



BERJAYA
BERJAYA ASSETS BERHAD
(Company No. 3907-W)



ANNUAL REPORT 2014



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CORPORATE INFORMATION



BOARD OF DIRECTORS

Chairman/Independent Non-Executive
YAM Tunku Dato' Seri Shahabuddin
Bin Tunku Besar Burhanuddin

Executive Directors
Tan Thiam Chai
Datuk Lye Ek Seang

Non-Independent Non-Executive
Chan Kien Sing
Lim Meng Kwong
Dato' Dickson Tan Yong Loong

Independent Non-Executive
Datuk Robert Yong Kuen Loke
Heng Kiah Choong
Dato' Mohd Salleh Bin Ahmad

AUDIT AND RISK MANAGEMENT COMMITTEE

Heng Kiah Choong (Chairman)
Chan Kien Sing
Dato' Mohd Salleh Bin Ahmad

NOMINATION COMMITTEE

YAM Tunku Dato' Seri Shahabuddin
Bin Tunku Besar Burhanuddin
(Chairman)
Heng Kiah Choong
Dato' Mohd Salleh Bin Ahmad

REMUNERATION COMMITTEE

YAM Tunku Dato' Seri Shahabuddin
Bin Tunku Besar Burhanuddin
(Chairman)
Heng Kiah Choong
Dato' Mohd Salleh Bin Ahmad

SECRETARIES

Su Swee Hong
(MAICSA No. 0776729)

Wong Siew Guek
(MAICSA No. 7042922)

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

Deloitte
Chartered Accountants
Level 16, Menara LGB
1 Jalan Wan Kadir
Taman Tun Dr. Ismail
60000 Kuala Lumpur

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
OCBC Bank (Malaysia) Berhad
Bank Pembangunan Malaysia Berhad
Alliance Bank Malaysia Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia
Securities Berhad

STOCK SHORT NAME

BJASSET (3239)

PLACE OF INCORPORATION AND DOMICILE

Malaysia

PROFILE OF DIRECTORS



YAM TUNKU DATO' SERI SHAHABUDDIN BIN TUNKU BESAR BURHANUDDIN

D.K, S.P.T.J., AO (Australia)
79 years of age, Malaysian
Chairman
Independent Non-Executive

YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin was appointed to the Board as Chairman on 3 August 2009. He graduated with a Bachelor of Science (Economics) from Queens University of Belfast, Northern Ireland.

He began his career with Esso Malaysia Limited as an economic analyst and moved on as a Finance Manager in one of the finance companies within Malayan Banking Group. Currently he is the Executive Chairman and co-founder of Strateq Group which is a leading technology provider offering scalable integrated solutions that has been instrumentally localised and expanding to countries in the Asia Pacific Region.

Amongst the accolades bestowed on Tunku are "Darjah Kerabat Terengganu Yang Amat Mulia Darjah Yang Pertama (D.K.)" by his Royal Highness the Sultan of Terengganu, DYMM Sultan Ismail Nasiruddin Shah; "Darjah Seri Paduka Tuanku Ja'afar Yang Amat Terpuji (S.P.T.J)" awarded by His Royal Highness The Yang Di-Pertuan Besar Negeri Sembilan, DYMM Tuanku Ja'afar; "Honorary Officer (AO) in the General Division of the Order of Australia" for his service to Australian-Malaysian relations awarded by the Governor-General of the Commonwealth of Australia; and "Austrade International Award 2000" for outstanding contribution to Australia's international trading performance by a foreign individual based outside Australia.

Tunku is the Vice Chairman of Iris Corporation Berhad, a MSC Status company listed on the ACE Market of Bursa Malaysia Securities Berhad and involved in the business of technology consulting, implementation of digital identity and business solutions. He is a Director of Axis Reit Managers Berhad and several other private limited companies.

Tunku is the Chairman of the Nomination Committee and the Remuneration Committee.



TAN THIAM CHAI

55 years of age, Malaysian
Executive Director

He was appointed to the Board on 16 July 2008 and appointed as an Executive Director of the Company on 18 June 2009. He graduated with a Diploma in Commerce (Financial Accounting) from Kolej Tunku Abdul Rahman and also completed The Association of Chartered Certified Accountants (UK) professional course in 1981. He is a Fellow member of the Association of Chartered Certified Accountants (UK) since 1990 and also a member of the Malaysian Institute of Accountants.

He started work with an accounting firm in Kuala Lumpur for about 2 years and thereafter served in various Finance and Accounting positions with the Hong Leong Group of Companies in Malaysia as well as in Hong Kong for about 8 years. He joined the Berjaya Corporation Group of Companies in early 1991 as a Finance Manager of an operating subsidiary and was promoted to Operation Manager later that year. In 1992, he was transferred to the Corporate Head Office of Berjaya Group Berhad to head the Group Internal Audit function and subsequently in 1993, he was promoted to oversee the Group Accounting function of Berjaya Group Berhad.

Currently, he is the Chief Financial Officer of Berjaya Corporation Berhad. He is also an Executive Director of Berjaya Land Berhad, a Director of Atlan Holdings Bhd, Berjaya Food Berhad, Magni-Tech Industries Berhad, Cosway Corporation Berhad, Indah Corporation Berhad, Cosway Corporation Limited, Hong Kong and Taiga Building Products Ltd, Canada.

He also holds directorships in several other private limited companies.

PROFILE OF DIRECTORS



DATUK LYE EK SEANG

49 years of age, Malaysian
Executive Director

He was appointed to the Board as Independent Non-Executive Director on 19 April 2012. On 8 January 2013, he was appointed as an Executive Director of the Company.

He is the founding member of Sunzi Association of Malaysia. He holds a Bachelor of Science (Hons) degree in Mathematics from the University of Malaya. While in University of Malaya, he was "The Sportman of the Year" in 1998, founder and instructor of Persatuan Taekwando (WTF) University of Malaya. He joined the Rejimen Askar Wataniah (Reserved Officer Training Unit-ROTU) and was commissioned as Second Lieutenant by Duli Yang Maha Mulia Seri Paduka Baginda Yang Dipertuan Agong on 15 June 1989.

He was a Non-Independent Non-Executive Director and Audit Committee Member of Magna Prima Berhad from 16 July 2007 to 24 June 2009. He was also a Non-Independent Non-Executive Director of Ho Hup Construction Company Berhad from August 2008 and re-designated as Deputy Executive Chairman from December 2008 until March 2010.

Currently, he is an Executive Director of Berjaya Times Square Sdn Bhd and a Director of Cardiff City Football Club. He is also a Trustee of Tropicana Foundation and sits on the Board of several other private limited companies involved in manufacturing, television program production and distribution, biotechnology and property development.



CHAN KIEN SING

58 years of age, Malaysian
Non-Independent Non-Executive Director

He was appointed to the Board on 9 April 2001. 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 Corporation Berhad, Berjaya Sports Toto Berhad, 7-Eleven Malaysia Holdings Berhad (formerly known as Seven Convenience Berhad) and Berjaya Media Berhad. He is the Managing Director of Sun Media Corporation Sdn Bhd and also a Director of Berjaya Times Square Sdn Bhd, Berjaya Group Berhad, Berjaya Capital Berhad, Intan Utilities Berhad, Berjaya Vacation Club Berhad, Berjaya Retail Berhad and International Lottery & Totalizator Systems Inc, United States of America. He also holds directorships in several other private limited companies.

He is a member of the Audit and Risk Management Committee.

PROFILE OF DIRECTORS



LIM MENG KWONG

61 years of age, Malaysian
Non-Independent Non-Executive Director

He was appointed to the Board on 7 May 2003. He is a member of Malaysian Institute of Accountants and holds a Master's degree in Business Administration from the Cranfield Institute of Management, United Kingdom.

Currently, he is the Special Projects Director and was previously the head of the Group Investment Division of Berjaya Corporation Berhad holding the position as Senior General Manager. Prior to joining Berjaya Corporation Berhad, he was working in the Corporate Finance Division in a leading local merchant bank and has various financial and audit experience both in Malaysia and the United Kingdom.

He is the President of Berjaya Philippines Inc. and a Director of Tien Wah Press Holdings Berhad. He also holds directorships in various subsidiaries of Berjaya Assets Berhad and Berjaya Corporation Berhad.



DATUK ROBERT YONG KUEN LOKE

62 years of age, Malaysian
Independent Non-Executive Director

He was appointed to the Board on 9 April 2001. 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 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 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 Corporation Berhad, Berjaya Land Berhad and Berjaya Sports Toto Berhad.

PROFILE OF DIRECTORS



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 19 April 2012. 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 Corporation Berhad, Berjaya Land Berhad, Berjaya Sports Toto Berhad and Tropicana Golf & Country Resort Berhad.

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

His uncle, Tan Sri Dato' Seri Vincent Tan Chee Yioun is a major shareholder of the Company.



HENG KIAH CHOONG

65 years of age, Malaysian
Independent Non-Executive Director

He was appointed to the Board on 27 February 2001. He started his sports-related business upon completion of his secondary education in 1966. Currently, he is the Managing Director of Sai (M) Sdn Bhd, overseeing the overall management of the graphic design and Sports Event Management departments. He has extensive interest in sports-related business and activities. He is currently the Senior Vice-President of the Malaysian Tenpin Bowling Congress, Deputy President of Kuala Lumpur Tenpin Bowling Congress and Marketing Committee of Olympic Council of Malaysia, Board Member of Tun Hussein Onn Eye Hospital, Council Member of Malaysia Blind Association and the Chairman of the Rehabilitation and Recreation for the Disabled, Selangor. His company is the marketing representative of the International Sepak Takraw Federation responsible in the marketing and promotion of sepak takraw and distribution of sepak takraw equipment.

He is the Chairman of the Audit and Risk Management Committee and a member of the Nomination Committee and the Remuneration Committee.

PROFILE OF DIRECTORS



DATO' MOHD SALLEH BIN AHMAD

72 years of age, Malaysian
Independent Non-Executive Director

He was appointed to the Board on 28 March 2005. He graduated with a degree in Bachelor of Arts (Second Class Honours), University of Malaya. He began his career with the Ministry of Finance as Assistant Secretary in 1966. He was promoted to Principal Assistant Secretary in 1969 and was the Deputy Head of Division prior to his departure in 1988. Thereafter, he joined the Ministry of Defence and was the Director of Establishment and Services. He was appointed as the Chief Executive Officer of Koperasi Serbaguna Anak-Anak Selangor Berhad (KOSAS) in 1991 until January 2005. He also holds directorships in several private limited companies.

He is a member of the Audit and Risk Management Committee, the Remuneration Committee and the Nomination Committee.

Save as disclosed, none of the Directors have:-

1. Family relationship with any Directors and/or major shareholders of the Company;
2. Conflict of interest with the Company; and
3. Conviction for offences within the past 10 years other than traffic offences.

CHAIRMAN'S STATEMENT

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



Artist impression of the refurbished Berjaya Waterfront Johor Bahru.



BTS received an award from Malaysia Book of Records for the First Gamers' Vault in Malaysia.

FINANCIAL RESULTS

For the financial year ended 30 June 2014, the Group registered a revenue of RM419.4 million compared to a revenue of RM361.6 million reported in the previous year. The increase in revenue was mainly contributed by its principal subsidiary, Berjaya Times Square Sdn Bhd ("BTSSB") group. BTSSB group achieved higher rental and jetty operation income as well as hotel revenue from the consolidation of the full year's results of Berjaya Waterfront Johor Bahru ("BWJB") as compared to about 3½ months' results in the previous year. Natural Avenue Sdn Bhd ("NASB") reported a marginal increase in revenue despite having fewer draws in the year under review.

The Group registered a higher pre-tax profit of RM121.7 million for the financial year under review compared to RM70.8 million in the previous year mainly due to higher gain from fair value changes of investment properties, higher gain registered on disposal of investment properties and higher profit contribution from BTSSB group arising from the full year's consolidation of BWJB. In addition, the Group reported higher impairment loss of available-for-sale (AFS) quoted investments in the previous year. NASB's pre-tax profit remained comparable to the previous financial year.

DIVIDENDS

For the financial year ended 30 June 2014, the Board recommended a final dividend of 2 sen single tier exempt dividend per ordinary share of RM1.00 each for the approval of shareholders at the forthcoming annual general meeting.

SIGNIFICANT CORPORATE DEVELOPMENTS

- On 9 December 2013, BAssets entered into a share sale agreement for the disposal of 150.00 million ordinary shares of RM1.00 each representing 20% equity interest in its then wholly-owned subsidiary, BTSSB to D.Y.M.M. Sultan Ibrahim Ismail Ibni Almarhum Sultan Mahmud Iskandar Al-Haj for a total cash consideration of RM250.00 million or at RM1.67 per BTSSB share. Following the completion of the disposal, BTSSB is now an 80%-owned subsidiary of BAssets.
- On 18 February 2014, Cardiff Asset Limited, a 70%-owned subsidiary of BAssets, entered into an agreement with Frasers Islington Limited and Frasers Islington Properties Limited for the acquisition of freehold land with a leasehold building erected thereon known as 'Islington On The Green' in Islington, London, United Kingdom for a total cash consideration of £39.00 million (approximately RM213.25 million then). The said acquisition was completed on 3 September 2014.

CHAIRMAN'S STATEMENT



Uniqlo, a Japanese clothing brand offering innovative and exceptional clothing for men, women and kids.



Escape Room is Malaysia's first real physical adventure game which requires players to escape from imprisonment.



Snowflake uses the best, natural and fresh ingredients to make their desserts.

PROPERTY INVESTMENT AND DEVELOPMENT

BTSSB owns and manages the Berjaya Times Square ("BTS") mall. BTS is acknowledged as Malaysia's largest inner-city shopping cum leisure mall with a gross built-up area of 7.5 million square feet on a 10-acre piece of land. An international landmark that is very popular for the tourists as well as amongst the middle income and mass markets. BTS comprises a 12-level shopping mall, two 46-storey towers of service suites and hotel, 5 levels of basement and 10 floors of annexed car parks.

Entering its eleventh year of operations, BTS recorded an occupancy rate of 88% as of June 2014 with a total of 3.2 million lettable square feet inclusive of car park.

Averaging 2.5 million visitors a month, the 12-level stratified shopping mall which measures approximately 3.5 million square feet houses:

- More than 1,000 units of strategically selected retail shops and food and beverage outlets;
- Berjaya Times Square Theme Park which is Malaysia's largest indoor theme park with 14 major rides and attractions;
- The IT Centre covering more than 34,090 square feet and catering to all modern digital lifestyle needs;
- The 9-screen Golden Screen Cinemas (GSC);
- GSC Maxx, Malaysia's largest digital hall with a seating capacity of 555;
- Ampang Superbowl - one of the largest bowling centres in the country with 48 lanes;
- Cold Storage Supermarket;
- Taste of Asia Food Court at Lower Ground Floor, and Lifestyle Food Channel at 4th Floor Central;
- 1st Avenue, one of the first themed retail districts in the city which spans 25,000 square feet and hosts 35 lots and 45 kiosks recreating the shopping experience of 5th Avenue in New York;

- Central Park, the shopping district at 3rd Floor Central consisting of 40 lifestyle boutiques and notable lifestyle brands in a landscaped area measuring 5,000 square feet;
- Tiny Taipei, the latest shopping district at 3rd Floor East measuring 6,459 square feet. It is home to 43 small lots that host a variety of novelties, and 7 kiosks serving street food and snacks.

Staying true to its creed as an award-winning, record-making shopping mall, BTS garnered two awards at the annually held international 5th CMO Asia Awards. BTS was recognized as the award winner for two categories: Most Admired Marketing Campaign of the Year and Most Admired Shopping Mall of the Year – Marketing and Consumer Promotions.

Moreover, as the Guinness World Records™ holder for the World's Largest Capsule Vending Machine, it was only fitting that BTS continued to reel in further accolades. During the financial year under review, BTS launched the First Ames Room and First Gamers' Vault in Malaysia which were recognized by the Malaysia Book of Records.

Many food and beverage brands such as BBQ Chicken, Empire Sushi, Jollibean, Dragon-i, Pizza Hut, Kluang Station, Snowflake, Tappers Café, Tokyo Kitchen, and Wrapstarzz are also available in BTS. For a wide array of Asian and international cuisine, shoppers can head to Taste of Asia at Lower Ground Floor, or Lifestyle Food Channel at 4th Floor Central.

In Johor Bahru, BWJB which is located strategically within the government-sanctioned Iskandar Economic Zone, covers 18 acres of prime land which houses exclusive facilities such as a 12-level hotel, a 5-level shopping complex, offering an array of retail and entertainment solutions, dining and recreation options, and the only duty free zone with a unique 'Airport in the City' concept offering wide selections of imported products at competitive prices.



BTS received an award from Malaysia Book of Records for the First Ames Room in Malaysia.



NASB donated RM300,000 to STEC Kidney Foundation.

In line with on-going efforts to establish BWJB as the iconic international lifestyle, retail, entertainment and travel hub of the South, BTSSB group has embarked on and completed several phases of its plans to upgrade facilities and services at BWJB. As a start, BWJB was given a face lift with a fresh coat of paint. BWJB is currently undergoing refurbishment of facilities such as toilets, ceiling and floor tiles which is expected to be completed in 2015. A mechanical and electrical overhaul is also in progress to ensure a holistic shopping experience.

Apart from the refurbishments, BWJB has also improved on its branding and marketing strategies such as the signage and logo installation on the rooftop. In addition, plans to revamp the Level 1 walkway to the ferry terminal are being finalized with the intention of attracting food and beverage operators to operate along the walkway. Fuelled by a flourishing market, BWJB is set to cater to affluent shoppers from Singapore and Indonesia via the causeway and its international ferry terminal.

GAMING

NASB is the exclusive agent for Sarawak Turf Club's Special Cash Sweep Number Forecast Lotteries. Going into its 20th year of operation, NASB has registered a marginal increase in its financial performance in spite of fewer draws as a result of the strategic location of its sales outlets, improved customer service and continuous sales promotions during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

BTS was the venue sponsor for the 4th Berjaya Founder's Day on 22 February 2014. At this year's event, Tan Sri Dato' Seri Vincent Tan, Better Malaysia Foundation, and Berjaya Cares Foundation contributed approximately RM25.6 million to 90 charitable organizations.

BTS also supported local community events such as the National Kidney Foundation - Free Health Screening, Rotary Club of Bukit Bintang - Free Medical Examination for Breast Cancer, World Dental Health Day 2013 and the Fifth Residential College of University Malaya - National Blood Donation Day, to name a few.

During the year under review, NASB's CSR activities included the contribution of an annual donation of RM300,000 to Sarawak Turf Club Kidney Foundation to assist the underprivileged suffering from renal failure to undergo dialysis at appointed dialysis centres in Kuching, Miri and Sibiu.

NASB shared the spirit of Chinese New Year with 800 residents from 25 charitable organizations in Sarawak by hosting a CASHSWEEP Annual Charity Event in Sibiu where donations and angpows were distributed.

In keeping with its tradition of supporting local culture and sports events, NASB continued to sponsor the Kuching CASHSWEEP Martial Arts Display, hosted by Kuching South City Council in its annual Kuching Festival celebration. The event featured approximately 1,000 martial arts exponents showcasing their skills and talents. It was aimed at promoting greater understanding among the multi-racial and multi-cultural population, as well as cultivating goodwill.

NASB also sponsored CASHSWEEP Padawan Raft Safari, organized by Padawan Municipal Council during its Padawan Festival celebration. Approximately 400 local and foreign participants took part in the safari, which attracted good publicity in the local papers and television coverage.

CHAIRMAN'S STATEMENT



BTS was the venue sponsor for Berjaya Founder's Day 2014.



World Dental Health Day 2013 which was officiated by Datin Seri Hajah Rosmah Mansor.

FUTURE OUTLOOK

The Malaysian economy is expected to grow between 5.5% to 6.0% for the second half of 2014 with private sector activity as the key growth driver. However, the rising cost of living and the impending implementation of the Goods and Service Tax ("GST") in April 2015 is expected to affect consumer sentiments and spending.

In this challenging and uncertain scenario, the BTSSB group will continue with its strategy to organize and promote more events and activities to appeal to both new and regular shoppers and visitors. With its aggressive promotional activities and completion of its refurbishment exercise, BTSSB group is expected to maintain its occupancy rates and also ensure that its two malls remain as preferred shopping destinations in Kuala Lumpur and Johor Bahru.

The gaming business under NASB is expected to be resilient and maintain a steady growth. NASB will further enhance its customer service and increase its promotional and public relations activities to improve its customers' confidence in CASHSWEEP products.

APPRECIATION

On behalf of the Board, I would like to express our thanks and sincere appreciation to our management, employees and agents for their dedication and commitment towards the Group's achievements in the financial year 2014. The Board would also like to extend its appreciation to our customers, business associates, financiers, shareholders, retailers and regulatory authorities for their unwavering support and co-operation.

I would also like to record my gratitude and appreciation to my fellow colleagues on the Board for their active participation and contribution to the Board and I look forward to their continuous support in the coming financial year 2015.

**YAM Tunku Dato' Seri Shahabuddin
Bin Tunku Besar Burhanuddin**
Chairman

16 October 2014



Several awards were presented to sales outlets, ticketing clerks and staff at the NASB Annual Appreciation Nite 2014.

