the Proposed Disposal has been completed with the receipt of RMB1.015 billion or 1st Instalment by GMOC from the escrow bank account following the fulfilment of all CP. The balance of cash consideration of RMB1.015 billion will be received by November 2017 ("Final Instalment").

Subsequently, on 28 April 2017, BLand announced that following the completion of the Proposed Disposal, GMOC has entered into a supplementary agreement with Beijing SkyOcean to adjust the total cash consideration pursuant to the Proposed Disposal from RMB2.08 billion to RMB2.039 billion, and accordingly revise the Final Instalment to RMB974.07 million as a result of part of the land being regained by Sanhe Land and Resource Bureau, reimbursement of theme park equipment and shared expenses relating to certain electrical works.

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(b) Note 40(4) regarding the GMOC Project Arbitration Proceedings (continued)

SkyOcean Holdings Group Limited which holds 100% stake in Beijing SkyOcean, and its major shareholder, Mr. Zhou Zheng ("the Guarantors") shall guarantee the performance of the obligations by Beijing SkyOcean pursuant to the Contract.

On 8 December 2017, BLand announced Beijing SkyOcean had not remitted the Final Instalment to GMOC by the appointed time. Hence, GMOC after seeking legal advice, had on 7 December 2017, issued a notice of demand to Beijing SkyOcean and the Guarantors to pay to GMOC the Final Instalment and accrued late payment interest within 3 days upon receipt of the said notice, failing which GMOC will take all relevant legal measures, including commencing legal proceeding in Hong Kong against Beijing SkyOcean and the Guarantors to protect and enforce GMOC's legitimate rights.

On 19 January 2018, BLand announced that GMOC submitted a Notice of Arbitration to the Hong Kong International Arbitration Centre against Beijing SkyOcean and the Guarantors to seek recovery of the Final Instalment and accrued late payment interest as well as other reliefs.

The arbitration hearing was held and concluded in the week of 16 December 2019.

On 27 May 2020, BLand announced that GMOC has on 21 May 2020 obtained a favourable arbitration award from the HKIAC ("Final Award"), details of which are as follows:-

- (i) Beijing SkyOcean shall pay to GMOC the outstanding balance amount of RMB974.07 million;
- (ii) Beijing SkyOcean shall pay liquidated damages on the outstanding balance amount calculated at the People's Bank of China's lending rate of 4.75% per annum from the payment due date of 28 November 2017 until the date full payment is made;
- (iii) The Guarantors shall be jointly and severally liable for the amounts payable by Beijing SkyOcean under the Final Award; and
- (iv) The Respondents shall jointly pay legal costs of about RMB15.9 million (or about RM9.72 million) and arbitration costs of about HKD3.96 million (or about RM2.23 million) within 30 days after issuance of the Final Award, failing which late payment interest at 8% per annum shall be charged from the due date until the date of actual payment.

On 18 December 2020, Beijing Fourth Intermediate People's Court ordered the recognition and enforcement of GMOC's Final Award under the Supplemental Arrangement Concerning Mutual Enforcement of Arbitral Awards between the Mainland and the Hong Kong Special Administrative Region ("HKSAR"), which was entered between the Chinese Supreme People's Court and HKSAR.

GMOC has proceeded to seek enforcement of the Final Award in all relevant jurisdictions. GMOC has also proceeded to serve the bankruptcy petition on one of the Guarantors, Mr. Zhou Zheng, in Hong Kong.

The above mentioned enforcement proceedings is still ongoing.

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B10 The Board does not recommend any dividend for the current quarter under review (previous year corresponding quarter ended 31 March 2020: Nil).

B11 The basic and diluted (loss)/earnings per share are calculated as follows:

	Group (3-month period)			
	31/03/2021	31/03/2020	31/03/2021	31/03/2020
	RM'000		sen	
Net (loss)/profit for the quarter	(87,565)	412,521		
Impact on statement of profit or loss upon conversion of ICULS				
- BCorp ICULS 2012/2022	688	1,496		
- BCorp ICULS 2016/2026	134	213		
Adjusted net (loss)/profit for the quarter	<u>(86,743)</u>	<u>414,230</u>		
Weighted average number of ordinary shares in issue with voting rights ('000)	5,002,000	5,146,745		
Weighted average number of shares to be issued upon conversion of mandatorily convertible ICULS ('000)	<u>707,282</u>	<u>747,835</u>		
Number of shares used in the calculation of basic (loss)/profit per share ('000)	<u>5,709,282</u>	<u>5,894,580</u>		
Basic (loss)/earnings per share			<u>(1.52)</u>	<u>7.03</u>
Adjusted net (loss)/profit for the quarter	(86,743)	414,230		
Dilution effect on exercise of Berjaya Food Berhad share options	(36)	-		
	<u>(86,779)</u>	<u>414,230</u>		
Number of shares used in the calculation of diluted (loss)/earnings per share ('000)	<u>5,709,282</u>	<u>5,894,580</u>		
Diluted (loss)/earnings per share			<u>(1.52)</u>	<u>7.03</u>

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B11	Group (9-month period)			
	31/03/2021	31/03/2020	31/03/2021	31/03/2020
	RM'000		sen	
Net (loss)/profit for the period	(196,224)	223,874		
Impact on statement of profit or loss upon conversion of ICULS				
- BCorp ICULS 2012/2022	2,449	3,860		
- BCorp ICULS 2016/2026	428	494		
Adjusted net (loss)/profit for the period	<u>(193,347)</u>	<u>228,228</u>		
Weighted average number of ordinary shares in issue with voting rights ('000)	4,957,624	5,158,909		
Weighted average number of shares to be issued upon conversion of mandatorily convertible ICULS ('000)	<u>724,598</u>	<u>747,835</u>		
Number of shares used in the calculation of basic (loss)/profit per share ('000)	<u>5,682,222</u>	<u>5,906,744</u>		
Basic (loss)/earnings per share			<u>(3.40)</u>	<u>3.86</u>
Adjusted net (loss)/profit for the period	(193,347)	228,228		
Dilution effect on exercise of Berjaya Food Berhad options	<u>(103)</u>	<u>-</u>		
	<u>(193,450)</u>	<u>228,228</u>		
Number of shares used in the calculation of diluted (loss)/earnings per share ('000)	<u>5,682,222</u>	<u>5,906,744</u>		
Diluted (loss)/earnings per share			<u>(3.40)</u>	<u>3.86</u>

c.c. Securities Commission