主席报告

我谨代表董事部，欣然提呈成功资产有限公司(“成功资产”)截至2014年6月30日之财政年度的年度报告及财务报告。



Jollibean提供100%天然美味的豆奶，其豆奶是天天新鲜准备和不含防腐剂及色素。



Carlo Rino呈献多种时髦和时尚的饰件及鞋子。

财务业绩

在截至2014年6月30日的财政年度，本集团取得RM4亿1千9百40万的营业额相比之下，前一年的营业额为RM3亿6千1百60万。营业额增长主要可归功于其主要子公司成功时代广场私人有限公司(“BTSSB”)集团。BTSSB集团取得更高的租金和码头营运收入，并因综合Berjaya Waterfront Johor Bahru (“BWJB”)的全年业绩而取得更高的酒店营业额，相较于前一年仅综合后者大约三个半月的业绩。而Natural Avenue私人有限公司(“NASB”)的营业额也稍微增加，虽然它在受检讨年度举行较少次的开彩。

本集团在受检讨的财政年取得更高的RM1亿2千1百70万扣税前盈利，相较于前一年的RM7千零80万，主要是因为来自投资产业公允价值调整的更高赚益，脱售某些投资产业所取得的更高赚益和 BTSSB 集团从综合BWJB的全年业绩而贡献更高盈利。此外，本集团在前一年面对更高的可供出售(AFS)上市投资减值损失。NASB的扣税前盈利则可与前一财政年度媲美。

股息

在截至2014年6月30日的财政年度，董事部已建议派发每一RM1.00普通股2分的单层次免税的年终股息，并将在来届股东年度大会上寻求股东批准。

重大企业发展

1. 在2013年12月9日，成功资产签署了一项售股协议，以脱售1亿5千万股每股RM1.00的普通股，占它当时之全资子公司，BTSSB的20%股份予D.Y.M.M. Sultan Ibrahim Ismail Ibni Almarhum Sultan Mahmud Iskandar Al-Haj 殿下，总现金代价为RM2亿5千万或每一BTSSB股票RM1.67。在完成这项脱售交易后，目前BTSSB乃是成功资产持有80%股份的子公司。
2. 在2014年2月18日，Cardiff Asset Limited，即成功资产持有70%股份的子公司，与Frasers Islington Limited及Frasers Islington Properties Limited签署了一项协议，以收购一幅永久地契地段，该位于英国伦敦Islington的地段上建有一座租约建筑物，称为‘Islington On The Green’，总现金代价为3千9百万英镑(大约RM2亿1千3百25万)。这项收购已在2014年9月3日完成。

主席报告



Tamayaki的特长是制作优质Takoyaki丸子，即一种日本美食。



NASB分店的售票书记正在招待顾客。



顾客们在NASB 分店内排队。

产业投资和发展

BTSSB拥有和经营成功时代广场购物中心。成功时代广场备受认同为马来西亚最具规模的城市购物与休闲广场，总建筑面积高达7百50万方尺，地段面积为10英亩。作为一个备受中产阶级和大众欢迎的国际地标，成功时代广场拥有一座12层购物广场，两座46层的服务式套房和酒店大楼，5层地下停车场和10层附属停车场。

截至2014年6月为止，在今年欢庆营运十一周年的成功时代广场的出租率达到88%，其包括停车场在内的可出租总面积为3百20万方尺。

成功时代广场每月平均吸引2百50万名访客，该12层分层式购物中心的面积大约是3百50万方尺，内有：

- 超过1,000 单位地点具策略性的零售店和饮食店；
- 成功时代广场主题乐园是马来西亚最大型的室内主题乐园，内有14种主要的骑乘设备和景点；
- 其IT中心面积超过34,090方尺并迎合所有现代化的数码生活方式需求；
- 拥有9个银幕的Golden Screen Cinemas (GSC)；
- GSC Maxx，马来西亚最大型的数码放映厅，拥有555个座位；
- Ampang Superbowl - 国内最大型的保龄球中心之一，拥有48条球道；
- Cold Storage 超级市场；
- 底层的Taste of Asia美食中心，以及第4层中部的Lifestyle Food Channel；
- 1st Avenue，城中最先建立的主题零售区域之一，面积25,000方尺和拥有35个店铺和45个售货亭，以创造纽约第5th Avenue街的购物体验；

- Central Park 是位于第3层中部的购物区域，拥有40家生活方式专卖店和著名的生活方式品牌，其经过美化的面积达5,000 方尺；
- 小台北是第3层东部的最新的购物区域，面积高达6,459方尺。内有43个售卖各种新奇产品的小型店铺，以及7个售卖各种街头食品和小吃的售货亭；

秉承它作为一家赢奖，缔造纪录之购物中心的信念，成功时代广场在每年举行的国际第5届CMO Asia 颁奖礼上荣获两个奖项。成功时代广场乃是两个组别的优胜者：年度最受赞赏的营销计划和年度最受赞赏的购物中心 - 营销和消费人促销。

此外，作为健力士世界纪录大全之世界最大型胶囊贩卖机的纪录持有者，成功时代广场再接再厉夺得更多荣誉。在受检讨的财政年度，成功时代广场在马来西亚推介了First Ames Room和First Gamers' Vault，皆受到马来西亚纪录大全承认。

许多餐饮品牌如BBQ Chicken, Empire Sushi, Jollibean, Dragon-i, Pizza Hut, Kluang Station, Snowflake, Tappers Café, Tokyo Kitchen, 以及Wrapstarzz也已经入驻成功时代广场。对系列广泛之亚洲和国际佳肴感兴趣的购物者亦可前往位于底层的Taste of Asia，或第4层中部的Lifestyle Food Channel。

位于政府批准之新山依斯干达特区内策略性地点的BWJB拥有面积18英亩的首要地段，内有各种高尚的设施，例如12层的酒店，一座5层购物中心，并呈献一系列零售和娱乐解决方案，餐饮和休闲选项，以及唯一别具‘城市机场’概念的免税区，它备有选择繁多，价格具竞争力的进口产品。



NASB赞助2014年古晋美食节



2014年全国捐血日。

配合将BWJB打造成为南马之具代表性国际生活方式，零售，娱乐和旅游枢纽的现行努力，BTSSB集团已展开和完成其计划下的各阶段工程，以提升BWJB的各种设施及服务。首先，BWJB已髹上一层新漆而变得焕然一新。现阶段，在BWJB进行中的是整修厕所，天花板和地砖等设施，预料可在2015年完成。此外，机械和电气大整修也在进行中以确保提供全面的购物体验。

除了整修工程之外，BWJB也改进了品牌塑造和营销策略，例如在屋顶安装告示牌和标志。此外，改造从第1层人行道通往渡轮码头的计划也有待敲定，其宗旨在于吸引餐饮业经营者沿着该人行道营业。在蓬勃发展之市场的推动下，BWJB势将吸引通过长堤及其国际渡轮码头前来的富裕新加坡和印尼购物者。

博彩

NASB是砂拉越马会之Special Cash Sweep Number Forecast Lotteries的独家代理。NASB营业至今已进入第20年，由于各彩票分店位于策略性地点，顾客服务已改善和在受检讨的财政年度不断推行销售活动，尽管举行较少次的开彩，NASB的财务表现依然稍微增长。

企业社会责任(“CSR”)

成功时代广场是在2014年2月22日举行之成功创办人日活动的场地赞助商。在今天的盛会上，丹斯里拿督斯里陈志远，更美好马来西亚基金会及成功关怀基金会，联合捐献大约RM2千5百60万给90家慈善机构。

成功时代广场也大力赞助国内的社区活动，例如 国家肾脏基金会 - 免费健康检查，武吉免登扶轮社 - 免费乳癌医药检查，2013 年世界牙科健康日和马来亚大学第五宿舍 - 全国捐血日等。

在受检讨的年度，NASB的企业社会责任活动包括每年捐献RM300,000给砂拉越马会的肾脏基金，以协助因患上肾衰竭病而需要帮助的弱势人士，让他们在古晋，美里和诗巫多家洗肾中心接受洗肾治疗。

NASB也配合农历新年而在诗巫举办年度的CASHSWEEP慈善活动，砂拉越州各地有大约800名来自25个慈善组织的居民获赠捐款和红包。

秉承其支持本地文化和体育活动的传统，NASB继续赞助由古晋南州市议会配合其年度古晋美食节庆典而举办的古晋CASHSWEEP武术表演。该盛会获得大约1,000名武术好手展示他们的武艺和才华。它的宗旨在于提高人们对多元种族和多元文化人民的了解，以及发扬亲善精神。

NASB也赞助了Padawan市议会在Padawan佳节庆祝会期间举办的CASHSWEEP Padawan竹筏漂流赛。大约有400名本地和外国参加者参与这项漂流赛，并获得本地报章和电视台予以广泛报道。

主席 报告



NASB捐献RM46,000给2014年 CASHSWEEP年度慈善活动。



在2014年NASB年度感谢之夜颁发数个奖项给销售分店，售票书记和员工。

未来展望

在2014年的第二季度，马来西亚的经济预料将保持稳定的5.5%至6.0%成长率。除了生活成本增长之外，在2015年4月落实的消费税(“GST”)预料会影响消费人兴致和消费。

在这种具挑战性和不确定的情况下，BTSSB集团将延续其策略以举办和推动更多盛会和活动以吸引长期和新的购物者及访客。随着积极的促销活动和整修工程的完成，预料BTSSB集团将可维持它的出租率和确保它的两家购物中心继续是吉隆坡和新山的首选购物目的地。

NASB旗下的博彩业务预料将具弹力和继续稳健成长。NASB也将进一步提升其顾客服务和强化宣传和公共关系活动，以加强公众人士对 CASHSWEEP产品的信心。

感谢

我谨代表董事部感谢和衷心感激我们的管理层，所有员工和代理们付出献身精神和承诺，使到本集团取得2014财政年度的成就。董事部也在此感谢本公司顾客，来往商家，融资机构，股东，零售商和监管局的持续支持与合作。

对于诸位董事部成员，我衷心感谢他们的积极参与为董事部作出贡献，并希望在今后的2015财政年继续获得他们的支持。

**YAM Tunku Dato' Seri Shahabuddin
Bin Tunku Besar Burhanuddin**
主席

2014年10月16日

CORPORATE STRUCTURE

of main operating companies as at 1 October 2014

BERJAYA ASSETS BERHAD

80% BERJAYA TIMES SQUARE SDN BHD

- Berjaya Times Square, Kuala Lumpur
- Berjaya Times Square Theme Park

100% BTS CAR PARK SDN BHD

- Car park operator in Berjaya Times Square, Kuala Lumpur

100% BERJAYA WATERFRONT SDN BHD

- Operation of Berjaya Waterfront Hotel, Johor Bahru
- Operation of Berjaya Waterfront Complex, Johor Bahru
- Operation of Berjaya Waterfront Ferry Terminal, Johor Bahru

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65% NATURAL AVENUE SDN BHD

- Number forecast operator in Sarawak

100% SUBLIME CARTEL SDN BHD

- Provision of lottery consultancy and related services

++ Combined Interest

GROUP FINANCIAL HIGHLIGHTS

Description	12 months ended 30 June 2014 RM'000	12 months ended 30 June 2013 RM'000	12 months ended 30 June 2012 RM'000	14 months ended 30 June 2011 RM'000	12 months ended 30 April 2010 RM'000
Revenue	419,426	361,651	331,370	354,000	371,584
Profit Before Tax	121,699	70,841	201,309	368,886	314,912
Profit For The Year/Period	50,599	52,887	183,224	295,937	240,979
Profit Attributable To Owners Of The Parent	45,341	45,819	177,290	290,646	235,673
Share Capital	1,113,042	1,113,042	1,113,042	1,113,042	1,113,042
Reserves	966,604	1,097,070	1,069,273	727,647	364,515
Equity Funds	2,079,646	2,210,112	2,182,315	1,840,689	1,477,557
Non-controlling Interests	418,681	3,841	3,647	5,013	3,747
Total Equity	2,498,327	2,213,953	2,185,962	1,845,702	1,481,304
Deferred Tax Liabilities	54,664	15,978	10,077	245,814	178,145
Long Term Liabilities	476,153	564,899	370,943	331,055	369,320
Current Liabilities	220,948	214,769	104,930	103,314	126,109
Total Liabilities	751,765	795,646	485,950	680,183	673,574
Total Equity and Liabilities	3,250,092	3,009,599	2,671,912	2,525,885	2,154,878
Property, Plant and Equipment	298,526	304,644	169,269	179,869	176,222
Investment Properties	2,117,775	2,108,636	1,878,996	1,791,850	1,607,000
Land Held for Property Development	27,104	-	-	-	-
Associated Company	-	-	-	-	-
Joint Ventures	9,144	5,543	4,940	5,999	5,478
Investments	271,339	122,903	137,147	177,206	1,000
Derivative Assets	37	71	104	166	-
Deferred Tax Assets	-	16,978	2,138	-	-
Goodwill	140,636	140,636	140,636	140,609	140,609
Other Intangible Asset	16,467	17,568	18,669	19,770	20,871
Total Non-Current Assets	2,881,028	2,716,979	2,351,899	2,315,469	1,951,180
Current Assets	369,064	292,620	320,013	210,416	203,698
Total Assets	3,250,092	3,009,599	2,671,912	2,525,885	2,154,878
Net Assets Per Share (RM)	1.87	1.99	1.96	1.65	1.33
Earnings Per Share (Sen)	4.07	4.12	15.93	26.11	21.17
Gross Dividend Rate (Sen)	2.00	2.00	2.00	4.00	2.00

Note:

Where additional shares are issued, the earnings per share is calculated on a weighted average number of shares in issue.

集团财政简报

摘要	截至 6月30日 的12个月 2014 RM'000	截至 6月30日 的12个月 2013 RM'000	截至 6月30日 的12个月 2012 RM'000	截至 6月30日 的14个月 2011 RM'000	截至 4月30日 的12个月 2010 RM'000
营业额	419,426	361,651	331,370	354,000	371,584
税前盈利	121,699	70,841	201,309	368,886	314,912
全年/期益	50,599	52,887	183,224	295,937	240,979
可分配予母公司拥有者的盈利	45,341	45,819	177,290	290,646	235,673
股本	1,113,042	1,113,042	1,113,042	1,113,042	1,113,042
储备金	966,604	1,097,070	1,069,273	727,647	364,515
股东基金	2,079,646	2,210,112	2,182,315	1,840,689	1,477,557
非控股股东权益	418,681	3,841	3,647	5,013	3,747
股东权益总额	2,498,327	2,213,953	2,185,962	1,845,702	1,481,304
递延课税	54,664	15,978	10,077	245,814	178,145
长期债务	476,153	564,899	370,943	331,055	369,320
流动债务	220,948	214,769	104,930	103,314	126,109
债务总额	751,765	795,646	485,950	680,183	673,574
股东权益及债务总额	3,250,092	3,009,599	2,671,912	2,525,885	2,154,878
固定资产	298,526	304,644	169,269	179,869	176,222
投资产业	2,117,775	2,108,636	1,878,996	1,791,850	1,607,000
持有供产业发展用途的地段	27,104	-	-	-	-
联号公司	-	-	-	-	-
合资企业	9,144	5,543	4,940	5,999	5,478
投资	271,339	122,903	137,147	177,206	1,000
衍生资产	37	71	104	166	-
递延税务资产	-	16,978	2,138	-	-
商誉	140,636	140,636	140,636	140,609	140,609
其他无形资产	16,467	17,568	18,669	19,770	20,871
流动环资产总额	2,881,028	2,716,979	2,351,899	2,315,469	1,951,180
流动资产	369,064	292,620	320,013	210,416	203,698
资产总额	3,250,092	3,009,599	2,671,912	2,525,885	2,154,878
每股净资产(RM)	1.87	1.99	1.96	1.65	1.33
每股收益(Sen)	4.07	4.12	15.93	26.11	21.17
毛股息率(Sen)	2.00	2.00	2.00	4.00	2.00

备注:

若有发行额外股票，每股收益将根据已发行股票的加权平均数量计算。

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

Berjaya Assets Berhad (“BAssets”) and its subsidiary companies operate in two major operating business segments: property investment and development business segment and the gaming business segment.

PERFORMANCE REVIEW BY BUSINESS SEGMENTS

PROPERTY INVESTMENT AND DEVELOPMENT

Revenue

For the financial year ended 30 June 2014, Berjaya Times Square Sdn Bhd group (“BTSSB group”) recorded a revenue of RM178.4 million, an increase of 43.8% compared to the previous year’s revenue of RM124.1 million. The increase in revenue was mainly due to the full year’s consolidation of the results of Berjaya Waterfront Sdn Bhd (“BWSB”) as compared to 3 ½ months’ results in the previous year. The acquisition of Berjaya Waterfront Johor Bahru (“BWJB”) was completed in March 2013. In addition, Berjaya Times Square (“BTS”) also recorded a 10% increase in annual rental revenue to RM76.2 million from RM69.6 million in the previous year due to improved rental rate from retail lots.

Profit Before Tax

Profit before tax increased to RM95.5 million compared to RM56.5 million in the previous financial year mainly due to higher gain on fair value changes of the Group’s investment properties, higher gains recorded on the disposal of certain investment properties, as well as higher profit contribution from the full year’s consolidation of BWSB’s operating results.

Profit After Tax

Profit after tax for BTSSB Group was lower at RM33.3 million as compared to RM45.6 million in the previous financial year due to the provision of deferred tax on fair value changes of investment properties amounting to RM47.3 million, following the revision of real property gains tax rate to a minimum of 5%. With the exclusion of this provision of deferred tax, BTSSB group would have reported profit after tax of RM80.6 million.

Prospects

BTSSB group targets to further develop BTS mall to create a lasting impression and turn BTS into a household name. With this, BTS has lined up a series of marketing strategies which include broadcast sponsorships to reach a wider audience and publicize the entertainment options in BTS.

BTS also intends to collaborate with a new wave of contemporary social media personalities via various social media platforms to further reinforce its identity as a wholesome and trendy destination, making BTS a choice entertainment hub within the heart of Kuala Lumpur.

With the current mix of tenants capturing a wide range of shoppers, BTS has been able to tap into a wider market group and present itself as a premier lifestyle, entertainment and retail hub. With this line of strategies in place, BTS will seek to increase awareness and drive traffic flow to the mall.

As for BWJB, renovation is in progress to feature 18 acres of duty free zone which includes an exclusive array of facilities such as a 12-level hotel, a 5-level shopping complex with an assortment of retail, entertainment, dining and recreation options.

BWJB is now refocusing its efforts to place itself as a one-stop food and beverage waterfront mall serving a wide market of locals, ferry passengers and international tourists. The Level 1 walkway to the ferry terminal will be revamped to attract a host of food and beverage operators providing immediate access to gourmet food and beverage options within the mall.

Once all of BWJB assets enhancements are in place, it will undertake to proceed with extensive marketing campaigns to further drive footfall and awareness of BWJB as it aspires to achieve and realize its full potential.

MANAGEMENT DISCUSSION AND ANALYSIS

GAMING

Revenue

For the financial year under review, Natural Avenue Sdn Bhd (“NASB”) recorded a marginal increase in revenue of RM239.8 million compared to RM236.9 million in the previous financial year, due to the increase of the average normal draw sales despite having fewer draws in the year under review.

Profit Before Tax

Profit before tax decreased marginally to RM25.7 million from RM25.8 million in the previous financial year due to a higher prize payout.

Profit After Tax

Profit after tax was lower at RM19.3 million as compared to RM20.2 million in the previous financial year due to higher tax provision resulting from lower capital allowance being claimed for the lottery computer systems.

Prospect

NASB expects to maintain a steady growth and aims to improve through better customer service, more active promotions and public relations activities.

STATEMENT ON CORPORATE GOVERNANCE

The Board of Directors of Berjaya Assets Berhad (or “the Company”) acknowledges that good corporate governance is vital to uphold the business integrity and to sustain the performance and profitability of the Group’s business operation. The Board is committed in ensuring that the principles and recommendations as set out in the Malaysian Code of Corporate Governance 2012 (“the Code”) are observed and practised.

The following sections explain how the Group has applied the principles of the Code and the extent in which it has applied the principles and complied with the recommendations as set out in the Code throughout the financial year ended 30 June 2014.

1. ROLES AND RESPONSIBILITIES OF THE BOARD

The Board of Directors of the Company comprised of members with appropriate competencies, knowledge, skills and experience from diverse sectors and backgrounds who play an important role in the stewardship and direction of the operations of the Group.

The Board is responsible for the effective leadership and control of the Group and this includes, inter-alia, the following:

- a) reviewing, adopting and monitoring the implementation of a strategic business plan for the Group;
- b) overseeing the conduct of the Company’s business to evaluate whether the business is being properly managed;
- c) identifying principal risks to ensure the implementation of appropriate systems to manage these risks;
- d) maintaining shareholders and investors relations of the Company; and
- e) reviewing the adequacy and integrity of the Company’s internal control systems and management systems; including systems for compliance with applicable laws, regulations, rules, directives and guidelines.

The Board delegates the authority and responsibilities for managing the everyday affairs of the Group to the Executive Directors and through them and subject to their oversight, to other senior management. The Executive Directors lead the senior management team in making and implementing the day-to-day decisions on the business operations and management, managing resources and risks in pursuing the corporate objectives of the Group.

The Board has delegated certain responsibilities to the Board Committees that function within clearly defined terms of references. Currently, the Board Committees comprise the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee. The Board also periodically reviews the terms of reference of the Board Committees to ensure their relevance.

The ultimate responsibility for decision making in the company still lies with the Board as a whole.

Directors’ Code of Conduct/Ethics

The Board has adopted a Code of Ethics for Directors (“Code of Ethics”). The Code of Ethics was formulated to enhance the standard of corporate governance and promote ethical conduct of the Directors. The Group has also put in place a Code of Conduct for its employees to ensure a high standard of ethical and professional conduct is upheld by all its employees in the performance of their duties and responsibilities.

Corporate Strategy to promote sustainability

The Board recognises the importance of business sustainability and the impact of the Group’s business on the environmental, social and governance aspects is taken into consideration in conducting the Group’s business. The details of the sustainability efforts are set out in the Corporate Social Responsibility Statement of this Annual Report.

STATEMENT ON CORPORATE GOVERNANCE

Access to information and advice

All the Board members have full and timely access to all information concerning the Company and the Group for the purpose of discharging their duties. The agenda for the Board meetings, together with the Board papers which include reports on the Group's operations, finance, corporate development and proposals, are provided in sufficient time prior to Board meetings to enable the Directors to have an overview of matters to be discussed or reviewed at the meetings and to obtain further explanation or clarification, if any, to facilitate informed decision making. Senior management and/or advisers are invited to attend the Board meetings, where necessary, to provide explanation or additional information on the relevant agenda items tabled at the meetings. Tapping into the advancement of information technology, the Company has implemented the electronic delivery and supply of information for Board meetings.

The Board is supported by suitably qualified and competent company secretaries who are members of a professional body. The Directors have individual and independent access to the advice and services of the Company Secretary in ensuring the effective functioning of the Board. The Board may also seek advice from the senior management staff in the Group on issues under their respective purview. In addition, the Board may obtain independent professional advice, where necessary, both inside and outside the Company, at the Company's expense on specific issues to enable the Board to discharge its duties in relation to matters being deliberated.

Board Charter

The Board has formally adopted a Board Charter which sets out the roles, duties and responsibilities as well as the composition and processes to enable all Board members, acting on behalf of the Company, to be aware of their duties and responsibilities at all times. The Board Charter is reviewed annually to ensure that it remains consistent with the Board's roles and objectives. The Board Charter is available on the Company's website at www.berjaya.com/berjaya-assets/index.html.

2. COMPOSITION OF THE BOARD

The Board currently has nine (9) members comprising:-

- The Chairman (who is Independent Non-Executive);
- Two (2) Executive Directors;
- Three (3) Non-Independent Non-Executive Directors; and
- Three (3) Independent Non-Executive Directors.

This composition fulfills the requirements as set out under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") which stipulates that at least two (2) Directors or one-third of the Board, whichever is higher, must be independent.

The Executive and Non-Executive Directors, with their different backgrounds and experiences in the fields of finance, accounting, property development, business development and investment, provide an optimum mix of skills and experience for a balanced and effective Board. The Board is satisfied with the current size and composition of its Board members. A brief profile of each Director is contained in pages 2 to 6 of the Annual Report.

Nomination Committee

The Nomination Committee of the Company comprises exclusively of non-executive Directors, all of whom are independent Directors. The Nomination Committee currently comprises the following members:-

1. YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin - Chairman / Independent Non-Executive
2. Heng Kiah Choong - Member / Independent Non-Executive
3. Dato' Mohd Salleh Bin Ahmad - Member / Independent Non-Executive

STATEMENT ON CORPORATE GOVERNANCE

The Nomination Committee is responsible amongst others, for identifying and making recommendations for any appointments and re-election of Board members or Board committee members. When considering new appointments, the Nomination Committee would consider the size, composition, mix of skills, experience, competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the existing Board and Group. The Nomination Committee would then make recommendation to the Board if the proposed candidate is found to be suitable.

On an annually basis, the Nomination Committee would review the size, balance and composition of the Board to ensure that the Board has the appropriate mix of expertise and experience and collectively possesses the necessary core competencies for effective functioning and informed decision-making.

The Nomination Committee is also tasked under its terms of reference to carry out the necessary evaluation of the effectiveness of each Director, the Board and the Board Committees on an annual basis. During the financial year, the Committee had carried out an annual evaluation assessment as an effort to determine and monitor the level of effectiveness of the Board, the Board Committees as well as the Board members. 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. Based on the assessment conducted, the Nomination Committee and the Board were satisfied with the level of performance and effectiveness of the Board members and the Board Committees.

Boardroom Gender Diversity

The current Board composition has no female board member. The Board presently does not have a policy on boardroom gender diversity as the Board believes in providing equal opportunity to candidates who have the skills, experiences, core competencies and other qualities regardless of gender.

Re-election and Re-appointment of Director

The Nomination Committee also conducted an assessment of the Directors who are subject to retirement at the annual general meeting (“AGM”) in accordance with the provisions of the Articles of Association of the Company and the relevant provisions of the Companies Act, 1965.

In accordance with the Company’s Articles of Association, one-third (1/3) of the Directors shall retire from office, at least once in three (3) years. Retiring Directors can offer themselves for re-election. Directors who are appointed by the Board during the financial year will offer themselves for re-election by the shareholders at the AGM held following their appointments.

Pursuant to Section 129(6) of the Companies Act, 1965, Directors who are over the age of seventy (70) years shall retire at every AGM, and may offer themselves for re-appointment to hold office until the next AGM.

Remuneration Policies and Procedures

The Remuneration Committee of the Company comprises exclusively of non-executive Directors, all of whom are independent Directors and its composition is as follows:-

1. YAM Tunku Dato’ Seri Shahabuddin Bin Tunku Besar Burhanuddin - Chairman / Independent Non-Executive
2. Heng Kiah Choong - Member / Independent Non-Executive
3. Dato’ Mohd Salleh Bin Ahmad - Member / Independent Non-Executive

STATEMENT ON CORPORATE GOVERNANCE

The Remuneration Committee is entrusted with the responsibilities to set up the policy framework and to make recommendations to the Board on all elements of the remuneration 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 packages for the Non-Executive Directors, including the non-executive Chairman, is a matter for the Board as a whole with the Director concerned abstaining from deliberations and voting on decisions 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.

The aggregate Directors' remuneration paid or payable to the Directors in office during the financial year by the Company and the Group categorised into appropriate components for the financial year ended 30 June 2014 are as follows:-

	← RM'000 →				
	Fees	Salaries and Other Emoluments	Bonus	Benefits-in-kind	Total
Executive	10	684	30	-	724
Non-Executive	130	20	-	-	150
	140	704	30	-	874

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 is as follows:-

Range of Remuneration (RM)	Number of Directors	
	Executive Director(s)	Non-Executive Director(s)
1 - 50,000	-	5
150,001 - 200,000	1	-
500,001 - 550,000	1	-
Total :	2	5

3. INDEPENDENT DIRECTORS

Assessment of Independent Directors

The presence of Independent Directors provides objectivity to the Board's decisions, ensuring that all strategies proposed by the management are fully discussed and examined, and taking into account the long-term interests of stakeholders, including shareholders, employees, customers, suppliers and the various communities in which the Company conducts its business.

The Board through the Nomination Committee assessed the independence of the Independent Directors based on the criteria set out in the Listing Requirements on an annual basis. Based on the assessment conducted for the financial year ended 30 June 2014, the Board is satisfied with the level of independence demonstrated by all the Independent Directors and their ability to act in the best interest of the Company. The Board has also received confirmations in writing from all the Independent Directors of their independence based on its policy on criteria of assessing independence in line with the definition of "Independent Directors" prescribed by the Listing Requirements.

STATEMENT ON CORPORATE GOVERNANCE

Tenure of Independent Director

The Board takes cognizance of the Code's recommendation that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine years, an Independent Director may continue to serve on the Board but will be re-designated as a non-Independent Director. In the event the Board wishes to retain such Director as an Independent Director, the Board must justify and seek shareholders' approval.

As at the date of this statement, Mr Heng Kiah Choong and Dato' Mohd Salleh Bin Ahmad have served the Board for more than nine years. The Company had obtained shareholders' approvals at the last AGM held on 4 December 2013 to retain Mr Heng Kiah Choong and Dato' Mohd Salleh Bin Ahmad as Independent Non-Executive Directors of the Company notwithstanding that they had been on the Board of the Company for a cumulative term of more than 9 years. The Nomination Committee and the Board have upon their annual assessments conducted for the year 2014, concluded that Mr Heng Kiah Choong and Dato' Mohd Salleh Bin Ahmad shall remain independent and recommended that both Mr Heng Kiah Choong and Dato' Mohd Salleh Bin Ahmad shall continue to act as Independent Directors, subject to shareholders' approval at the forthcoming AGM of the Company based on the following justifications:-

- a) Mr Heng Kiah Choong:-
 - i) he fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board.
 - ii) he has been with the Company for more than 9 years and is familiar with the Company's business operations.
 - iii) he remains objective and independent in expressing his views and participating in deliberations and decision making process of the Board and Board Committees. The length of his service on the Board does not in any way interfere with his exercise of independent judgement and ability to act in the best interests of the Company.
 - iv) he has exercised his due care during his tenure as an Independent Non-Executive Director and as Chairman of the Audit and Risk Management Committee of the Company and carried out his professional duties in the interests of the Company and the shareholders.
- b) Dato' Mohd Salleh Bin Ahmad:-
 - i) he fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board.
 - ii) he has been with the Company for more than 9 years and is familiar with the Company's business operations.
 - iii) he remains objective and independent in expressing his view and participating in deliberations and decision making process of the Board and Board Committees. The length of his service on the Board does not in any way interfere with his exercise of independent judgement and ability to act in the best interests of the Company.
 - iv) he has exercised his due care during his tenure as an Independent Non-Executive Director and carried out his professional duties in the interests of the Company and the shareholders.

STATEMENT ON CORPORATE GOVERNANCE

4. BOARD COMMITMENT

The Board meets regularly on a quarterly basis with additional meetings being convened when necessary. The meeting dates are planned ahead of schedule to ensure that each member of the Board is committed to meet when the time arises. During the financial year ended 30 June 2014, the Board met six (6) times and the record of attendance of each Director is set out below:-

Directors	Number of Meetings Attended
YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin [#]	4/6
Tan Thiam Chai	6/6
Datuk Lye Ek Seang	6/6
Chan Kien Sing	5/6
Lim Meng Kwong	4/6
Dato' Dickson Tan Yong Loong	4/6
Datuk Robert Yong Kuen Loke [#]	5/6
Heng Kiah Choong [#]	6/6
Dato' Mohd Salleh Bin Ahmad [#]	6/6

[#] Denotes Independent Non-Executive Directors

All the Directors have attended no less than 50% of the Board meetings held during the financial year. During intervals between Board meetings, any matters requiring Board's decisions and approvals will be obtained through circular resolutions of the Directors. These circular resolutions will then be noted at the next Board meeting.

All Directors have complied with the restrictions on the number of directorships in public listed companies as prescribed under the Listing Requirements. Each Director is expected to commit time as and when required to discharge the relevant duties and responsibilities, besides attending meetings of the Board and Board Committees. All Board members are required to notify the Chairman of the Board before accepting new directorships outside the Group. Similarly, the Chairman of the Board shall also do likewise before taking up any additional appointment as a director. The notification will also include an approximate indication of time that will be spent by the Directors on the new directorships. The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities.

Directors' Training

The Board recognizes the importance of training as a continuous education process for the Directors in order to ensure that the Directors stay abreast of the latest developments and changes in laws and regulations, business environment and new challenges and to equip the Directors with the necessary knowledge and skills to enable them to fulfill their responsibilities and to discharge their duties effectively.

All Directors have attended the Mandatory Accreditation Programme ("MAP") prescribed by Bursa Malaysia Securities Berhad ("Bursa Securities"). Apart from the MAP, the Directors have also attended the Continuing Education Programme ("CEP") conducted by various course leaders. The Directors are mindful that they should continually attend seminars and courses to keep themselves updated on regulatory and corporate governance developments, besides enhancing their professionalism and knowledge to effectively discharge their duties and obligations.

The Directors are also encouraged to evaluate their own training needs on a continuous basis and to determine the relevant programmes, seminars, briefings or dialogues available that would best enable them to enhance their knowledge and contributions to the Board.

STATEMENT ON CORPORATE GOVERNANCE

During the financial year, the Directors had attended various training programmes and seminars, details of which are as follows:-

Director	Seminars / Conferences / Forum
YAM Tunku Dato' Seri Shahabuddin - Bin Tunku Besar Burhanuddin	Bursa Chairman Programme – The Role of the Chairman
Tan Thiam Chai	<ul style="list-style-type: none"> - Advocacy Session on corporate disclosure for Directors - Malaysian Accounting Standards Board – Outreach on the new Revenue Standard - Government intervention in Business - Some public policy issues - The Capital market – Marketplace huddle
Datuk Lye Ek Seang	<ul style="list-style-type: none"> - Advocacy Session on corporate disclosure for Directors - Briefing session on Corporate Governance Guide: Towards Boardroom Excellence (2nd Edition) – An Update
Chan Kien Sing	<ul style="list-style-type: none"> - MIA Conference 2013 - Risk Management & Internal Control workshop
Lim Meng Kwong	<ul style="list-style-type: none"> - MICG – Corporate Fraud Control Conference - Advocacy Session on corporate disclosure for Directors - Advanced Risk Governance and Risk Management
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
Datuk Robert Yong Kuen Loke	<ul style="list-style-type: none"> - Advocacy Session on corporate disclosure for Directors - Malaysian Institute of Certified Public Accountants Business Forum
Heng Kiah Choong	<ul style="list-style-type: none"> - Advocacy Session on corporate disclosure for Directors - Briefing session on Corporate Governance Guide: Towards Boardroom Excellence (2nd Edition) – An Update - 2014 MASB Roundtable on Financial Reporting
Dato' Mohd Salleh Bin Ahmad	<ul style="list-style-type: none"> - MICG – Corporate Fraud Control Conference - Advanced Risk Governance and Risk Management

5. FINANCIAL REPORTING

Directors' Responsibility Statement in respect of Financial Statements

The Directors are required by the Companies Act, 1965 to prepare financial statements which give 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 as at the end of the financial year. In preparing those financial statements, the Directors are required to:

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

STATEMENT ON CORPORATE GOVERNANCE

The Directors, in preparing the financial statements for the financial year ended 30 June 2014, are satisfied that the Group has used appropriate accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent. All applicable financial reporting standards have also been followed in the preparation of the financial statements which have been prepared on a going concern basis.

The Directors are responsible for keeping proper 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 Companies Act, 1965. The Directors are also responsible for safeguarding the assets of the Group and reasonable steps have been taken to prevent and detect fraud and other irregularities.

Compliance with applicable Financial Reporting Standards

One of the key responsibilities of the Audit and Risk Management Committee is to review the financial statements and quarterly results of the Group and to ensure that such quarterly results and financial statements comply with the applicable financial reporting standards. The quarterly financial results and audited financial statements were reviewed by the Audit and Risk Management Committee and approved by the Board before they are released to Bursa Securities. The Audit and Risk Management Committee would meet with the External Auditors to review the scope and adequacy of the audit process, the annual financial statements and their audit findings. Furthermore, the Audit and Risk Management Committee is updated regularly by the External Auditors on the changes in financial reporting standards which are applicable to the Group.

Further, the Company has always maintained a formal and transparent relationship with its auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia. The external auditors are required to declare their independence annually to the Audit and Risk Management Committee as specified by the By-Laws issued by the Malaysian Institute of Accountants. The external auditors had made declaration in their annual audit plan presented to the Audit and Risk Management Committee that they were independent in accordance with the terms of the relevant professional and regulatory requirements.

The Audit and Risk Management Committee had assessed and is satisfied with the competence and independence of the external auditors and had recommended the re-appointment of the external auditors to the Board of Directors and thereafter to be tabled for the shareholders' approval at the forthcoming Annual General Meeting.

6. RISKS MANAGEMENT

The Board of Directors acknowledges that risk management and internal controls is an integral part of the overall management processes. It is an ongoing process to identify, evaluate, monitor and manage and mitigate the risks that may affect the achievement of its business and corporate objectives.

The Audit and Risk Management Committee is entrusted to provide advice and assistance to the Board in fulfilling its statutory and fiduciary responsibilities relating to the Company's internal and external audit functions, risk management and matters that may significantly impact the financial conditions or affairs of the business.

The internal audit function of the Group was outsourced to the internal auditors of its affiliated company, Berjaya Land Berhad to assist the Audit and Risk Management Committee in discharging its duties and responsibilities. The internal auditors' responsibilities include providing independent and objective reports on the state of internal controls of the various operating units in the Group to the Audit and Risk Management Committee, with the recommendations for improvement to the control procedures.

The details of the risk management and system of internal control of the Company are set out in the Statement on Risk Management and Internal Controls in this Annual Report.

STATEMENT ON CORPORATE GOVERNANCE

7. TIMELY DISCLOSURES

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

The Board recognises the importance of timely dissemination of information to shareholders and investors to ensure that they are well informed of all major developments of the Company and the Group. The Company keeps the shareholders, investors and members of the public abreast of all the Group's performance and operation via the quarterly financial reports, annual reports, announcements and circular to shareholders made by the Company to Bursa Securities during the year.

Apart from the announcements published through the website of Bursa Securities, the Company also maintains a website at www.berjaya.com/berjaya-assets/index.html where shareholders as well as members of the public can access for the latest information on the Company.

8. RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS

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 Chairman of the meeting provided time for the shareholders to ask questions for each agenda in the notice of the general meetings. At each AGM, the Board presents the progress and performance of the Group's businesses and encourages shareholders to participate through a question and answer session. The Directors, Senior Management and/or external auditors of the Company are available to respond to shareholders' queries during the general meetings. The Notice of the AGM together with the annual report will be dispatched to shareholders at least 21 days before the date of the meeting. The shareholders are thus provided with ample time to review the annual report, to appoint proxy where necessary, and to collate questions to be asked at the AGM.

All members present at each meeting shall have the rights 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 may demand for a poll for any resolutions put forward for voting at the shareholders' meetings, if so required.

The Board has identified YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin as the Senior Independent Non-Executive Director of the Board to whom queries or concerns may be conveyed.

9. COMPLIANCE WITH THE CODE

The Board is satisfied that the Company has, in all material aspects, complied with the principles and recommendations of the Code during the financial year ended 30 June 2014.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Malaysian Code on Corporate Governance requires listed companies to maintain a sound system of internal control to safeguard shareholders' investments and the Group's assets. The Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements require Directors of listed companies to include a statement in annual reports on the state of their risk managements and internal controls. The Bursa Securities' Statement on Internal Control: Guidance for Directors of Public Listed Companies ("Guidance") provides guidance for compliance with these requirements. The Board's Risk Management and Internal Control Statement, which has been prepared in accordance with the Guidance, is set out below.

RESPONSIBILITY

The Board of Directors recognises the importance of sound internal controls and risk management practices for good corporate governance. The Board affirms its overall responsibility for the Group's systems of internal controls and risk management, and for reviewing the adequacy and integrity of those systems. It should be noted, however, that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. In addition, it should be noted that any system could provide only reasonable, and not absolute assurance, against material misstatement or loss.

The Group had in place an ongoing process for identifying, evaluating, monitoring and managing the significant risks affecting the achievement of its business objectives throughout the period. The Board regularly reviews and discusses these processes.

The Board has obtained assurance from the Executive Directors who are primarily responsible for the management of the financial affairs of the Company that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects.

RISK MANAGEMENT FRAMEWORK

The Board has established an organisation structure with clearly defined lines of accountability and delegated authority. It has extended the responsibilities of the Audit and Risk Management Committee ("ARMC") to include the work of monitoring all internal controls and risk management. Its review covers matters such as responses to significant risks identified, output from the monitoring process and changes made to the internal control systems.

Having identified the risks to achieve the Group's strategic objectives, each functional area is required to document the management and mitigating actions for each significant risk. New areas are introduced for assessment as the business risk profile changes and are reviewed by the management team.

Each quarter, the management team will prepare a risk profile which summarises the risks, the controls and processes for managing them and the means for assuring management that the processes are effective. This information will be updated in a timely manner and reviewed by the management team who then reports to the ARMC on any significant changes in the business and the external environment that affect key risks.

INTERNAL AUDIT FUNCTIONS

The Board recognizes that effective monitoring on a continuous basis is a vital component of a sound internal control system and had tasked the ARMC with the duty of reviewing and monitoring the effectiveness of the Group's system of internal control. In this respect, the ARMC carries out an internal audit function to monitor and assess the effectiveness of the internal control system. Observations from internal audits are presented to the ARMC together with the management's responses and proposed action plans for its review. The action plans are then followed up during subsequent internal audits and implementation status report would be prepared to update the ARMC.

The internal audit function is outsourced to the Group Internal Audit Division of an affiliated company, Berjaya Land Berhad which reports directly to the ARMC. The scope of work covered by the internal audit function is determined by the ARMC after careful consideration and discussion of the audit plan with the ARMC. The ARMC has reviewed the internal audit reports for several major subsidiary companies of the Group during the financial year.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

OTHER KEY ELEMENTS OF INTERNAL CONTROL

The other key elements of the Group's internal control systems are described below:-

- Clearly defined delegation of responsibilities to committees of the Board and to management of Head Office and operating units, including authorisation level for all aspects of the business which are set out in an authority matrix;
- Regular and comprehensive information provided to management, covering financial performance and key business indicators, such as cashflow performance;
- Regular visits to operating units by senior management.

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

The Board through ARMC regularly receives and reviews reports on internal control, which include highlights on significant risks affecting the Group.

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 AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors of Berjaya Assets Berhad is pleased to present the report of the Audit and Risk Management Committee for the financial year ended 30 June 2014.

MEMBERS AND MEETING ATTENDANCES

The members of the Audit and Risk Management Committee are as follows:

Heng Kiah Choong

Chairman/Independent Non-Executive Director

Chan Kien Sing

Non-Independent Non-Executive Director

Dato' Mohd Salleh Bin Ahmad

Independent Non-Executive Director

The Audit and Risk Management Committee held seven (7) meetings during the financial year ended 30 June 2014. The details of attendance of the members are as follows:

Name	Attendance
Heng Kiah Choong	7/7
Chan Kien Sing	6/7
Dato' Mohd Salleh Bin Ahmad	7/7

The General Manager of Group Internal Audit, the General Manager of Group Accounts and Budgets of Berjaya Corporation Berhad and the Executive Director of Berjaya Times Square Sdn Bhd were also invited to attend the Audit and Risk Management Committee meetings. The external auditors were also invited to attend three (3) of these meetings.

SUMMARY OF ACTIVITIES OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The activities undertaken by the Audit and Risk Management Committee during the financial year ended 30 June 2014 included the following:

1. Reviewed the quarterly and year-to-date unaudited financial results 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 the internal audit reports presented and considered the 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 the management;
4. Reviewed the risk management reports of the Group's operating subsidiaries and ensuring appropriate risk management measures and measurement methodologies were in place to reduce business risk exposures;
5. Reviewed and discussed the external auditors' audit report and areas of concern in the management letter thereof;
6. Reviewed and recommended for Board's approval, the Audited Financial Statements of the Company;
7. Reviewed the Statement on Risk Management and Internal Control, Statement on Corporate Governance and the Audit and Risk Management Committee Report for inclusion in the Company's Annual Report;
8. Reviewed the Internal Audit Plan for year 2015;
9. Reported to the Board on its activities and significant findings and results; and
10. Reviewed the related party transactions and the shareholders' circulars in relation to recurrent related party transactions.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

INTERNAL AUDIT FUNCTION

SUMMARY OF ACTIVITIES OF THE INTERNAL AUDIT FUNCTION

The Company does not have its own in-house Internal Audit function. The internal audit function was outsourced to the internal auditors of its affiliated company, Berjaya Land Berhad, to assist the Audit and Risk Management Committee in discharging its duties and responsibilities. Their role is to provide the Audit and Risk Management Committee with independent and objective reports on the state of internal controls of the operating units within the Group and the extent of compliance by such units with the Group's established policies and procedures.

For the financial year under review, the Internal Auditors conducted audit assignments on various operating units in the Group involved in property investment and management, theme park, gaming, hotel and car park operations.

The activities undertaken by the Internal Auditors during the financial year ended 30 June 2014 included the following:

1. Tabled Internal Audit Plan for the Audit and Risk Management 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 respective operations management.
6. Presented the above internal audit reports to the Audit and Risk Management Committee for review.
7. Followed up review to ensure that the agreed internal audit recommendations are effectively implemented.

The cost incurred for the Internal Audit function in respect of the financial year ended 30 June 2014 was approximately RM154,000.

TERMS OF REFERENCE OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

1. MEMBERSHIP

The Audit and Risk Management Committee ("the Committee") shall be appointed by the Board from amongst the Directors and shall consist of not less than three members and all the Committee must be non-executive directors, with majority of them being 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 experience as approved by Bursa Malaysia Securities Berhad ("Bursa Securities").

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. QUORUM

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

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

3. 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.

4. 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 of Directors.

5. 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 responsibilities of the Group's finance and the outsourced 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.

6. 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, the internal auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

7. 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 recommending 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 applicable financial reporting standards and regulatory requirements
 - any changes in accounting policies and practices
 - significant issues arising from the audit
 - major judgemental areas
- (d) To prepare Audit and Risk Management 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;

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

- (h) To do the following in relation to the internal audit function:
- review the adequacy of scope, functions, competency and resources of the outsourced 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 Audit Committee and the Board of Directors from time to time;
- (j) In compliance with Paragraph 15.16 of the Bursa Securities Main Market Listing Requirements, 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;
- (k) To undertake the following risk management activities:
- *Establishing Strategic Context* – Ensuring that the strategic context of the risk management strategy is complete and takes into account the environment within which the Group operates and the requirements of all stakeholders and the Board.
 - *Establishing Risk Management Processes* – Determining the overall risk management processes that should be adopted by the business units and developing appropriate guidelines and policies for implementation.
 - *Establishing Risk Management Structure* – Ensuring a short and long term risk management strategy, framework and methodology have been implemented and consistently applied by all business units.
 - *Embedding Risk Management Capability* – Ensuring risk management processes are integrated into all core business processes and that the culture of the organisation reflects the risk consciousness of the Board.
 - *Establishing Reporting Mechanism* – Providing a consolidated risk and assurance report to the Board and Audit Committee to support the statement relating to internal control in the company's annual report.
 - *Integrating & coordinating assurance activity* – Ensuring alignment and coordination of assurance activity across the organisation.
 - *Establishing Business Benefits* – Identifying opportunities to release potential business benefits through the enhancement of risk management capabilities within the Group.
 - *Establishing Effectiveness of Risk Management Processes* – Simplifying and improving the effectiveness of existing risk management structures.
 - *Managing the Group Wide Risk Management Programme* – Supporting the implementation of the risk management processes within the business. The Committee will act as steering committee for the Group Wide Risk Management Programme (GWRM).

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DIRECTORS' REPORT

DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services to its subsidiary companies.

The principal activities of the subsidiary companies consist of:

- (i) number forecast lotteries in Sarawak;
- (ii) general trading and commission agent;
- (iii) provision of lottery consultancy and related services;
- (iv) property investment and development;
- (v) investment holding;
- (vi) operation of a hotel;
- (vii) management of ferry terminal; and
- (viii) operation of theme park.

There have been no significant changes in the nature of the Group's activities during the financial year.

RESULTS OF OPERATIONS

	Group RM'000	Company RM'000
Profit for the year	50,599	22,026
Attributable to:		
Owners of the Parent	45,341	22,026
Non-controlling interests	5,258	-
	50,599	22,026

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 the financial statements.

RESERVES AND PROVISIONS

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

DIVIDENDS

Since 30 June 2013, the Company had on 29 January 2014, paid a final dividend of 2 sen single tier exempt dividend per ordinary share of RM1.00 on 1,113,041,559 ordinary shares with voting rights in respect of the financial year ended 30 June 2013, amounting to approximately RM22.261 million.

On 13 August 2014, the Board recommended a final dividend of 2 sen single tier exempt dividend per ordinary share of RM1.00 on 1,113,041,559 ordinary shares in respect of the current financial year ended 30 June 2014 amounting to approximately RM22.261 million to be approved by the Company's shareholders at the forthcoming Annual General Meeting. This dividend will be accounted for in the shareholders' equity as an appropriation of retained earnings in the following financial year ending 30 June 2015.

DIRECTORS' REPORT

ISSUE OF SHARES AND DEBENTURES

The Company has not issued any new shares or debentures during the financial year.

SHARE OPTIONS AND WARRANTS

No options were granted by the Company to any parties during the financial year to take up unissued shares of the Company.

As of 30 June 2014, there were no unissued shares of the Company under options and there was a total of 415,982,348 Warrants 2008/2018 outstanding. None of the Warrants 2008/2018 were exercised during the financial year.

The main features of the Warrants 2008/2018 are disclosed in Note 17 to the financial statements.

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:

YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin
Tan Thiam Chai
Datuk Lye Ek Seang
Chan Kien Sing
Lim Meng Kwong
Dato' Dickson Tan Yong Loong
Datuk Robert Yong Kuen Loke
Heng Kiah Choong
Dato' Mohd Salleh Bin Ahmad

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 the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive any benefits (other than benefits included in the aggregate amount of emoluments received or due and receivable by the Directors as shown in Note 32 to the financial statements or the fixed salary of a full-time employee of the Company) 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 41 to the financial statements.

DIRECTORS' INTERESTS IN SHARES

According to the register of directors' shareholdings, none of the Directors in office at the end of the financial year had any interest in shares of the Company and its related corporations during the financial year.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

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

SIGNIFICANT EVENT SUBSEQUENT TO THE FINANCIAL YEAR END

Significant event subsequent to the financial year is disclosed in Note 48 to the financial statements.

DIRECTORS' REPORT

OTHER STATUTORY INFORMATION

- (a) Before the statements of financial position, statements of profit or loss and statements of profit or loss and other comprehensive income 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 there were no known bad debts to be written off and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they 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) it necessary to write off any bad debts or the amount of provision for doubtful debts in the financial statements of the Group and of the Company 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) 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 in respect 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.

AUDITORS

The auditors, Messrs. Deloitte (formerly known as Deloitte KassimChan), have indicated their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the Board of Directors,

TAN THIAM CHAI

CHAN KIEN SING

16 October 2014

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

We, **TAN THIAM CHAI** and **CHAN KIEN SING**, being two of the Directors of **BERJAYA ASSETS BERHAD**, do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 42 to 117 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of 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 of 30 June 2014 and of the results and the cash flows of the Group and of the Company for the year then ended.

The information set out in Note 51 to the financial statements on page 118 has 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 Board of Directors dated 16 October 2014.

TAN THIAM CHAI

CHAN KIEN SING

STATUTORY DECLARATION

PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT, 1965

I, **TAN THIAM CHAI**, being the Director primarily responsible for the financial management of **BERJAYA ASSETS BERHAD**, do solemnly and sincerely declare that the accompanying financial statements set out on pages 42 to 118 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 16 October 2014.

TAN THIAM CHAI

Before me,

YM TENGKU FARIDDUDIN BIN TENGKU SULAIMAN (W533)

Commissioner for Oaths
Kuala Lumpur

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BERJAYA ASSETS BERHAD

Report on the Financial Statements

We have audited the financial statements of Berjaya Assets Berhad, which comprise the statements of financial position of the Group and of the Company as of 30 June 2014, and the statements of profit or loss, statements of profit or loss and other 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 information, as set out on pages 42 to 117.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation of these financial statements so as to give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and 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 the auditors' judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of 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 entity's internal control. An audit also includes evaluating the appropriateness of 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 that 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 of 30 June 2014 and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of 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 that:

- (a) in our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and by its subsidiary companies of which we have acted as auditors have been properly kept in accordance with the provisions of the Act;
- (b) we have considered the accounts and auditors' reports of all the subsidiary companies of which we have not acted as auditors, which are disclosed in Note 50 to the financial statements;
- (c) we are satisfied that the accounts of the subsidiary companies 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 financial statements of the Group and we have received satisfactory information and explanations as required by us for those purposes; and
- (d) the auditors' reports on the accounts of the subsidiary companies were not subject to any qualification and did not include any adverse comment made under Section 174(3) of the Act.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BERJAYA ASSETS BERHAD

Other Reporting Responsibilities

The supplementary information set out in Note 51 to the financial statements 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 Matter

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 towards any other person for the contents of this report.

DELOITTE
AF 0080
Chartered Accountants

TEO SWEE CHUA
Partner - 2846/01/16 (J)
Chartered Accountant

16 October 2014

STATEMENTS OF FINANCIAL POSITION

AS OF 30 JUNE 2014

	Note	Group		Company	
		2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
NON-CURRENT ASSETS					
Property, plant and equipment	5	298,526	304,644	21	18
Investment properties	6	2,117,775	2,108,636	-	-
Land held for property development	7	27,104	-	-	-
Subsidiary companies	8	-	-	1,174,276	1,417,252
Associated company	9	-	-	-	-
Joint ventures	10	9,144	5,543	-	-
Other investments	11	271,339	122,903	2,021	1,800
Derivative asset	12	37	71	-	-
Deferred tax assets	26	-	16,978	-	-
Intangible assets	13	157,103	158,204	-	-
		2,881,028	2,716,979	1,176,318	1,419,070
CURRENT ASSETS					
Inventories	14	196,630	198,562	-	-
Receivables	15	49,047	25,460	279,859	76,279
Tax recoverable		2	706	-	706
Cash and bank balances	16	123,385	67,892	11,180	1,838
		369,064	292,620	291,039	78,823
TOTAL ASSETS		3,250,092	3,009,599	1,467,357	1,497,893
EQUITY					
Share capital	17	1,113,042	1,113,042	1,113,042	1,113,042
Share premium	18	258,985	258,985	258,985	258,985
Available-for-sale reserve	19	46,799	48,901	1,240	1,018
Foreign currency translation reserve	20	2,329	(45)	-	-
Retained earnings	21	658,491	789,229	82,230	82,465
Equity funds		2,079,646	2,210,112	1,455,497	1,455,510
Non-controlling interests	47(b)	418,681	3,841	-	-
Total Equity		2,498,327	2,213,953	1,455,497	1,455,510
NON-CURRENT LIABILITIES					
Bank borrowings	22	236,586	316,286	-	-
Senior bonds	23	158,569	158,266	-	-
Long term liabilities	25	80,998	90,347	-	-
Deferred tax liabilities	26	54,664	15,978	5	4
		530,817	580,877	5	4
CURRENT LIABILITIES					
Payables	27	120,740	146,366	11,574	42,379
Bank borrowings	22	77,354	48,365	-	-
Hire purchase liabilities	24	-	222	-	-
Tax payable		22,854	19,816	281	-
		220,948	214,769	11,855	42,379
Total Liabilities		751,765	795,646	11,860	42,383
TOTAL EQUITY AND LIABILITIES		3,250,092	3,009,599	1,467,357	1,497,893

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

STATEMENTS OF PROFIT OR LOSS

FOR THE YEAR ENDED 30 JUNE 2014

	Note	Group		Company	
		2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Revenue	28	419,426	361,651	14,295	24,028
Cost of sales	29	(218,296)	(203,004)	-	-
Gross profit		201,130	158,647	14,295	24,028
Fair value changes on investment properties	6	22,613	6,382	-	-
Other income	30	40,559	26,094	11,901	1,850
Distribution and marketing expenses		(5,965)	(4,893)	-	-
Administrative expenses		(96,565)	(69,992)	(2,101)	(1,569)
Other expenses	33	(926)	(15,237)	-	(41)
		160,846	101,001	24,095	24,268
Finance costs	34	(38,996)	(30,799)	(1,020)	(1,231)
Share of results of joint ventures		(151)	639	-	-
Profit before tax	35	121,699	70,841	23,075	23,037
Income tax expense	36	(71,100)	(17,954)	(1,049)	(365)
Profit for the year		50,599	52,887	22,026	22,672
Attributable to:					
Owners of the Parent		45,341	45,819	22,026	22,672
Non-controlling interests		5,258	7,068	-	-
		50,599	52,887	22,026	22,672
Earnings per share attributable to owners of the Parent (sen)					
Basic	37	4.07	4.12		
Fully diluted	37	4.07	4.12		
Dividend per share (sen)					
Final dividend				2.00	2.00

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2014

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Profit for the year	50,599	52,887	22,026	22,672
Other comprehensive income:				
<u>Items that may be subsequently reclassified to profit or loss</u>				
Net gain/(loss) on available-for-sale investments:				
- Gain/(Loss) on fair value changes	3,668	(954)	222	142
- Transfer to statement of profit or loss upon disposal	(5,803)	(325)	-	(24)
Currency translation difference	2,377	(47)	-	-
Total comprehensive income for the year	50,841	51,561	22,248	22,790
Attributable to:				
Owners of the Parent	45,613	44,493	22,248	22,790
Non-controlling interests	5,228	7,068	-	-
	50,841	51,561	22,248	22,790

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2014

	← Attributable to the owners of the Parent →							
	← Non-distributable →			Distributable				
	Share Capital RM'000	Share Premium RM'000	Available- for-sale Reserve RM'000	Foreign Currency Translation Reserve RM'000	Retained Earnings RM'000	Equity Funds RM'000	Non- controlling Interests RM'000	Total Equity RM'000
As of 1 July 2012	1,113,042	258,985	50,180	2	760,106	2,182,315	3,647	2,185,962
Total comprehensive income	-	-	(1,279)	(47)	45,819	44,493	7,068	51,561
Transactions with owners:								
Non-controlling interests arising from additional subscription of shares in a subsidiary company	-	-	-	-	-	-	300	300
Dividends (Note 38)			-	-	(16,696)	(16,696)	-	(16,696)
Dividends paid to non-controlling interests			-	-	-	-	(7,174)	(7,174)
As of 30 June 2013	1,113,042	258,985	48,901	(45)	789,229	2,210,112	3,841	2,213,953
As of 1 July 2013	1,113,042	258,985	48,901	(45)	789,229	2,210,112	3,841	2,213,953
Total comprehensive income	-	-	(2,102)	2,374	45,341	45,613	5,228	50,841
Transactions with owners:								
Partial disposal of a subsidiary company (Note 47(b))	-	-	-	-	(153,818)	(153,818)	403,818	250,000
Non-controlling interests arising from additional subscription of shares in subsidiary companies	-	-	-	-	-	-	13,144	13,144
Dividends (Note 38)	-	-	-	-	(22,261)	(22,261)	-	(22,261)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(7,350)	(7,350)
As of 30 June 2014	1,113,042	258,985	46,799	2,329	658,491	2,079,646	418,681	2,498,327

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

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2014

	← Non-distributable →			Distributable	Total RM'000
	Share capital RM'000	Share Premium RM'000	Available- for-sale- Reserve RM'000	Retained Earnings RM'000	
As of 1 July 2012	1,113,042	258,985	900	76,489	1,449,416
Total comprehensive income	-	-	118	22,672	22,790
Transaction with owners:					
Dividends (Note 38)	-	-	-	(16,696)	(16,696)
As of 30 June 2013	1,113,042	258,985	1,018	82,465	1,455,510
As of 1 July 2013	1,113,042	258,985	1,018	82,465	1,455,510
Total comprehensive income	-	-	222	22,026	22,248
Transaction with owners:					
Dividends (Note 38)	-	-	-	(22,261)	(22,261)
As of 30 June 2014	1,113,042	258,985	1,240	82,230	1,455,497

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2014

	Note	2014 RM'000	2013 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		479,266	391,420
Payments to suppliers, prize winners and other operating expenses		(356,328)	(248,552)
Payments for pool betting duties, gaming tax, royalties and other government contributions		(47,629)	(46,676)
Tax refund		587	11
Payment of taxes		(13,979)	(9,524)
Other receipts		454	130
Net cash generated from operating activities		62,371	86,809
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposal of property, plant and equipment		26	-
Proceeds from partial disposal of a subsidiary company		250,000	-
Acquisitions of property, plant and equipment		(6,140)	(148,462)
Acquisitions of properties		(31,537)	(40,223)
Sale of other investments		17,577	10,500
Sale of properties		47,185	42,816
Acquisition of investment in a joint venture		(4,500)	-
Acquisition of other investments		(162,958)	(11,586)
Interest received		3,602	1,968
Dividends received		2,949	1,516
Deposits paid in relation to proposed acquisition of properties		(20,758)	(2,612)
Net cash generated/(used in) from investing activities		95,446	(146,083)
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of share capital to non-controlling interests		13,144	300
Drawdown of borrowings and loans		15,750	172,576
Repayment of borrowings and loans		(68,876)	(32,729)
Interest paid		(32,173)	(29,122)
Payment of hire purchase liabilities		(222)	(2,688)
Dividends paid to shareholders of the Company		(22,261)	(16,696)
Dividends paid to non-controlling interests		(7,350)	(7,174)
Net cash (used in)/generated from financing activities		(101,988)	84,467
NET CHANGE IN CASH AND CASH EQUIVALENTS		55,829	25,193
EFFECTS OF EXCHANGE RATE CHANGES		(310)	(641)
OPENING CASH AND CASH EQUIVALENTS		60,539	35,987
CLOSING CASH AND CASH EQUIVALENTS	(a)	116,058	60,539

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

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2014

(a) The closing cash and cash equivalents comprise of:

Deposits with licensed banks (Note 16)
Cash on hand and at banks (Note 16)
Bank overdraft (Note 22)

2014 RM'000	2013 RM'000
96,434	53,902
26,951	13,990
(7,327)	(7,353)
116,058	60,539

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2014

	Note	2014 RM'000	2013 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments for operating expenses		(1,359)	(820)
Payment of taxes		(62)	-
Net cash used in operating activities		(1,421)	(820)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from partial disposal of a subsidiary company		250,000	-
Acquisition of property, plant and equipment		(3)	(6)
Sale of other investments		-	183
Interest received		4,877	1,826
Dividends received		13,570	23,303
Net cash generated from investing activities		268,444	25,306
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest paid		(1,020)	(1,231)
Inter-company payments		(234,400)	(5,912)
Dividends paid to shareholders of the Company		(22,261)	(16,696)
Net cash used in financing activities		(257,681)	(23,839)
NET CHANGE IN CASH AND CASH EQUIVALENTS		9,342	647
OPENING CASH AND CASH EQUIVALENTS		1,838	1,191
CLOSING CASH AND CASH EQUIVALENTS	(a)	11,180	1,838

(a) The closing cash and cash equivalents comprise of:

	2014 RM'000	2013 RM'000
Deposits with licensed banks (Note 16)	10,456	1,111
Cash on hand and at banks (Note 16)	724	727
	11,180	1,838

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

1 GENERAL INFORMATION

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

The principal activities of the Company are investment holding and provision of management services to its subsidiary companies.

The principal activities of the subsidiary companies consist of:

- (i) number forecast lotteries in Sarawak;
- (ii) general trading and commission agent;
- (iii) provision of lottery consultancy and related services;
- (iv) property investment and development;
- (v) investment holding;
- (vi) operation of a hotel;
- (vii) management of ferry terminal; and
- (viii) operation of theme park.

There have been no significant changes in the nature of these activities during the financial year.

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 are presented in Ringgit Malaysia ("RM") which is the Company's functional currency. All information presented in RM has been rounded to the nearest thousand (RM'000) unless otherwise stated.

The financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 16 October 2014.

2 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The financial statements of the Group and of the Company have been prepared in accordance with the Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the provisions of the Companies Act, 1965 in Malaysia.

2.1 Changes in Accounting Policy

On 1 July 2013, the Group and the Company adopted the following new MFRSs, Amendments to MFRSs, Annual Improvements and Interpretations:

Effective for financial periods beginning on or after 1 January 2013

MFRS 10: Consolidated Financial Statements
MFRS 11: Joint Arrangements
MFRS 12: Disclosure of Interests in Other Entities
MFRS 13: Fair Value Measurement
MFRS 119: Employee Benefits
MFRS 127: Separate Financial Statements
MFRS 128: Investment in Associates and Joint Ventures
Amendments to MFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS 10: Consolidated Financial Statements - Transition Guidance
Amendments to MFRS 11: Joint Arrangement - Transition Guidance
Amendments to MFRS 12: Disclosure of Interest In Other Entities - Transition Guidance

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

2 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

2.1 Changes in Accounting Policy (cont'd)

Effective for financial periods beginning on or after 1 January 2013 (cont'd)

Adoption of the above new MFRSs, Amendments to MFRSs, Annual Improvement 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 MFRS 101: Presentation of Items of Other Comprehensive Income

The Amendments to MFRS 101 introduce new terminology, whose use is not mandatory, for the income statement and statement of comprehensive income. Under the Amendments to MFRS 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 MFRS 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 MFRS 101 also introduce a grouping of items presented in other comprehensive income. Items that may be reclassified ("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.

MFRS 10: Consolidated Financial Statements

MFRS 10 replaces part of MFRS 127: Consolidated and Separate Financial Statements that deals with consolidated financial statements and IC Interpretation 112: Consolidation – Special Purpose Entities.

Under MFRS 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 MFRS 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.

MFRS 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. MFRS 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 MFRS 10 does not have any effect on the financial performance of the Group and of the Company.

MFRS 12: Disclosure of Interests in Other Entities

MFRS 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.

MFRS 13: Fair Value Measurement

MFRS 13 establishes a single source of guidance under MFRS for all fair value measurements. MFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under MFRS. MFRS 13 defines fair value as an exit price. MFRS 13 also requires additional disclosures.

NOTES TO THE FINANCIAL STATEMENTS

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2 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

2.1 Changes in Accounting Policy (cont'd)

MFRS 13: Fair Value Measurement (cont'd)

Application of MFRS 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.

2.2 Standards and interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following new MFRSs, Amendments to MFRSs, Annual Improvements and Interpretations were issued but not yet effective and have not been applied by the Group nor the Company.

Effective for financial periods beginning on or after 1 January 2014:

Amendments to MFRS 132: Financial Instruments – Presentation (Offsetting Financial Assets and Financial Liabilities)
 Amendments to MFRS 10, MFRS 12 and MFRS 127: Investment Entities
 Amendments to MFRS 136: Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets
 Amendments to MFRS 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 MFRS 119: Employee Benefits (Defined Benefit Plans – Employee Contributions)
 Annual Improvements to MFRSs 2010 - 2012 Cycle
 Annual Improvements to MFRSs 2011 - 2013 Cycle

Effective for financial periods beginning on or after 1 January 2016:

Amendments to MFRS 11: Joint Arrangement – Accounting for Acquisitions of Interests in Joint Operations
 MFRS 14: Regulatory Deferral Accounts
 Amendments to MFRS 116 and MFRS 138: Clarification of Acceptable Methods of Depreciation and Amortisation
 Amendments to MFRS 116 and MFRS 141: Agriculture – Bearer Plants

Effective for financial periods beginning on or after 1 January 2017:

MFRS 15: Revenue from Contracts with Customers

Effective for financial period beginning on or after a date to be announced:

MFRS 9: Financial Instruments - Classification and Measurement

Unless otherwise described below, the new MFRSs, Amendments to MFRSs, Annual Improvements 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 MFRSs, Amendments to MFRSs, Annual Improvements and Interpretations.

The Group is currently assessing the impact of the adoption of the standards below would have on its financial position and performance. It is impractical to provide a reasonable estimate of the impact on the application of these standards until the review is completed.

NOTES TO THE FINANCIAL STATEMENTS

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2 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

2.2 Standards and interpretations issued but not yet effective (cont'd)

MFRS 9: Financial Instruments

MFRS 9 reflects the first phase of work on the replacement of MFRS 139 and applies to classification and measurement of financial assets and financial liabilities as defined in MFRS 139. The standard was initially effective for annual periods beginning on or after 1 January 2013, but Amendments to MFRS 9: Mandatory Effective Date of MFRS 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 MFRS 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. The Group will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued.

Amendments to MFRS 10, MFRS 12 and MFRS 127: Investment Entities

Amendments to MFRS 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 required 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 MFRS 12 and MFRS 127 to introduce new disclosure requirements for investment entities.

Amendments to MFRS 136: Impairment of Assets – Recoverable Amount Disclosures for Non Financial Assets

Amendments to MFRS 136 remove the unintended consequences of MFRS 13 on the disclosures required under MFRS 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.

Amendments to MFRS 139: Financial Instruments – Novation of Derivatives and Continuation of Hedge Accounting

Amendments to MFRS 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.

MFRS 15: Revenue from Contracts with Customers

MFRS 15 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts from customers. The core principle is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. MFRS 15 provides a single, principles based five-step model to be applied to all contracts with customers and also introduces new disclosures of revenue.

The Group is currently assessing the impact that the above standards would have on its financial position and performance. It is impractical to provide a reasonable estimate of the impact on the application of these standards until the review is completed.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of Accounting

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. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

3.2 Summary of Significant Accounting Policies

(a) Subsidiary Companies and Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company 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.

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. Under the acquisition method of accounting, consolidation of a subsidiary company begins when the Group obtains control over the subsidiary company and ceases when the Group loses control of the subsidiary company.

The cost of acquisition of a subsidiary company depends on whether it is a business combination, in accordance with the specifications in MFRS 3, 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 the statement of profit or loss as incurred.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(a) Subsidiary Companies and Basis of Consolidation (cont'd)

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 the statement of 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 the statement of profit or loss.

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 MFRS 139 or MFRS 137 as appropriate with the corresponding gain or loss being recognised in the statement of 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.

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 parent.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(a) Subsidiary Companies 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 the statement of 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 the statement of 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.

(b) 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 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 statement of profit or loss from the date that significant influence effectively commences or until the date that significant influence effectively ceases, as appropriate.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(b) Associated Companies and Joint Ventures (cont'd)

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.

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 company or the joint venture, 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 legal and constructive obligations or has made payment on behalf of the associated company or the joint venture.

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

(c) Affiliated Companies

The Group treats companies substantially owned directly or indirectly by a major shareholder of the Company, Tan Sri Dato' Seri Vincent Tan Chee Yioun and persons connected with him as affiliated companies.

(d) 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. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of profit or loss during the financial period in which they are incurred.

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

Capital work-in-progress are not depreciated as these assets are not available for use.

Depreciation of 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 :

Freehold building	2%
Long term leasehold land and buildings	Over remaining economic useful life of the lease
Short term leasehold land and buildings	Over 50 years
Plant, machinery and equipment	10% - 20%
Computer equipment	10% - 20%
Renovation and signage	10% - 33%
Furniture, fittings and office equipment	10% - 50%
First aid and theme park equipment	10% - 20%
Cinema fixtures, fittings and equipment	10% - 20%
Motor vehicles	14% - 20%
Others *	10% - 20%

* Others comprise mainly ponies, draw equipment and telecommunications equipment.

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.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(d) Property, Plant and Equipment, and Depreciation (cont'd)

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 gain or losses on the derecognition of the asset are included in the statement of profit or loss in the year in which they arise.

(e) 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 is performed by independent professional valuers.

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

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 the statement of profit or loss in the year in which they arise.

When an item of property, plant and equipment is transferred to investment property 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 a fair value gain reverses a previous impairment loss, the gain is recognised in the statement of 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 transfer and its fair value is recognised directly to the statement of profit or loss.

(f) Land Held for Property Development

Land held for property development consists of land on which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses.

Costs associated with the acquisition of land include the purchase price of the land, professional fees, stamp duties, commissions, conversion fees and other relevant levies. Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount.

Land held for property development is classified as current assets in the statement of financial position when the development activities with a view of sale have commenced and where the development activities can be completed within the Company's normal operating cycle.

(g) 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 not amortised but instead, it 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.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(g) Intangible Assets (cont'd)

(ii) Other Intangible Asset

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 any 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.

Other intangible asset comprises the rights to receive Special Cash Sweep Lottery royalty revenue. The intangible asset is amortised over the period of the rights of 30 years commencing 9 November 1999.

(h) Inventories

Properties held for sale are stated at the lower of cost and net realisable value. Cost is determined on the specific identification basis and includes costs of land, construction and appropriate development overheads.

Inventories also include finished goods, souvenirs and stores and consumables, which are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis.

Ticket inventories and gaming equipment are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis.

Cost comprises the invoiced value of the goods purchased plus cost incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

(i) 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 by 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.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(i) Fair Value Measurement (cont'd)

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.

(j) Impairment of Non-Financial Assets

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

For goodwill, intangible 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. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment 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.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(j) Impairment of Non-Financial Assets (cont'd)

An impairment loss is recognised in the statement of profit or loss in the year 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 asset revaluation 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 the statement of profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase.

(k) 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.

(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 the statement of 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 the statement of 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 expected settlement date.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(k) Financial Assets (cont'd)

(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 the amortised cost using the effective interest method. Gains and losses are recognised in the statement of 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 the amortised cost using the effective interest method. Gains and losses are recognised in the statement of 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.

(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 the statement of profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the statement of profit or loss as a reclassification adjustment when the financial asset is derecognised. Interest income calculated using the effective interest method is recognised in the statement of profit or loss.

Dividends from an available-for-sale equity instrument are recognised in the statement of 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 when 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 other comprehensive income will be recognised in the statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(I) 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 the statement of 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 receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable becomes uncollectible, it is written off against the allowance account.

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 the statement of profit or loss.

(ii) 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 the statement of profit or loss, is transferred from equity to the statement of profit or loss.

Impairment losses on available-for-sale equity investments are not reversed in the statement of 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 investments, impairment losses are subsequently reversed in the statement of 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 the statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(m) Statement of Cash Flows

Cash comprises cash in hand, at bank and demand deposits. Cash equivalents, which 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 and the Company adopt the direct method in the preparation of the statement of cash flows.

(n) 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, within the scope of MFRS 139, 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. 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 and 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 the statement of 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, hire purchase liabilities, Senior Bonds 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.

Senior Bonds, 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.

For other financial liabilities, gains and losses are recognised in the statement of 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 the statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(o) 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 the statement of 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 the statement of profit or loss.

(p) 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. Where the effect of the time value of money is material, the amount of provision is the present value of the expenditure expected to settle the obligation.

Liquidated and ascertained damages which have been accrued based on estimates of settlement sums to be agreed, are recognised in the statement of profit or loss.

(q) 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 the statement of 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 and the Company 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 the statement of 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 retain 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 bases as rental income. The accounting policy for rental income is set out in Note 3.2 (w)(vi).

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(r) Taxes

Income tax expense represents the sum of the tax currently payable and deferred 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 the statement of profit or loss except to the extent that the taxes relates to items recognised outside the statement of profit or loss which is recognised 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, associated companies and 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, associated companies and 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.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(r) Taxes (cont'd)

(ii) Deferred Tax (cont'd)

Deferred tax relating to items recognised outside the statement of profit or loss is recognised outside the statement of 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.

(iii) Gaming and Sales Tax

Revenues, expenses and assets are recognised net of the amount of gaming or sales tax, while expenses are recognised net 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.

(s) 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 the statement of 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 operations. 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 the statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(s) Foreign Currencies (cont'd)

(ii) Foreign Currency Transactions (cont'd)

Exchange differences arising on monetary items that form part of the Company's net investment in foreign operations are recognised in the statement of profit or loss of the Company's separate 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 the statement of profit or loss for the year except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income. 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 statement of profit or loss and statement of profit or loss and other comprehensive income are translated at average exchange rates for the year, which approximate the exchange rates at the dates of the transactions; and
- All the resulting exchange differences are recognised in other comprehensive income and accumulated in a separate component of equity under foreign currency translation reserve.

The principal closing rates used in translation are as follows:

Foreign currency	Currency code	2014 RM	2013 RM
1 Sterling Pound	GBP	5.471	4.845
1 Singapore Dollar	SGD	2.571	2.507
1 United States Dollar	USD	3.212	3.177

(t) Borrowing Costs

Borrowing costs consist of interest and transaction costs that the Group and the Company incurred in connection with the borrowing of funds.

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 expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

Transaction costs that are directly attributable to the issue of financial liabilities measured at amortised cost are amortised over the tenures of the respective financial liabilities at effective interest rates.

All other borrowing costs are recognised in the statement of profit or loss in the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(u) Share Capital

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

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

(v) 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 not wholly within the control of the Group or the Company.

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

(w) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the Company and the revenue can be reliably measured.

(i) Dividend income

Dividend income from investments in subsidiary and associated companies and joint ventures is recognised when the shareholders' right to receive the dividend payment is established. Dividend income from other investments is recognised on receipt basis.

(ii) Interest income

Interest income from short term deposits and advances are recognised on an accrual basis, unless recoverability is in doubt.

(iii) Gaming activities

Revenue from gaming activities is recognised based on ticket sales net of gaming tax relating to draw days within the financial year.

(iv) Gaming equipment sale

Revenue from the sale of gaming equipment is recognised net of discounts upon delivery of products and customer acceptance.

(v) Management fee income

Management fee income is recognised on an accrual basis.

(vi) Rental income

Revenue from rental of investment properties is recognised on an accrual basis unless collection is in doubt, in which case it is recognised on receipt basis.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

3 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Summary of Significant Accounting Policies (cont'd)

(w) Revenue Recognition (cont'd)

(vii) Sale of goods and properties

Revenue is recognised when significant risks and rewards of ownership of the goods and properties have been passed to the buyer. Revenue is recognised net of sales and service tax and discount, where applicable.

(viii) Theme park tickets

Revenue from sale of theme park tickets are recognised when obligation to render services are discharged.

(ix) Other income

Other than the above, all other income is recognised on accrual basis.

(x) 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. 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 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 statement of profit or loss as incurred. As required by law, companies in Malaysia make such contributions to the Employees Provident Fund ("EPF").

(y) Segment Information

For management purposes, the Group is organised into operating segments based on their products and services which are 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. The segment information by geographical locations is not applicable as the Group operates predominantly in Malaysia.

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.

Segment assets include all operating assets used by a segment and do not include items arising on investing or financing activities.

Segment liabilities comprise operating liabilities and do not include liabilities arising on investing or financing activities such as bank borrowings.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Estimation judgements are continually evaluated by the Directors and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(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) Classification between investment properties and property, plant and equipment

The Group has developed certain criteria based on MFRS 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.

Judgements have been made by the Group that the portion held for administrative purposes is insignificant.

(ii) 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.

(iii) 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.

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 current financial year, the Group impaired quoted and unquoted equity investments with "significant" decline in fair value greater than 20%, and "prolonged" period as greater than 12 months.

For the financial year ended 30 June 2014, the amount of impairment loss recognised for available-for-sale investments was RM500,000 (2013 : RM14,396,000) as disclosed in Note 33.

(iv) Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured at fair value, the Group has reviewed its investment property portfolios and concluded that its investment property portfolios are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the deferred tax on investment properties, the Group determined that the presumption that the carrying amounts of the investment properties measured at fair value are recovered through sale is not rebutted. As a result, the Group has measured deferred tax on changes in fair values of investment properties at real property gains tax rates as the gains from disposal of investment properties of the Group are subject to these tax rates.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

(a) Critical Judgements Made in Applying Accounting Policies (cont'd)

(v) Financial guarantee contracts

At each reporting date, the Company determines the fair value of the guarantees at initial recognition based on the likelihood of the guaranteed party defaulting within the guaranteed period and estimates the loss exposure (after considering the value of physical assets pledged for the loans/borrowings obtained from external financiers).

For the financial year ended 30 June 2014, the Company has assessed the existing financial guarantee contracts and determined that the guarantees are more likely not to be called upon by the financiers. Financial impact of such guarantees is not material.

(b) Key Sources of Estimation Uncertainty

Management believes that there are no key assumptions made 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 except the following:

(i) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use ("VIU") of the cash-generating unit ("CGU") to which the goodwill is allocated. Estimating a value-in-use 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 are disclosed in Note 13.

(ii) Impairment of property, plant and equipment and investments in subsidiary companies

The Group carried out the impairment test based on the assessment of the fair value of the respective asset's or CGU's fair value less costs to sell or based on the estimation of the value-in-use ("VIU") of the CGUs to which the respective property, plant and equipment and subsidiary companies 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.

The carrying amounts of property, plant and equipment and the investments in subsidiary companies of the Group are disclosed in Notes 5 and 8 respectively.

(iii) Depreciation of plant, machinery and equipment

The cost of plant, machinery and equipment is depreciated on a straight-line basis over the assets' useful lives. Management estimates the useful lives of these plant, machinery and equipment to be within 3 to 10 years. These are common life expectancies applied in the industry.

(iv) 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 15.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

(b) Key Sources of Estimation Uncertainty (cont'd)

(v) Income tax

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, unabsorbed capital allowances and other deductible temporary differences 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 upon the likely timing and level of future taxable profits together with future tax planning strategies. Details of deferred tax assets are disclosed in Note 26.

(vii) Fair values of investment properties

The Group carries its investment properties at fair value, with changes in fair values being recognised in the statement of profit or loss. The Group engaged independent professional valuer to determine fair value at the reporting date by reference to open market value using the Investment, Discounted Cash Flow, Comparison and Cost Methods.

(viii) Derivative asset

The Group measures the derivative asset by reference to the fair value of the derivative asset at reporting date. Estimating fair value of the derivative asset requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the derivative asset, and making relevant assumptions. The details of the derivative asset are disclosed in Note 12.

(ix) Provision for minimum rental payable

In the prior financial years, a subsidiary company of the Group made a provision for minimum rental payable of USD886,000 (approximately RM2,802,000) upon the termination of a lease on a theatre system. The subsidiary company received a statement of accounts from the lessor stating that the amount owing to the lessor as RMNil balance. The management is of the view that after consulting its legal advisors, this RMNil balance statement of accounts does not preclude the lessor from filing a claim for the minimum rental payable. As such, the provision should remain as included in Note 27.

NOTES TO THE FINANCIAL STATEMENTS

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5 PROPERTY, PLANT AND EQUIPMENT

GROUP	Net Carrying Amount as of 1.7.2013 RM'000						Net Carrying Amount as of 30.6.2014 RM'000
	Net Carrying Amount as of 1.7.2013 RM'000	Additions RM'000	Reclassification RM'000	Transfer RM'000	Disposal/Write off RM'000	Depreciation RM'000	
As of 30 June 2014							
Freehold building	162,484	655	113	-	-	(4,113)	159,139
Long term leasehold land and buildings	124,784	3,835	(11,527)	-	-	(3,365)	113,727
Short term leasehold land and buildings	4,030	-	-	-	-	(102)	3,928
Plant, machinery and equipment	11	104	7,554	636	-	(1,113)	7,192
Computer equipment	7,435	237	-	-	-	(1,221)	6,451
Renovation and signage	1,646	166	-	-	-	(1,073)	739
Furniture, fittings and office equipment	1,371	810	3,829	-	(24)	(911)	5,075
First aid and theme park equipment	1,248	98	-	-	-	(1,024)	322
Cinema fixtures, fittings and equipment	55	-	-	-	-	(55)	-
Motor vehicles	1,257	219	31	-	-	(434)	1,073
Capital work-in-progress	-	-	-	585	-	-	585
Others	323	16	-	-	-	(44)	295
	304,644	6,140	-	1,221	(24)	(13,455)	298,526

GROUP	Net Carrying Amount as of 1.7.2012 RM'000						Net Carrying Amount as of 30.6.2013 RM'000
	Net Carrying Amount as of 1.7.2012 RM'000	Additions RM'000	Reclassification RM'000	Transfer RM'000	Disposal/Write off RM'000	Depreciation RM'000	
As of 30 June 2013							
Freehold building	145,162	21,000	-	-	-	(3,678)	162,484
Long term leasehold land and buildings	-	126,005	-	-	-	(1,221)	124,784
Short term leasehold land and buildings	4,131	-	-	-	-	(101)	4,030
Plant, machinery and equipment	13	-	-	-	-	(2)	11
Computer equipment	8,364	301	(1)	-	(2)	(1,227)	7,435
Renovation and signage	3,783	2	(409)	-	-	(1,730)	1,646
Furniture, fittings and office equipment	1,229	262	410	-	(44)	(486)	1,371
First aid and theme park equipment	4,917	204	-	-	-	(3,873)	1,248
Cinema fixtures, fittings and equipment	222	-	-	-	-	(167)	55
Motor vehicles	1,074	688	-	-	-	(505)	1,257
Others	374	-	-	-	-	(51)	323
	169,269	148,462	-	-	(46)	(13,041)	304,644

NOTES TO THE FINANCIAL STATEMENTS

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5 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

GROUP

As of 30 June 2014

	Cost RM'000	Accumulated Depreciation RM'000	Net Carrying Amount RM'000
Freehold building	195,485	36,346	159,139
Long term leasehold land and buildings	118,310	4,583	113,727
Short term leasehold land and buildings	5,074	1,146	3,928
Plant, machinery and equipment	15,551	8,359	7,192
Computer equipment	13,280	6,829	6,451
Renovation and signage	8,700	7,961	739
Furniture, fittings and office equipment	10,313	5,238	5,075
First aid and theme park equipment	38,874	38,552	322
Cinema fixtures, fittings and equipment	500	500	-
Motor vehicles	3,528	2,455	1,073
Capital work-in-progress	585	-	585
Others	900	605	295
	411,100	112,574	298,526

As of 30 June 2013

Freehold building	194,715	32,231	162,484
Long term leasehold land and buildings	126,005	1,221	124,784
Short term leasehold land and buildings	5,074	1,044	4,030
Plant, machinery and equipment	7,261	7,250	11
Computer equipment	13,732	6,297	7,435
Renovation and signage	8,544	6,898	1,646
Furniture, fittings and office equipment	5,791	4,420	1,371
First aid and theme park equipment	38,776	37,528	1,248
Cinema fixtures, fittings and equipment	500	445	55
Motor vehicles	3,288	2,031	1,257
Others	886	563	323
	404,572	99,928	304,644

- (a) During the previous financial year, a subsidiary company of the Group fully written off certain items of property, plant and equipment aggregating RM10,485,000 which had been fully impaired.
- (b) During the financial year, certain subsidiaries of the Group transferred certain assets from investment properties as disclosed in Note 6.
- (c) The net carrying amount of property, plant and equipment held under hire purchase arrangements are as follows:

	Group	
	2014 RM'000	2013 RM'000
Computer equipment	-	6,432

NOTES TO THE FINANCIAL STATEMENTS

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5 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

- (d) The net carrying amounts of property, plant and equipment pledged to financial institutions for credit facilities granted to the Group, as referred to in Notes 22 and 23 are as follows:

	Group	
	2014 RM'000	2013 RM'000
Freehold building	159,139	162,484
Long term leasehold land and buildings	113,727	124,784
Plant, machinery and equipment	7,098	-
Computer equipment	523	491
Renovation and signage	563	1,486
Furniture, fittings and office equipment	4,738	1,076
First aid and theme park equipment	61	1,044
Cinema fixtures, fittings and equipment	-	55
Motor vehicles	798	880
	286,647	292,300

- (e) Included in the cost of property, plant and equipment of the Group are fully depreciated assets which are still in use:

	Group	
	2014 RM'000	2013 RM'000
At cost:		
Plant, machinery and equipment	7,634	7,238
Furniture, fittings and office equipment	2,632	1,412
Computer equipment	1,762	1,989
Renovation	6,643	2,923
First aid and theme park equipment	38,311	73
Motor vehicles	502	840
Cinema fixtures, fittings and equipment	500	-
Others	452	342
	58,436	14,817

COMPANY

As of 30 June 2014
Computer equipment

As of 30 June 2013
Computer equipment

	Net Carrying Amount as of 1.7.2013 / 1.7.2012 RM'000	Additions RM'000	Depreciation RM'000	Net Carrying Amount as of 30.6.2014 / 30.6.2013 RM'000
As of 30 June 2014 Computer equipment	18	3	-	21
As of 30 June 2013 Computer equipment	23	6	(11)	18

NOTES TO THE FINANCIAL STATEMENTS

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5 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

COMPANY

As of 30 June 2014

Computer equipment

As of 30 June 2013

Computer equipment

	Cost RM'000	Accumulated Depreciation RM'000	Net Carrying Amount RM'000
As of 30 June 2014 Computer equipment	57	36	21
As of 30 June 2013 Computer equipment	54	36	18

6 INVESTMENT PROPERTIES

At fair value :

As of 1 July 2013/2012

Fair value changes

Additions during the year

Transfer to property, plant and equipment (Note 5)

Disposals during the year

As of 30 June 2014/2013

	Group	
	2014 RM'000	2013 RM'000
As of 1 July 2013/2012	2,108,636	1,878,996
Fair value changes	22,613	6,382
Additions during the year	10,198	246,609
Transfer to property, plant and equipment (Note 5)	(1,221)	-
Disposals during the year	(22,451)	(23,351)
As of 30 June 2014/2013	2,117,775	2,108,636

During the financial year, the Group determined that certain assets amounting to RM1,221,000 no longer met the criteria based on MFRS 140 to qualify as investment properties and has transferred the said assets to property, plant and equipment.

Investment properties amounting to RM2,089,873,000 (2013 : RM2,072,156,000) have been pledged to financial institutions for credit facilities as referred to in Notes 22 and 23.

Included in the investment properties are RM250,565,000 (2013 : RM241,776,000) representing investment properties held under lease terms.

The fair value of the Group's investment properties at 30 June 2014 have been arrived at on the basis of a valuation carried out at that date by independent valuers which have appropriate qualifications and recent experience in the valuation of properties in the relevant locations. The fair value was determined primarily based on Investment, Discounted Cash Flow, Comparison and Cost Methods. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Fair value hierarchy disclosures for investment properties have been provided in Note 43.

NOTES TO THE FINANCIAL STATEMENTS

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7 LAND HELD FOR PROPERTY DEVELOPMENT

	Group	
	2014 RM'000	2013 RM'000
As of 1 July 2013/2012		
Freehold land cost	-	-
Additions during the year		
Freehold land cost	27,104	-
As of 30 June 2014/2013		
Freehold land cost	27,104	-

8 SUBSIDIARY COMPANIES

	Group	
	2014 RM'000	2013 RM'000
Unquoted shares at cost	1,174,276	1,417,252

The Group's equity interest in the subsidiary companies, their respective principal activities and countries of incorporation are shown in Note 50.

(a) The changes to the composition of the Group for the financial year ended 30 June 2014 are as follows:

- (i) BTS (Cayman) Limited, a wholly-owned subsidiary company of the Company and a third party have respectively subscribed for additional 5,500,000 and 2,400,000 ordinary shares of £1.00 each in Cardiff Asset Limited ("CAL"), a subsidiary company of the Company. CAL has increased its issued and paid up share capital from £100,000 to £8,000,000 by an allotment of 7,900,000 ordinary shares of £1.00 each. As such, the equity interest of the Group in CAL has been diluted from 100% to 70%;
- (ii) Berjaya Waterfront Sdn Bhd ("BWSB"), a 80% owned subsidiary company of the Group and a third party have respectively subscribed for additional 699,998 and 300,000 ordinary shares of RM1.00 each in Jauhari Maksima Sdn Bhd ("JMSB"), a subsidiary company of BWSB. JMSB has increased its issued and paid up share capital from RM2.00 to RM1,000,000 by an allotment of 999,998 ordinary shares of RM1.00 each. As such, the equity interest of BWSB in JMSB has been diluted from 100% to 70%;
- (iii) Disposal of 20% equity interest in Berjaya Times Square Sdn Bhd ("BTSSB"), a wholly-owned subsidiary company of the Company for a total cash consideration of RM250,000,000. Consequently, BTSSB became a 80% owned subsidiary of the Company; and
- (iv) Acquisition of 100% equity interest comprising 1 ordinary share of USD1.00 in BA Properties (Cayman) Limited ("BAPCL") for a total cash consideration of USD1.00. BAPCL is presently dormant and the intended principal activity is investment holding.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

8 SUBSIDIARY COMPANIES (CONT'D)

(b) Subsidiary companies with material non-controlling interests

Set out below are the non-controlling interests of the subsidiary companies which the Group regards as material to the Group. The equity interests held by non-controlling interests are as follows:

	Equity interest held by non-controlling interests	
	2014 %	2013 %
BTSSB (on a consolidated basis)	20	-
Natural Avenue Sdn Bhd ("NASB")	35	35

Summarised financial information of the 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.

Comparative figures have not been presented for 30 June 2013 by virtue of the exemption given in Appendix C Paragraph C2A of MFRS 12, which is effective for annual financial periods beginning on and after 1 January 2013.

Group As of 30 June 2014	BTSSB RM'000	NASB RM'000	Total RM'000
Non-current assets	2,489,496	11,935	2,501,431
Current assets	321,008	13,192	334,200
Non-current liabilities	(598,936)	(1,738)	(600,674)
Current liabilities	(185,615)	(16,156)	(201,771)
Net assets	2,025,953	7,233	2,033,186
Equity attributable to:			
- owners of the parent	2,025,252	7,233	2,032,485
- non-controlling interests	701	-	701
Total equity	2,025,953	7,233	2,033,186
Revenue	178,465	239,797	418,262
Profit for the year	33,284	19,312	52,596
Other comprehensive income	(3,774)	-	(3,774)
Total comprehensive income	29,510	19,312	48,822
Profit/(loss) for the year attributable to:			
- owners of the parent	33,293	19,312	52,605
- non-controlling interests	(9)	-	(9)
	33,284	19,312	52,596
Total comprehensive income attributable to:			
- owners of the parent	29,519	19,312	48,831
- non-controlling interests	(9)	-	(9)
	29,510	19,312	48,822
Net cash generated from/(used in):			
- operating activities	42,935	22,029	64,964
- investing activities	38,475	(116)	38,359
- financing activities	(37,238)	(21,252)	(58,490)
Net change in cash and cash equivalents	44,172	661	44,833
Dividends paid to non-controlling interests	-	7,350	7,350

NOTES TO THE FINANCIAL STATEMENTS

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9 ASSOCIATED COMPANY

	Group	
	2014 RM'000	2013 RM'000
Unquoted shares at cost	530	530
Share of post acquisition reserves	(30)	(30)
	500	500
Less : Intragroup adjustments	(500)	(500)
	-	-

The Group's investment in the associated company which has interests in a subsidiary company of the Group has been eliminated on consolidation.

The details of the associated company are set out in Note 50.

Summarised financial information in respect of the associated company of the Group is set out below. The summarised financial information presented below represents the amounts in the financial statements of the associated company and not the Group's share of those amounts.

Comparative figures have not been presented for 30 June 2013 by virtue of the exemption given in Appendix C Paragraph C2A of MFRS 12, which is effective for annual financial periods beginning on and after 1 January 2013.

Group	Megaquest Sdn Bhd RM'000
At 30 June 2014	
Non-current assets	79
Current assets	1,596
Non-current liabilities	-
Current liabilities	(8)
Net assets	1,667
Net assets attributable to:	
Owners of the associated company	1,667
Non-controlling interests of the associated company	-
	1,667
Year ended 30 June 2014	
Revenue	2
Profit for the year	10
Other comprehensive income	-
Total comprehensive income	10
Profit for the year, representing total comprehensive income attributable to owners of the associated company	10
Dividends received from the associated company during the year	-

NOTES TO THE FINANCIAL STATEMENTS

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9 ASSOCIATED COMPANY (CONT'D)

Reconciliation of the summarised financial information presented above to the carrying value of the Group's interest in the associated company

Group 2014	Megaquest Sdn Bhd RM'000
Attributable to the owners of associated company:	
Net assets at 1 July 2013	1,657
Profit for the year	10
Net assets at 30 June 2014	1,667
Group's equity interest (%)	50
Interest in net assets of associated company	834
Less: Intragroup adjustments	(834)
Carrying value of Group's interest in the associated company	-

10 JOINT VENTURES

	Group	
	2014 RM'000	2013 RM'000
Unquoted investments, at cost:		
Ordinary shares	3,770	3,740
Redeemable Preference Shares ("RPS")	3,030	-
Share of post acquisition reserves	749	1,837
Foreign currency translation differences	155	(34)
	7,704	5,543
Share application monies in respect of RPS issuance	1,440	-
	9,144	5,543

During the financial year, Jernih Wiramas Sdn Bhd ("JWSB"), a wholly-owned subsidiary company of the Company acquired 30,000 ordinary shares of RM1 each, representing a 30% equity interest in Avant City Sdn Bhd ("ACSB"), a company incorporated in Malaysia, for a total cash consideration of RM30,000 and subscribed for 3,030 Redeemable Preference Shares of RM0.01 each at RM1,000 per share for a total cash consideration of RM3,030,000.

The salient terms of the ACSB's RPS are as follows:

- (a) The RPS shall be issued in registered form in denominations or multiples of RM1,000.00 each;
- (b) No dividend shall be payable on the RPS; and
- (c) The RPS is redeemable at 100% of its issue price at the discretion of ACSB at any time but always subject to the requirements of Section 61 of the Companies Act, 1965.

NOTES TO THE FINANCIAL STATEMENTS

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10 JOINT VENTURES (CONT'D)

Details of the joint ventures are as follows:

Name of Joint Ventures	Paid-up Capital	Effective Interest		Principal Activities
		2014 %	2013 %	
Berjaya - GSC Sdn Bhd ("BGSB")	RM5,000,000	50	50	Cinema operations
Cardiff City (House of Sport) Limited	GBP500,000 (approximately RM2,735,500)	50	50	Development and running of a sports and leisure academy
Avant City Sdn Bhd ("ACSB")	RM100,000	30	-	Letting of properties and maintenance

The Group regards ACSB and BGSB as its material joint ventures.

Summarised financial information in respect of the material joint ventures of the Group are set out below. The summarised financial information presented below represents the amounts in the financial statements of the joint ventures and not the Group's share of those amounts.

Comparative figures have not been presented for 30 June 2013 by virtue of the exemption given in Appendix C Paragraph C2A of MFRS 12, which is effective for annual financial periods beginning on and after 1 January 2013.

Group As of 30 June 2014

	ACSB RM'000	BGSB RM'000	Total RM'000
Non-current assets	4,464	8,665	13,129
Current assets	6,893	2,657	9,550
Non-current liabilities	-	(361)	(361)
Current liabilities	(2,517)	(4,133)	(6,650)
Net assets	8,840	6,828	15,668

The above amounts of assets and liabilities include the following:

Cash and cash equivalents	2,927	1,848	4,775
Current financial liabilities (excluding trade and other payables and provision)	-	121	121
Non-current financial liabilities (excluding trade and other payables and provision)	-	-	-

Year ended 30 June 2014

Revenue	43	10,570	10,613
(Loss)/Profit for the year, representing total comprehensive income for the year	(2,271)	221	(2,050)

The above (loss)/profit for the year includes the following:

Depreciation and amortisation	2	2,736	2,738
Finance costs	-	121	121
Dividends received from the joint venture during the year	-	937	937

NOTES TO THE FINANCIAL STATEMENTS

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10 JOINT VENTURES (CONT'D)

Reconciliation of the summarised financial information presented above to the carrying value of the Group's interest in the joint ventures

Group 2014	ACSB RM'000	BGSB RM'000	Total RM'000
Net assets at 1 July 2013	(529)	8,481	7,952
Issuance of ordinary shares during the year	100	-	100
Issuance of RPS during the year	10,100	-	10,100
(Loss)/Profit for the year, representing total comprehensive income for the year	(2,271)	221	(2,050)
Dividends paid	-	(1,875)	(1,875)
Net assets at 30 June 2014	7,400	6,827	14,227
Share application monies in respect of RPS issuance	1,440	-	1,440
	8,840	6,827	15,667
Group's equity interest (%)	30	50	-
Interests in joint ventures	2,220	3,414	5,634
Less: Group's share of pre-acquisition net assets	159	-	159
Interest in joint venture - post acquisition	2,379	3,414	5,793
Share application monies in respect of RPS issuance	1,440	-	1,440
Goodwill	159	-	159
Carrying value of Group's interest in the joint ventures	3,978	3,414	7,392

Aggregate information of a joint venture that is not individually material

Group	2014 RM'000
The Group's share of profit for the year, representing total comprehensive income for the year	420
Aggregate carrying amount of the Group's interest in the joint venture	1,752

11 OTHER INVESTMENTS

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Quoted shares in Malaysia at fair value	215,912	107,158	1,835	1,614
Quoted loan stocks in Malaysia at fair value	16,205	8,042	151	146
Quoted warrants in Malaysia at fair value	2,302	3,033	35	40
Unquoted shares outside Malaysia at cost	32,212	-	-	-
Unquoted loan stocks outside Malaysia at cost	3,694	3,660	-	-
Malaysian Government Securities at cost	1,014	1,010	-	-
Total investments	271,339	122,903	2,021	1,800
Market value of: Malaysian Government Securities	1,014	1,017	-	-

As of 30 June 2014, the investments in quoted shares, loan stocks and warrants included certain investments in affiliated companies, Berjaya Corporation Berhad ("BCorp"), Berjaya Land Berhad, Berjaya Media Berhad and Berjaya Sports Toto Berhad with a net carrying amount of RM84,636,000 (2013 : RM57,683,000), RM120,225,000 (2013 : RM52,786,000), RM1,251,000 (2013 : RM1,225,000) and RM21,724,000 (2013 : RMNil) respectively.

NOTES TO THE FINANCIAL STATEMENTS

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11 OTHER INVESTMENTS (CONT'D)

Certain quoted shares of the Group with fair value of RM77,958,000 (2013 : RM92,642,000) have been pledged to financial institutions for credit facilities granted to certain of its subsidiary companies.

As of 30 June 2014, quoted loan stocks in Malaysia designated as available-for-sale equity investments comprise investments in 5% Irredeemable Convertible Unsecured Loan Stocks 2012/2022 issued by BCorp ("5% BCorp ICULS"). The 5% BCorp ICULS at nominal value of RM1.00 each are constituted by a Trust Deed dated 9 April 2012 between BCorp and the Trustee for the holders of 5% BCorp ICULS.

The main features of 5% BCorp ICULS are as follows:

- a) The 5% BCorp ICULS shall be convertible into ordinary shares of BCorp during the period from 26 April 2012 to the maturity date on 25 April 2022 at the rate of one RM1.00 nominal value of 5% BCorp ICULS for one ordinary share of RM1.00 in BCorp;
- b) Upon the conversion of the 5% BCorp ICULS into new BCorp ordinary shares, such shares shall rank *pari passu* in all respects with the ordinary shares of BCorp 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 5% BCorp ICULS are converted or any interim dividend declared prior to the date of conversion of the 5% BCorp ICULS; and
- c) The interest on the 5% BCorp ICULS is payable semi-annually in arrears.

Unquoted loan stocks outside Malaysia designated as available-for-sale debt investments comprise investment in 3% RCULS issued by a joint venture, Cardiff City (House of Sport) Limited ("Cardiff"). The 3% RCULS as of nominal value GBP1.00 each are constituted by a deed dated 30 November 2010 between Cardiff and the holders of 3% RCULS. The main features of 3% RCULS are as follows:

- a) The 3% RCULS shall be convertible into ordinary shares of Cardiff during the period from 30 November 2010 to the maturity date on 29 November 2015 at the rate of one GBP1.00 nominal value of 3% RCULS for one GBP1.00 ordinary share of Cardiff;
- b) Upon conversion of the 3% RCULS into new Cardiff ordinary shares, such shares shall rank *pari passu* in all respects with the ordinary shares of Cardiff 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 3% RCULS are converted or any interim dividend declared prior to the date of conversion of 3% RCULS; and
- c) The interest on 3% RCULS is payable semi-annually in arrears.

The Group and the Company also recognised an impairment loss amounting to RM500,000 and RMNil (2013 : RM14,396,000 and RM41,000) respectively of certain quoted investments designated as available-for-sale financial assets due to significant decline of more than 20% in the fair values of these investments below their costs.

The investment in Malaysian Government Securities has been pledged to the Malaysian Government as security in compliance with the terms and conditions for the issuance of gaming licence by the Minister of Finance.

Further details on fair value hierarchy and classification of equity investments are disclosed in Notes 43 and 44 respectively.

NOTES TO THE FINANCIAL STATEMENTS

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12 DERIVATIVE ASSET

	Group	
	2014 RM'000	2013 RM'000
As of 1 July 2013/2012	71	104
Changes in fair value during the year	(34)	(33)
As of 30 June 2014/2013	37	71

This represents the exchange feature which is a separated embedded derivative contained in the unquoted 3% RCULS as disclosed in Note 11. 3% RCULS holders are able to exchange the 3% RCULS into unquoted Cardiff ordinary shares at the rate of one 3% RCULS for one Cardiff ordinary share. The derivative asset is carried at fair value through profit or loss. The fair value of this unquoted derivative asset is measured as the difference between the fair value of the hybrid instrument and the fair value of the host contract.

Further details on fair value hierarchy and classification of derivative asset are disclosed in Notes 43 and 44 respectively.

13 INTANGIBLE ASSETS

Group	Goodwill on Consolidation RM'000	Rights RM'000	Total RM'000
Cost			
As of 1 July 2013/2012 and as of 30 June 2014/2013	199,955	28,243	228,198
Accumulated amortisation and impairment losses			
As of 1 July 2012	59,319	9,574	68,893
Amortisation (Note 35)	-	1,101	1,101
As of 30 June 2013	59,319	10,675	69,994
Amortisation (Note 35)	-	1,101	1,101
As of 30 June 2014	59,319	11,776	71,095
Net carrying value			
At 30 June 2014	140,636	16,467	157,103
At 30 June 2013	140,636	17,568	158,204

Rights

Comprises the rights to receive Special Cash Sweep Lottery royalty revenue. The intangible asset is amortised over the period of the rights of 30 years commencing 9 November 1999.

Impairment test for goodwill on consolidation

Goodwill on consolidation of RM140,609,000 (2013 : RM140,609,000) and RM27,000 (2013 : RM27,000) have been allocated to the Group's CGUs identified to the gaming and related activities business segment and the property investment business segment respectively.

Key assumptions used in value-in-use calculations

The recoverable amount of a CGU is determined based on value-in-use calculations using cash flow projections based on financial budgets covering a five-year period. The key assumptions used for value-in-use calculations are:

(i) **Budgeted gross margins**

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budgeted year adjusted for expected efficiency improvements, market and economic conditions and internal resource efficiency, where applicable.

NOTES TO THE FINANCIAL STATEMENTS

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13 INTANGIBLE ASSETS (CONT'D)

Key assumptions used in value-in-use calculations (cont'd)

- (ii) Growth rate
The long term annual growth rate of 5.7% (2013 : 4.4%) used is consistent with the average long term annual growth rate for the relevant industries.
- (iii) Discount rate
The discount rate used for identified CGUs of 10.20% (2013 : 11.08%) is on a basis that reflect specific risks relating to the CGU.

Sensitivity to changes in assumptions

The 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 INVENTORIES

	Group	
	2014 RM'000	2013 RM'000
At cost :		
Finished goods and consumables	735	741
Ticket inventories	595	194
Gaming equipment	394	431
	1,724	1,366
At net realisable value :		
Properties held for sale	194,906	197,196
	196,630	198,562

The cost of inventories recognised as an expense during the financial year in the Group amounted to RM19,358,000 (2013 : RM7,656,000).

Properties held for sale are pledged to financial institutions for credit facilities as referred to in Note 22.

15 RECEIVABLES

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Trade receivables				
Third parties (Note a)	10,864	12,356	-	-
Less: Allowance for impairment	(8,101)	(8,887)	-	-
Trade receivables, net	2,763	3,469	-	-
Other receivables (Note b)				
Sundry receivables	8,783	9,214	148	147
Deposits	3,156	1,092	-	-
Amounts due from:				
- affiliated companies	5,983	3,388	-	-
- a joint venture	1,183	899	-	-
- subsidiary companies	-	-	279,313	75,689
Other receivables	19,105	14,593	279,461	75,836

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15 RECEIVABLES (CONT'D)

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Other current assets (Note c)				
Deposits for acquisition of assets	22,098	3,540	196	369
Prepayments	5,081	3,858	202	74
	27,179	7,398	398	443
Total receivables	49,047	25,460	279,859	76,279

(a) Trade receivables

The Group's trade receivables are non-interest bearing with credit terms ranging from 7 to 30 (2013 : 7 to 30) days. They are recognised at their original invoiced amounts which represent their fair values on initial recognition.

Ageing analysis of trade receivables

The ageing analysis of trade receivables is as follows:

	Group	
	2014 RM'000	2013 RM'000
Neither past due nor impaired	6	1,955
1 to 30 days past due not impaired	1,117	908
31 to 60 days past due not impaired	419	433
61 to 90 days past due not impaired	142	61
91 to 120 days past due not impaired	229	-
More than 120 days past due not impaired	850	112
	2,757	1,514
Impaired	8,101	8,887
	10,864	12,356

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 RM2,757,000 (2013 : RM1,514,000) that are past due at the reporting date but not impaired as there is no concern on the credit worthiness of the counter parties and the recoverability of these debts.

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15 RECEIVABLES (CONT'D)

(a) Trade receivables (cont'd)

Receivables that are impaired

The Group's trade receivables that are individually assessed and 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	8,101	8,887
Less: Allowance for impairment	(8,101)	(8,887)
	-	-

Movement in allowance accounts:

As of 1 July 2013/2012
 Charge for the year (Note 35)
 Reversal of impairment loss (Note 35)
 As of 30 June 2014/2013

	Group	
	2014 RM'000	2013 RM'000
	8,887	7,974
	1,327	2,302
	(2,113)	(1,389)
	8,101	8,887

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

Management conducts periodic assessment on its receivable balances on account by account basis. Hence, all impairment losses are provided for specific receivable balances. Management are of the opinion that there are no further factors that warrants the consideration of additional impairment losses on a collective basis.

(b) Other receivables

The amounts due from subsidiary companies, affiliated companies and a joint venture are unsecured, interest bearing and repayable on demand.

(c) Other current assets

Other current assets of this financial year mainly comprise deposit paid in respect of acquisition of property which was completed subsequent to the financial year end as disclosed in Notes 47(c) and 48.

In the previous financial year, other current assets mainly comprise deposits paid in respect of acquisition of 2 parcels of freehold land which was completed subsequently to the financial year end.

16 CASH AND BANK BALANCES

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Deposits with licensed banks	96,434	53,902	10,456	1,111
Cash on hand and at banks	26,951	13,990	724	727
	123,385	67,892	11,180	1,838

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16 CASH AND BANK BALANCES (CONT'D)

Deposits with licensed banks of the Group amounting to RM1,285,000 (2013 : RM16,000) are pledged to bank for bank guarantee facilities granted to certain subsidiary companies of the Group.

Included in deposits with licensed banks and in cash on hand and at banks of the Group are monies held in debt service reserve accounts amounting to RM74,102,000 (2013 : RM41,639,000).

The range of interest rates of the Group during the financial year and the range of maturities of deposits of the Group as at the end of financial year were as follows:

	Range of interest rate		Range of maturities	
	2014 %	2013 %	2014 Days	2013 Days
Licensed banks	1.80 - 3.05	1.90 - 2.94	1 - 31	1 - 31

17 SHARE CAPITAL

	Group and Company			
	Ordinary Shares of RM1.00 each No. of shares		Amount	
	2014 '000	2013 '000	2014 RM'000	2013 RM'000
Authorised: As of 1 July 2013/2012 and as of 30 June 2014/2013	5,000,000	5,000,000	5,000,000	5,000,000
Issued and fully paid: As of 1 July 2013/2012 and as of 30 June 2014/2013	1,113,042	1,113,042	1,113,042	1,113,042

Warrants 2008/2018

On 28 March 2008, the Company issued 415,982,348 free detachable Warrants 2008/2018 pursuant to the Rights Issue.

The Warrants were constituted by a Deed Poll dated 12 February 2008 and the main features of the Warrants are as follows:

- Each warrant entitles the holder to subscribe for 1 new ordinary share of RM1.00 each in the Company at a price of RM1.00 per share;
- The Warrants may be exercised at any time up to 27 March 2018; and
- The shares arising from the exercise of Warrants shall rank pari passu in all respect with the existing ordinary shares of the Company, save and except that the new shares shall not be entitled to any dividends, rights, allotments or distributions, unless the exercise of warrants is effected before the book closure of the share registers for the determination of the entitlement to such rights or distributions.

As of the reporting date, all Warrants issued remain unexercised.

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18 SHARE PREMIUM

As of 1 July 2013/2012 and as of 30 June 2014/2013

Group and Company	
2014 RM'000	2013 RM'000
258,985	258,985

19 AVAILABLE-FOR-SALE RESERVE

As of 1 July 2013/2012
Changes in fair values of available-for-sale
financial assets during the year
Transfer to statement of profit or loss upon disposal
As of 30 June 2014/2013

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
As of 1 July 2013/2012	48,901	50,180	1,018	900
Changes in fair values of available-for-sale financial assets during the year	3,701	(954)	222	142
Transfer to statement of profit or loss upon disposal	(5,803)	(325)	-	(24)
As of 30 June 2014/2013	46,799	48,901	1,240	1,018

Available-for-sale reserve represents the cumulative fair value changes, net of tax, if applicable, of available-for-sale financial assets until they are disposed of or impaired.

20 FOREIGN CURRENCY TRANSLATION RESERVE

As of 1 July 2013/2012
Current year movement
As of 30 June 2014/2013

Group	
2014 RM'000	2013 RM'000
(45)	2
2,374	(47)
2,329	(45)

21 RETAINED EARNINGS

As of 1 July 2013/2012
Total comprehensive income for the year
Dividends (Note 38)
Partial disposal of a subsidiary company
As of 30 June 2014/2013

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
As of 1 July 2013/2012	789,229	760,106	82,465	76,489
Total comprehensive income for the year	45,341	45,819	22,026	22,672
Dividends (Note 38)	(22,261)	(16,696)	(22,261)	(16,696)
Partial disposal of a subsidiary company	(153,818)	-	-	-
As of 30 June 2014/2013	658,491	789,229	82,230	82,465

The entire retained earnings of the Company is available for distribution as single tier dividends.

NOTES TO THE FINANCIAL STATEMENTS

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22 BANK BORROWINGS

Short term borrowings

Secured:

Term loans

Revolving credit facility

Margin account

Bank overdraft

Long term borrowings

Secured:

Term loans

Total borrowings

Secured:

Term loans

Revolving credit facility

Margin account

Bank overdraft

Maturity of borrowings

Not later than 1 year

Later than 1 year and not later than 2 years

Later than 2 years and not later than 5 years

	Group	
	2014 RM'000	2013 RM'000
Short term borrowings		
Secured:		
Term loans	53,111	18,096
Revolving credit facility	5,000	11,000
Margin account	11,916	11,916
Bank overdraft	7,327	7,353
	77,354	48,365
Long term borrowings		
Secured:		
Term loans	236,586	316,286
	236,586	316,286
Total borrowings		
Secured:		
Term loans	289,697	334,382
Revolving credit facility	5,000	11,000
Margin account	11,916	11,916
Bank overdraft	7,327	7,353
	313,940	364,651
Maturity of borrowings		
Not later than 1 year	77,354	48,365
Later than 1 year and not later than 2 years	93,379	77,344
Later than 2 years and not later than 5 years	143,207	238,942
	313,940	364,651

The interest rates per annum for borrowings are as follows:

	Group	
	2014 %	2013 %
Term loans	3.75 to 6.60	3.75 to 6.60
Revolving credit facility	5.78	5.76
Margin account	7.60	7.60
Bank overdraft	8.60	8.60

The borrowings are secured by the following:

- (i) investment properties and a debenture over assets of certain subsidiary companies of the Group;
- (ii) the assignment of sales proceeds, future rental and insurance policies by Berjaya Times Square Sdn Bhd ("BTSSB") for the entire development project;
- (iii) a third party first fixed and floating charge over a parcel of land held under documents title HS(D) 13720 Lot No. PT 17201, Pahang and/or any other lands valued at not less than RM32 million;
- (iv) a guarantee from a director of BTSSB and major shareholder of the Company, Tan Sri Dato' Seri Vincent Tan Chee Yioun;
- (v) quoted shares of the Group; and
- (vi) corporate guarantee by the Company.

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23 SENIOR BONDS

On 1 June 2012, a subsidiary company issued a series of serial fixed rate bonds amounting to RM160.0 million nominal value comprising the following series ("Senior Bonds"):

Series	Maturity	Interest rate p.a (%)	Nominal value RM'000	Group	
				At amortised cost 2014 RM'000	2013 RM'000
1	1 June 2017	5.75	40,000	39,684	39,588
2	1 June 2018	5.85	40,000	39,646	39,568
3	31 May 2019	6.00	80,000	79,239	79,110
			160,000	158,569	158,266

The Senior Bonds are secured by:

- 5 levels of basement car park and 13 levels of annexed car park located at Berjaya Times Square, No.1 Jalan Imbi, Kuala Lumpur;
- legal assignment of the put option agreement entered into by the subsidiary company and BTSSB, whereby the subsidiary company has the right to sell back the car park to BTSSB at the outstanding amount of the Senior Bonds upon its maturity or on the occurrence of an event of default; and
- corporate guarantees by the Company and BTSSB.

24 HIRE PURCHASE LIABILITIES

	Group	
	2014 RM'000	2013 RM'000
Minimum lease payments:		
Not later than 1 year	-	252
Later than 1 year and not later than 2 years	-	-
	-	252
Less: Future finance charges	-	(30)
Present value of hire purchase liabilities	-	222
Present value of hire purchase liabilities:		
Not later than 1 year	-	222
Later than 1 year and not later than 2 years	-	-
	-	222
Analysed as:		
Due within 12 months	-	222
Due after 12 months	-	-
	-	222

The hire purchase liabilities bore interest rates ranging from 4.50% to 6.50% and had been fully settled during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

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25 LONG TERM LIABILITIES

	Group	
	2014 RM'000	2013 RM'000
Other long term liability (Note a)	76,633	85,433
Less: Current portion included in payables (Note 27)	(8,800)	(8,800)
	67,833	76,633
Rental deposits	10,860	11,751
Other deferred income (Note b)	2,305	1,963
	80,998	90,347

- (a) Other long term liability relates to the portion of purchase consideration for the acquisition of several parcels of properties which will be recognised as rental income from a tenant over a period of 10 years.
- (b) Other deferred income represents 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 tenancy periods.

26 DEFERRED TAX LIABILITIES/(ASSETS)

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
As of 1 July 2013/2012	(1,000)	7,939	4	3
Recognised in the statement of profit or loss (Note 36)	55,664	(8,939)	1	1
As of 30 June 2014/2013	54,664	(1,000)	5	4

The components and movements of deferred tax liabilities and assets during the financial year prior to offsetting are as follows:

Deferred Tax Liabilities of the Group

	Property, plant and equipment and investment properties RM'000	Accelerated capital allowances RM'000	Total RM'000
As of 1 July 2013	10,664	76,758	87,422
Recognised in the statement of profit or loss	46,083	974	47,057
	56,747	77,732	134,479
Less: Set-off of deferred tax assets			(79,815)
As of 30 June 2014			54,664
As of 1 July 2012	7,337	77,432	84,769
Recognised in the statement of profit or loss	3,327	(674)	2,653
	10,664	76,758	87,422
Less: Set-off of deferred tax assets			(71,444)
As of 30 June 2013			15,978

NOTES TO THE FINANCIAL STATEMENTS

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26 DEFERRED TAX LIABILITIES/(ASSETS) (CONT'D)

The availability of the unused tax losses, unabsorbed capital allowances and other deductible temporary differences for offsetting against future taxable profits of the respective subsidiaries are subject to no substantial changes in shareholdings of the subsidiary companies under Section 44(5A) of the Income Tax Act, 1967.

The Budget 2014 announcement on 25 October 2013 reduced the corporate income tax rate from 25% to 24% with effect from year of assessment 2016. The real property gains tax is also revised to 30% for disposal within the first three years, 20% within the fourth year, 15% within the fifth year and 5% from sixth year onwards, on gains from the disposal of real property effective 1 January 2014. Following these, the applicable tax rates to be used for the measurement of any applicable deferred tax will be the respective expected rates.

27 PAYABLES

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Trade payables	16,032	15,716	-	-
Provision for liquidated and ascertained damages	644	644	-	-
Refundable deposits	23,838	22,653	-	-
Other payables and accruals	70,506	96,882	365	394
Amount due to affiliated companies	507	980	72	596
Amount due to subsidiary companies	-	-	11,137	41,389
	111,527	136,875	11,574	42,379
Advance rental received	413	691	-	-
Current portion of other long term liability (Note 25)	8,800	8,800	-	-
	120,740	146,366	11,574	42,379

The normal trade credit term granted to the Group and to the Company ranges from 15 to 90 days (2013 : 15 to 90 days).

Provision for liquidated and ascertained damages of the Group is made in respect of the delay in the completion of the development project and is in accordance with Note 3.2(p).

Included in other payables and accruals are the balance purchase consideration for the acquisition of several parcels of land amounting to RM50,879,000 (2013 : RM81,407,000). This balance payment bears interest at 6.0% (2013: 6.0%) per annum.

The amount due to affiliated companies are unsecured, non interest bearing and repayable on demand. The amount due to subsidiary companies are unsecured, interest bearing and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

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28 REVENUE

The main categories of revenue are as follows:

Group	2014	2013
	RM'000	RM'000
Sale of properties	5,024	3,765
Sale of theme park tickets	13,613	13,962
Rental income from investment properties	112,851	91,695
Revenue from jetty operations	25,125	7,277
Revenue from hotel operations	23,015	8,099
Gaming ticket sales less gaming tax	239,758	236,794
Gaming terminal sales	40	59
	419,426	361,651
Company		
Gross dividends from subsidiary companies	13,557	23,290
Gross dividends from an affiliated company	13	13
Management fees from subsidiary companies	725	725
	14,295	24,028

29 COST OF SALES

This relates to cost of sales incurred in respect of the business segments of gaming and related activities, property development and property investment, recreation, trading and others.

30 OTHER INCOME

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Dividend income from:				
- available-for-sale investments quoted in Malaysia	2,162	1,742	-	-
Interest income:				
- fixed and other deposits	2,748	1,394	614	120
- subsidiary companies	-	-	4,253	1,696
- others	1,042	711	10	10
Gain on partial disposal of a subsidiary company	-	-	7,024	-
Gain on disposal of quoted investments	5,647	325	-	24
Gain on disposal of investment properties	24,735	19,465	-	-
Finance income - other liabilities at amortised costs	1,105	713	-	-
Miscellaneous	3,120	1,744	-	-
	40,559	26,094	11,901	1,850

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31 STAFF COSTS

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Wages and salaries	18,627	11,216	722	360
Bonus	1,267	1,403	89	63
EPF contributions	2,321	1,468	96	41
Social security organisation contributions	522	156	3	2
Short term accumulating compensated absences	89	93	2	(3)
Other staff related expenses	988	894	22	-
	23,814	15,230	934	463

The above staff costs exclude executive directors' salary and other emoluments.

32 DIRECTORS' REMUNERATION

The total remuneration paid or payable to the 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:				
Fees	10	25	-	15
Salary and other emoluments	714	446	135	67
	724	471	135	82
Non-Executive:				
Fees	130	148	120	138
Other emoluments	20	15	20	15
	150	163	140	153
Directors of the subsidiary companies				
Fees	110	110	-	-
Salary and other emoluments	2,388	399	-	-
	2,498	509	-	-
Total	3,372	1,143	275	235

33 OTHER EXPENSES

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Impairment loss on available-for-sale quoted investments	500	14,396	-	41
Miscellaneous	426	841	-	-
	926	15,237	-	41

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34 FINANCE COSTS

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Interest expense:				
- borrowings	32,173	25,577	-	-
- hire purchase liabilities	30	361	-	-
- subsidiary companies	-	-	1,020	1,231
- loan related expenses	203	83	-	-
- other finance costs	4,272	1,407	-	-
- unwinding of discount and charge out of deferred transaction costs	2,318	3,371	-	-
	38,996	30,799	1,020	1,231

35 PROFIT BEFORE TAX

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Profit before tax is stated after charging/(crediting):				
Direct operating expenses of investment properties:				
- revenue generating during the year	4,943	4,994	-	-
- non-revenue generating during the year	1,605	1,078	-	-
Gaming royalty	1,303	1,287	-	-
Depreciation of property, plant and equipment (Note 5)	13,455	13,041	-	11
Directors' remuneration (Note 32):				
- fees	250	283	120	153
- salary and other emoluments	3,122	860	155	82
Auditors' remuneration:				
- statutory audit	261	233	35	35
- (over)/under provision in prior years	(12)	7	-	-
- other services	63	45	4	4
Loss on foreign exchange - unrealised	426	15	-	-
Amortisation of other intangible assets (Note 13)	1,101	1,101	-	-
Reversal of impairment loss on receivables	(2,113)	(1,389)	-	-
Impairment loss on receivables	1,327	2,302	-	-
Operating leases:				
- lease payments for buildings	65	64	-	-
- lease payments for land	373	-	-	-
Staff costs (Note 31)	23,814	15,230	934	463
Property, plant and equipment written off	3	46	-	-

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36 INCOME TAX EXPENSE

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Current income tax:				
Malaysian income tax	10,990	26,921	1,012	368
Effect of real property gains tax	658	-	-	-
Under/(over) provision in prior years	3,788	(28)	36	(4)
	15,436	26,893	1,048	364
Deferred tax (Note 26):				
Relating to origination and reversal of temporary differences	59,706	(7,846)	-	1
(Over)/underprovision in prior years	(4,042)	(1,093)	1	-
	55,664	(8,939)	1	1
Total income tax expense	71,100	17,954	1,049	365

A reconciliation of income tax expense applicable to profit before tax at the statutory income tax rate to income tax expense at the effective income 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 before tax	121,699	70,841	23,075	23,037
Taxation at Malaysian statutory tax rate of 25%	30,425	17,710	5,769	5,759
Effect of expenses not deductible for tax purposes	6,775	8,842	391	437
Effect of income not subject to tax	(14,145)	(6,414)	(5,148)	(5,827)
Effect of income subject to real property gains tax	658	-	-	-
Effect of utilisation of previously unrecognised unutilised investment allowances and unabsorbed capital allowances	(427)	(1,484)	-	-
Deferred tax assets not recognised during the year	598	421	-	-
Deferred tax liabilities recognised for fair value changes of investment properties	47,470	-	-	-
(Over)/Underprovision of deferred tax expense in prior years	(4,042)	(1,093)	1	-
Under/(Over) provision of tax expense in prior years	3,788	(28)	36	(4)
Income tax expense for the year	71,100	17,954	1,049	365

37 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit for the year attributable to owners of the Parent by the weighted average number of ordinary shares in issue during the financial year.

	Group	
	2014 RM'000	2013 RM'000
Profit attributable to owners of the Parent	45,341	45,819
Weighted average number of ordinary shares in issue ('000)	1,113,042	1,113,042
	Sen	Sen
Basic earnings per share	4.07	4.12

Fully diluted earnings per share is not presented as the warrants, if exercised, would have an anti-dilutive effect on the earnings per share.

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38 DIVIDENDS

Declared in respect of:

Financial year ended 30 June 2013 and accounted in the 2014 shareholders' equity

- Final dividend of 2 sen single tier

Financial year ended 30 June 2012 and accounted in the 2013 shareholders' equity

- Final dividend of 2 sen less 25% income tax

Company			
2014 Net dividend per share Sen	2014 Net dividend RM'000	2013 Net dividend per share Sen	2013 Net dividend RM'000
2.00	22,261	-	-
-	-	1.50	16,696
2.00	22,261	1.50	16,696

On 13 August 2014, the Board recommended a final dividend of 2 sen single tier exempt dividend in respect of the current financial year ended 30 June 2014 on 1,113,041,559 ordinary shares of RM1.00 each amounting to RM22,261,000, to be approved by the Company's shareholders at the forthcoming Annual General Meeting. This dividend will be accounted for in the shareholders' equity as an appropriation of retained earnings in the following financial year ending 30 June 2015.

39 CORPORATE GUARANTEE

The Company has provided corporate guarantees to certain financial institutions pertaining to the credit facilities utilised by its subsidiary companies as of 30 June 2014.

The total amount of corporate guarantees provided by the Company for the abovementioned facilities amounted to RM464,880,000 (2013 : RM511,298,000). The financial guarantees have not been recognised since the fair value on initial recognition was not material as the financial guarantees provided by the Company will not crystallise in view of the securities pledged by the subsidiary companies as disclosed in Notes 22 and 23.

40 COMMITMENTS

(a) Other Commitments

Capital expenditure approved and contracted for
Capital expenditure approved but not contracted for
Proposed RPS subscription in a joint venture

Group	
2014 RM'000	2013 RM'000
192,032	50,931
67,857	-
11,700	-
271,589	50,931

A subsidiary company of the Group has proposed to acquire the 99-year lease on a parcel of state land pending reclamation for a cash premium of RM67,857,000.

(b) Non-Cancellable Operating Lease Commitments - Group as Lessee

Future minimum rental payments:
Not later than 1 year
Later than 1 year and not later than 5 years
Later than 5 years

Group	
2014 RM'000	2013 RM'000
922	65
5,466	151
52,818	44
59,206	260

The Group has entered into non-cancellable operating lease agreements which represent rental payable for the use of land and building. Leases are negotiated for a period of 3 and 30 years (2013:3 and 5 years) and rentals fixed for 5 years.

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40 COMMITMENTS (CONT'D)

(c) Non-Cancellable Operating Lease Commitments - Group as Lessor

	Group	
	2014 RM'000	2013 RM'000
Future minimum rental receivable:		
Not later than 1 year	62,294	66,292
Later than 1 year and not later than 5 years	77,978	91,379
More than 5 years	248,651	196,200
	388,923	353,871

The Group entered into non-cancellable operating lease agreements which represent rental receivable for the use of land and commercial property leases on its investment properties portfolio consisting of commercial space. These leases have non-cancellable lease terms of between 6 months and 30 years (2013 : 6 months and 25 years). The future minimum rental receivable of certain subsidiary companies are pledged to financial institutions for credit facilities as referred to in Note 22.

41 SIGNIFICANT RELATED PARTY TRANSACTIONS

	Note	Group		Company	
		2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Management fees charged to subsidiary companies		-	-	(725)	(725)
Management fees charged by					
- Berjaya Land Berhad	a	240	240	240	240
Rental income and other related income charged to:					
- Berjaya Registration Services Sdn Bhd	a	(409)	(382)	-	-
- Budi Impian Sdn Bhd	a	(242)	(242)	-	-
- Berjaya Higher Education Sdn Bhd	a	(1,343)	(1,343)	-	-
- Berjaya Krispy Kreme Doughnuts Sdn Bhd	a	(88)	(80)	-	-
- Berjaya Papa John's Pizza Sdn Bhd	a	(449)	(378)	-	-
- KUB-Berjaya Enviro Sdn Bhd	a	(228)	(213)	-	-
- Cosway (M) Sdn Bhd	a	(428)	(406)	-	-
- Berjaya Land Berhad	a	(379)	(379)	-	-
- Berjaya Books Sdn Bhd	a	(196)	(156)	-	-
- Berjaya Resort Management Services Sdn Bhd	a	(168)	(472)	-	-
- Mantra Design Sdn Bhd	a	(52)	(42)	-	-
- Wen Berjaya Sdn Bhd	a	(171)	(171)	-	-
- Berjaya Hills Berhad	a	(92)	(67)	-	-
- Academy of Nursing (M) Sdn Bhd	a	(569)	(569)	-	-
- Sports Toto Computer Sdn Bhd	a	(57)	(62)	-	-
Balance carried forward		(4,871)	(4,962)	-	-

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41 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

	Note	Group		Company	
		2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Rental income and other related income charged to:					
Balance brought forward		(4,871)	(4,962)	-	-
- 7-Eleven Malaysia Sdn Bhd	b	(558)	(592)	-	-
- U Mobile Sdn Bhd ("UMSB")	c	(1,481)	(1,453)	-	-
- MOL AccessPortal Sdn Bhd	f	(409)	(329)	-	-
- TT Resources Food & Services Sdn Bhd	g	-	(157)	-	-
- Ascot Sports Sdn Bhd	h	(661)	(415)	-	-
- Berjaya Roasters (M) Sdn Bhd	i	(650)	(584)	-	-
- Berjaya-GSC Sdn Bhd	j	(1,485)	(1,398)	-	-
- Berjaya Starbucks Coffee Company Sdn Bhd ("BStarbucks")	i	(594)	(556)	-	-
- Thai Odyssey Group Sdn Bhd	k	(228)	-	-	-
- Caring Pharmacy Group Berhad	l	(302)	(164)	-	-
		(11,239)	(10,610)	-	-
Parking charges charged to:					
- Berjaya Land Berhad	a	(69)	(103)	-	-
- Berjaya Resort Management Services Sdn Bhd	a	(26)	(34)	-	-
- Inter-Pacific Securities Sdn Bhd	a	(143)	(152)	-	-
- Prime Credit Leasing Sdn Bhd	a	(7)	(7)	-	-
- KUB-Berjaya Enviro Sdn Bhd	a	(35)	(37)	-	-
- Sports Toto Malaysia Sdn Bhd	a	(241)	(344)	-	-
- UMSB	c	(335)	(332)	-	-
- Berjaya Roasters (M) Sdn Bhd	i	(50)	(50)	-	-
- BStarbucks	i	(62)	(55)	-	-
		(968)	(1,114)	-	-
Promotion, advertisement and publishing expenses charged by Sun Media Corporation Sdn Bhd	e	46	16	-	-
Receipt of share registration services and related expenses charged by Berjaya Registration Services Sdn Bhd	a	45	28	45	28
IT consultancy, management and maintenance services charged by Qinetics Solutions Sdn Bhd	d	3	-	-	-
Procurement of computerised lottery system and related services from International Lottery & Totalizator Systems, Inc	a	460	442	-	-

The nature of the related party relationships are as follows:

- (a) Subsidiary company of Berjaya Corporation Berhad ("BCorp"). Deemed a related party by virtue of the interests of Tan Sri Dato' Seri Vincent Tan Chee Yioun ("Tan Sri Vincent Tan") who is a major shareholder of both the Company and BCorp. His sons, Dato' Robin Tan Yeong Ching ("DRT") and Rayvin Tan Yeong Sheik ("RTYS") are also Directors and shareholders of BCorp. DRT is the Chairman/Chief Executive Officer and deemed a substantial shareholder of BCorp. Hence, Tan Sri Vincent Tan, DRT and RTYS are persons connected with each other.

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41 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

The nature of the related party relationships are as follows: (cont'd)

- (b) Subsidiary company of Berjaya Retail Berhad ("BRetail") and deemed a related party by virtue of Tan Sri Vincent Tan's deemed interest in BRetail.
- (c) Deemed a related party by virtue of Tan Sri Vincent Tan's direct and deemed interests in UMSB.
- (d) Subsidiary company of MOL.com Sdn Bhd ("MOL"). Tan Sri Vincent Tan and BCorp are major shareholders of MOL while DRT is the Chairman and a shareholder of MOL.
- (e) Subsidiary company of Berjaya Media Berhad ("BMedia"). A company in which BCorp and Tan Sri Vincent Tan have substantial interests while DRT is the Chairman and major shareholder of BMedia.
- (f) A wholly-owned subsidiary company of MOL Global, Inc ("M-Global"), Tan Sri Vincent Tan and MOL are major shareholders of M-Global.
- (g) Wholly-owned subsidiary company of Tai Thong Holdings Sdn Bhd (formerly known as TT Resources Berhad) ("Tai Thong Holdings"). Tan Sri Dato' Tan Chee Sing ("TSDT"), the father of Dato' Dickson Tan Yong Loong ("DDT") and a brother of Tan Sri Vincent Tan is a major shareholder of Tai Thong Holdings, while DDT is an Executive Director of Tai Thong Holdings.
- (h) A company in which Tan Sri Vincent Tan and DRT have interests.
- (i) Wholly-owned subsidiary company of Berjaya Food Berhad ("BFood"). Tan Sri Vincent Tan and BCorp are major shareholders of BFood while DRT is the Executive Chairman and a shareholder of BFood. As at 30 June 2014, BStarbucks is a 50% joint venture of BFood.
- (j) A joint venture of the Company.
- (k) A company in which TSDT, the brother of Tan Sri Vincent Tan and the father of DDT, is a major shareholder.
- (l) A company in which Tan Sri Vincent Tan is a major shareholder.

The compensation of the key management personnel who are Directors of the Group are disclosed in Note 32.

42 SEGMENT INFORMATION

For management purposes, the Group is organised into business segments based on their products and services, and has reportable operating segments as follows:

- (i) gaming and related activities;
- (ii) property development and property investment; and
- (iii) recreation (including hotel operation and ferry terminal management).

All inter-segment transactions were carried out in the normal course of business and established under negotiated terms.

Segment managers monitors the operating results of its business segments separately for performance assessment and makes strategic decisions based on the operating results. Segment performance is evaluated based on operating profit or loss which is measured similar to the operating profit or loss in the consolidated financial statements. Group financing (including finance costs) and income taxes are managed on a group basis and not allocated to operating segments.

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42 SEGMENT INFORMATION (CONT'D)

No segment information by geographical location is prepared as the Group operates predominantly in Malaysia.

Unallocated assets / liabilities include items relating to investing and financing activities and items that cannot be reasonably allocated to individual segment. These mainly include corporate assets, tax recoverable / liabilities, borrowings, hire purchase and lease obligations.

Other non cash expenses mainly include write-off of property, plant and equipment, impairment of receivables and unrealised loss on foreign exchange.

Business segments:

	2014			2013		
	External RM'000	Inter- segment RM'000	Total RM'000	External RM'000	Reclassified Inter- segment RM'000	Total RM'000
Revenue						
Gaming and related activities	239,798	4,561	244,359	236,853	4,504	241,357
Property development and property investment	143,000	-	143,000	102,737	-	102,737
Recreation	36,628	-	36,628	22,061	-	22,061
Inter-segment eliminations	-	(4,561)	(4,561)	-	(4,504)	(4,504)
	419,426	-	419,426	361,651	-	361,651

	2014 RM'000	2013 RM'000
Results		
Gaming and related activities	28,663	28,903
Property development and property investment	79,334	60,651
Recreation	(4,722)	(3,681)
	103,275	85,873
Unallocated corporate expenses	(4,675)	(2,111)
	98,600	83,762
Fair value changes on investment properties	22,613	6,382
Other income		
- gaming and related activities	8,606	2,423
- property development and property investment	30,935	23,376
- recreation	380	126
- unallocated	638	169
	40,559	26,094
Other expenses		
- gaming and related activities	(500)	(10,548)
- property development and property investment	-	(4,549)
- recreation	(44)	-
- unallocated	(382)	(140)
	(926)	(15,237)
Operating profit	160,846	101,001
Finance costs	(38,996)	(30,799)
Share of results of joint ventures	(151)	639
Profit before tax	121,699	70,841
Income tax expense	(71,100)	(17,954)
Profit for the year	50,599	52,887
Non-controlling interests	(5,258)	(7,068)
Profit attributable to owners of the Parent	45,341	45,819

NOTES TO THE FINANCIAL STATEMENTS

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42 SEGMENT INFORMATION (CONT'D)

Business segments (cont'd.):

Assets and liabilities	2014		2013	
	Assets RM'000	Liabilities RM'000	Assets RM'000	Liabilities RM'000
Gaming and related activities	176,230	14,090	184,526	15,901
Property development and property investment	2,507,636	175,756	2,406,218	234,266
Recreation	267,297	7,768	269,579	5,259
Segment assets/liabilities	2,951,163	197,614	2,860,323	255,426
Investment in joint ventures	9,144	-	5,543	-
Unallocated corporate assets/liabilities	289,785	554,151	143,733	540,220
Consolidated assets/liabilities	3,250,092	751,765	3,009,599	795,646

Other information	2014			2013		
	Capital expenditure RM'000	Depreciation/ Amortisation RM'000	Other non-cash expenses RM'000	Capital expenditure RM'000	Depreciation/ Amortisation RM'000	Other non-cash expenses RM'000
Gaming and related activities	285	2,506	-	36	2,635	-
Property development and property investment	32,408	4,126	1,064	269,722	2,744	2,348
Recreation	10,746	7,924	310	125,307	8,752	-
Unallocated	3	-	382	6	11	-
	43,442	14,556	1,756	395,071	14,142	2,348

Capital expenditure consists of additions to property, plant and equipment, investment properties and land held for property development as disclosed in Notes 5, 6 and 7.

Impairment losses

	2014 RM'000	2013 RM'000
Gaming and related activities	500	10,548
Property development and property investment	-	3,808
Unallocated	-	40
	500	14,396

43 FAIR VALUE MEASUREMENT

The Group and the Company measure 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.

NOTES TO THE FINANCIAL STATEMENTS

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43 FAIR VALUE MEASUREMENT (CONT'D)

a) Non financial assets that are measured at fair value

Certain comparative figures have not been presented for 30 June 2013 by virtue of the exemption given in Appendix C3 of MFRS 13, which is effective for annual financial periods beginning on or after 1 January 2013.

- i) 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:

Investment Properties

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Group				
At 30 June 2014				
Commercial properties	-	202,745	1,840,728	2,043,473
Other properties	-	74,302	-	74,302
	-	277,047	1,840,728	2,117,775

- ii) Description of valuation techniques used on non financial assets

Comparison Method (Level 2)

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.

Discounted Cash Flows Method (Level 3)

Under the discounted cash flows method, fair value is determined to be the difference between the present value of cash inflows (gross development value) and the present value of cash outflows (development costs).

Gross development value is derived by comparing the development components of the subject property with comparable transactions in the vicinity or other comparable locations.

Appropriate adjustments for characteristics, merits and demerits are then made to arrive at the proposed gross development value of the development components.

Development costs are the actual or estimated attributable costs (including marketing and finance cost) which are likely to be incurred for the completion and sale of the development components.

An appropriate market derived discount rate is then applied to establish the present values of the cash inflows and cash outflows.

Investment Method (Level 3)

Under the investment method, fair value is determined based on the projection of a series of cash flows on a real property interest. To this projected cash flows series, an appropriate capitalisation rate is applied to establish the present value of the income stream associated with the asset.

Periodic cash flows is typically the estimated net annual rental value of the property which is calculated as the gross rental income anticipated over the lease period of the property, less the expenses or outgoings incidental to the ownership of the property.

The relevant capitalisation rate is chosen based on the investment rate of return expected from the type of property, taking into consideration of the risk factors, capital appreciation, security of income, ease of sale and management of the subject property.

NOTES TO THE FINANCIAL STATEMENTS

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43 FAIR VALUE MEASUREMENT (CONT'D)

ii) Description of valuation techniques used on non financial assets (cont'd)

Cost Method (Level 3)

Under the cost method, fair value is determined to be the depreciated replacement cost of the property. Depreciated replacement cost is derived from the estimated replacement cost of the replaceable property in the light of current market prices for materials, labour, manufactured machinery and equipment, freight, installation and other related charges. Accrued depreciation due to use, disrepair, age and obsolescence from technology and market changes are then deducted therefrom.

b) Financial instruments that are measured at fair value

i) The table below analyses the financial instruments measured at fair value at the reporting date, by the level in the fair value hierarchy:

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
2014				
Group				
Financial assets				
Other investments	234,419	-	-	234,419
Derivative asset	-	-	37	37
	234,419	-	37	234,456
Company				
Financial assets				
Other investments	2,021	-	-	2,021
2013				
Group				
Financial assets				
Other investments	118,233	-	-	118,233
Derivative asset	-	-	71	71
	118,233	-	71	118,304
Company				
Financial assets				
Other investments	1,800	-	-	1,800

c) The following table reconciles the Group's Level 3 fair value measurements

	2014 RM'000
Non Financial assets	
As of 1 July 2013	1,840,195
Additions during the year	610
Fair value changes recognised during the year	23,100
Disposal during the year	(22,450)
Adjustment	(727)
As of 30 June 2014	1,840,728

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43 FAIR VALUE MEASUREMENT (CONT'D)

c) The following table reconciles the Group's Level 3 fair value measurements (cont'd)

	2014 RM'000	2013 RM'000
Financial assets		
As of 1 July 2013/2012	71	104
Fair value changes recognised during the year	(34)	(33)
As of 30 June 2014/2013	37	71

d) Description of key inputs to valuation on assets measured at Level 3:

Description of valuation techniques and key inputs to valuation on assets measured at Level 3 are as follows:

Valuation technique	Significant unobservable inputs	Range
<u>Investment properties</u>		
Discounted cash flows method	Average gross development value per square foot	RM3,060
	Average gross development costs per square foot	RM740
	Discount rate	9%
Investment method	Estimated value per month:	
	- rental value per car park bay	RM300 per month
	- expenses per car park bay	RM15 per month
	Long term vacancy rate	10%
Cost method	Capitalisation rate	6.50%
	Estimated replacement cost per square foot	RM220
	Estimated accrued depreciation per square foot	RM150
<u>Derivative asset</u>		
Discounted cash flows method	Discount rate	4%

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 3.2 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 statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

Group 2014	Note	Fair value through profit or loss RM'000	Loans and receivables RM'000	Held-to- maturity investments RM'000	Available- for-sale RM'000	Total RM'000
Financial assets						
Other investments	11	-	-	1,014	270,325	271,339
Derivative asset	12	37	-	-	-	37
Receivables	15	-	21,868	-	-	21,868
Deposits	16	-	96,434	-	-	96,434
Cash and bank balances	16	-	26,951	-	-	26,951
Total financial assets		37	145,253	1,014	270,325	416,629

NOTES TO THE FINANCIAL STATEMENTS

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44 FINANCIAL INSTRUMENTS (CONT'D)

(a) Classification of financial instruments (cont'd)

Group 2014	Note	Other financial liabilities - at amortised cost RM'000
Financial liabilities		
Long term borrowings	22	236,586
Senior Bonds	23	158,569
Long term liabilities	25	10,860
Payables	27	110,883
Short term borrowings	22	77,354
Total financial liabilities		594,252

Group 2013	Note	Fair value through profit or loss RM'000	Loans and receivables RM'000	Held-to- maturity investments RM'000	Available- for-sale RM'000	Total RM'000
Financial assets						
Other investments	11	-	-	1,010	121,893	122,903
Derivative asset	12	71	-	-	-	71
Receivables	15	-	18,062	-	-	18,062
Deposits	16	-	53,902	-	-	53,902
Cash and bank balances	16	-	13,990	-	-	13,990
Total financial assets		71	85,954	1,010	121,893	208,928

	Note	Other financial liabilities - at amortised cost RM'000
Financial liabilities		
Long term borrowings	22	316,286
Senior Bonds	23	158,266
Hire purchase liabilities	24	222
Long term liabilities	25	11,751
Payables	27	136,231
Short term borrowings	22	48,365
Total financial liabilities		671,121

Company 2014	Note	Loans and receivables RM'000	Available- for-sale RM'000	Total RM'000
Financial assets				
Other investments	11	-	2,021	2,021
Receivables	15	279,461	-	279,461
Deposits	16	10,456	-	10,456
Cash and bank balances	16	724	-	724
Total financial assets		290,641	2,021	292,662

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44 FINANCIAL INSTRUMENTS (CONT'D)

(a) Classification of financial instruments (cont'd)

Company 2014	Note	Other financial liabilities - at amortised cost RM'000
<u>Financial liabilities</u>		
Payables	27	11,574

Company 2013	Note	Loans and receivables RM'000	Available- for-sale RM'000	Total RM'000
<u>Financial assets</u>				
Other investments	11	-	1,800	1,800
Receivables	15	75,836	-	75,836
Deposits	16	1,111	-	1,111
Cash and bank balances	16	727	-	727
Total financial assets		77,674	1,800	79,474

Company 2013	Note	Other financial liabilities - at amortised cost RM'000
<u>Financial liabilities</u>		
Payables	27	42,379

(b) Fair values

(i) Financial instruments that are measured at fair value

Information of financial instruments of the Group and of the Company that are measured at fair value as disclosed in Note 43.

(ii) Financial instruments that are not measured at fair value and whose carrying amount are reasonable approximation of fair value

Included in these classes of financial instruments are certain financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

	Note
Receivables	15
Payables	27
Bank borrowings	22
Senior Bonds	23
Hire purchase liabilities	24
Long term liabilities	25

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to 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 carrying amounts of the bank borrowings are reasonable approximation of fair values due to the insignificant impact of discounting.

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44 FINANCIAL INSTRUMENTS (CONT'D)

(b) Fair values (cont'd)

	Group			
	Carrying Amount 2014 RM'000	Fair Value 2014 RM'000	Carrying Amount 2013 RM'000	Fair Value 2013 RM'000
Financial assets				
Investments				
- unquoted shares outside Malaysia	32,212	*	-	-
- unquoted loan stocks outside Malaysia	3,694	*	3,660	*

* The investments 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.

45 FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group's financial risk management policy seeks 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 risk. The Group operates within clearly defined guidelines and the Group's policy is not to engage in speculative transactions.

(a) Market Risk

Market 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 prices.

(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 mainly deposits with licensed banks and they are not held for speculative purposes. The Group manages the interest rate risk of its deposits with licensed banks by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank.

The interest-bearing debts are mainly term loans, Senior Bonds, revolving credit facility, margin account and amounts due to affiliated companies. Debts at floating rates expose the Group to cash flow interest rate risk. Debts at fixed rates expose the Group to fair value interest rate risk. The Group manages its interest rate exposure by maintaining a mix of fixed and floating rate debts.

The carrying amounts, the range of applicable interest rates during the year and the remaining maturities of the Group's and of the Company's financial instruments that are exposed to interest rate risk are disclosed in Notes 16, 22, 23 and 27.

NOTES TO THE FINANCIAL STATEMENTS

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45 FINANCIAL RISK MANAGEMENT OBJECTIVE 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 is as follows:

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
<u>Fixed rate instruments</u>				
Financial assets	100,128	57,562	10,456	1,111
Financial liabilities	213,448	245,895	-	-
	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
<u>Floating rate instruments</u>				
Financial assets	7,166	4,287	279,313	75,689
Financial liabilities	309,940	358,651	11,137	41,389

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for 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 statement of profit or loss.

Sensitivity analysis for floating rate instruments

A change of 25 basis points in interest rates at the reporting date would result in the profit before tax of the Group and of the Company to be (lower)/higher by (RM757,000) and RM670,000 (2013 : (RM886,000) and RM86,000) respectively. This analysis assumes that all other variables remain constant.

(ii) Foreign Currency Risk

Foreign 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 mainly transacts in Ringgit Malaysia. However, certain of the Group's purchases are in foreign currencies and as such, the Group is exposed to exchange rate fluctuation between Ringgit Malaysia and foreign currencies such as United States Dollar and Euro. The Group seeks to mitigate foreign currency risk with close monitoring via making payments when foreign exchange rates are favourable to the Group.

The financial assets and liabilities of the Group that are denominated in foreign currencies are as follows:

	Group	
	2014 RM'000	2013 RM'000
Cash and bank balances		
- United States Dollar	34	46
Other payables		
- United States Dollar	2,835	2,791
- Euro	14	14
	2,849	2,805

The financial impact of changes in foreign currency rates is not material to the Group.

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45 FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONT'D)

(a) Market Risk (cont'd)

(iii) Equity Price Risk

Equity 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 and the Company are exposed to equity price risk arising from its investments in quoted equity instruments. The quoted equity instruments in Malaysia are listed on Bursa Securities and classified as available-for-sale financial assets based on the purpose for which the quoted equity instruments were acquired. The Group and the Company do not have exposure to commodity price risk.

Sensitivity analysis for equity price risk

At the reporting date, if the FTSE Bursa Malaysia KLCI had been 1% higher/lower, with all other variables held constant, the Group's available-for-sale reserve would have been RM2,344,000 (2013 : RM1,182,000) higher/lower, arising as a result of an increase/decrease in the fair value of equity instruments designated as available-for-sale financial assets.

(b) Liquidity Risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to the shortage of funds.

The Group actively manages its debt maturity profile, operating cash flows and the availability of funds so as to ensure that all funding needs are met. As part of its overall 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 of a reasonable level to its overall debt position. As far as possible, the Group raises committed funding from financial institutions and balances its portfolio so as to achieve overall cost effectiveness.

Analysis of undiscounted financial instruments by remaining contractual maturities

Group	On demand or within one year RM'000	Two to five years RM'000	Over five years RM'000	Total RM'000
Financial liabilities				
2014				
Payables	113,004	-	-	113,004
Rental deposits	-	10,860	-	10,860
Senior Bonds	9,440	190,033	-	199,473
Loans and borrowings	89,505	261,594	-	351,099
	211,949	462,487	-	674,436
2013				
Payables	139,624	-	-	139,624
Rental deposits	-	11,751	-	11,751
Senior Bonds	9,440	115,078	84,405	208,923
Hire purchase liabilities	252	-	-	252
Loans and borrowings	63,988	340,738	18,786	423,512
	213,304	467,567	103,191	784,062

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

45 FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (CONT'D)

(c) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group and the Company are exposed to credit risk mainly from trade and other receivables.

The Group extends credit to its customers based upon careful evaluation of the customers' financial condition and credit history. The Group and the Company have no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

At reporting date, the Group's and the Company's maximum exposure to credit risk arising from trade and other receivables are represented by the carrying amounts of these financial assets recorded on the statements of financial position.

The Group's and the Company's credit risks on cash and bank balances are limited as the Group and the Company place its funds with reputable financial institutions with high credit ratings.

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 shareholders' 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. No changes were made in the objectives, policies or processes during the financial years ended 30 June 2014 and 2013.

The Group monitors capital using a gearing ratio, which is debt divided by total equity. The Group's total debt includes borrowings, Senior Bonds and hire purchase liabilities. Total equity represents net equity attributable to the owners of the parent plus non-controlling interests.

The gearing ratios as of 30 June 2014 and 30 June 2013 were as follows:

	Note	Group	
		2014 RM'000	2013 RM'000
Short term borrowings	22	77,354	48,365
Long term borrowings	22	236,586	316,286
Senior Bonds	23	158,569	158,266
Hire purchase liabilities	24	-	222
Total debt		472,509	523,139
Total equity		2,498,327	2,213,953
Gearing ratio (%)		19	24

The gearing ratio is not governed by the MFRS and its definition and calculation may vary from one group/company to another.

47 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- (a) On 23 April 2013, Sunrise Bonanza Sdn Bhd, a subsidiary company of the Company entered into 2 conditional sales and purchase agreements with independent third parties for the acquisition of 2 parcels of freehold land measuring approximately 118,697 square feet held under title H.S.(D) 21529 PTB 11084 and H.S.(D) 512740 PTB 11082, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor for a total cash consideration of RM26,100,000. The said acquisition was completed on 22 October 2013.

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

47 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

- (b) On 9 December 2013, the Company entered into a share sale agreement for the disposal of 150,000,000 ordinary shares of RM1.00 each representing 20% equity interest in its wholly-owned subsidiary company, Berjaya Times Square Sdn Bhd ("BTSSB") to D.Y.M.M. Sultan Ibrahim Ismail Ibni Almarhum Sultan Mahmud Iskandar Al-Haj for a total cash consideration of RM250,000,000. The said disposal was completed on 19 December 2013. Consequently, BTSSB became a 80% owned subsidiary company of the Company.
- (c) On 18 February 2014, Cardiff Asset Limited, a subsidiary company of the Company entered into a sale and purchase agreement with Frasers Islington Limited and Frasers Islington Properties Limited for the proposed acquisition of freehold land with leasehold building erected thereon known as "Islington On The Green" in Islington, London, United Kingdom for a total cash consideration of £39,000,000 or approximately RM213,250,000. The said acquisition was completed subsequent to the financial year end.

48 SIGNIFICANT EVENT SUBSEQUENT TO THE FINANCIAL YEAR END

On 3 September 2014, the acquisition of property as disclosed in Note 47(c) was completed.

49 COMPARATIVE

The following comparative figures of the Group have been reclassified to conform with the current year's presentation.

2013 Group	As previously reported	Reclassification	As reclassified
	RM'000	RM'000	RM'000
Statement of financial position			
Cash and bank balances	69,877	(1,985)	67,892
Receivables	23,475	1,985	25,460

50 SUBSIDIARY AND ASSOCIATED COMPANIES

Name of Company	Country of Incorporation	Principal Activities	Equity Interest Held	
			2014 %	2013 %
Subsidiary Companies				
BA Properties (Cayman) Limited	Cayman Islands	Investment holding	100	-
^ Berjaya Assets Pte Ltd	Singapore	Investment holding	100	100
Berjaya Times Square Sdn Bhd	Malaysia	Property investment, property development and investment holding	80	100
BTS (Cayman) Limited	Cayman Islands	Investment holding	100	100
Bumisuci Sdn Bhd	Malaysia	Investment holding	100	100
Dayadil Sdn Bhd	Malaysia	Investment holding	100	100
Ishandal Sdn Bhd	Malaysia	Investment holding	100	100
Jernih Wiramas Sdn Bhd	Malaysia	Property investment, property development	100	100

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

50 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)

Name of Company	Country of Incorporation	Principal Activities	Equity Interest Held	
			2014 %	2013 %
Subsidiary Companies (cont'd.)				
* Natural Avenue Sdn Bhd	Malaysia	Number forecast lotteries in Sarawak	65	65
Rentas Padu Sdn Bhd	Malaysia	Investment holding	100	100
Sapphire Transform Sdn Bhd	Malaysia	Property investment	100	100
# Sempurna Bahagia Sdn Bhd	Malaysia	Investment holding	100	100
Sublime Cartel Sdn Bhd	Malaysia	Provision of lottery consultancy and related services and investment holding	100	100
Sunrise Bonanza Sdn Bhd	Malaysia	Investment holding	70	70
Subsidiaries of Berjaya Times Square Sdn Bhd				
Berjaya TS Management Sdn Bhd	Malaysia	Dormant	100	100
Berjaya Times Square Theme Park Sdn Bhd	Malaysia	Operations of theme park and leasing of theatre	100	100
Berjaya Waterfront Sdn Bhd	Malaysia	Property and investment holdings and management of ferry terminal	100	100
BTS Cultural Centre Sdn Bhd	Malaysia	Dormant	100	100
BTS Car Park Sdn Bhd	Malaysia	Car park operator	100	100
Danau Laris Sdn Bhd	Malaysia	Dormant	60	60
Shasta Supermarket Sdn Bhd	Malaysia	Dormant	100	100
TS Service Suites Sdn Bhd	Malaysia	Property investment	100	100
10th Avenue Food Mall Sdn Bhd	Malaysia	Ceased operations	100	100
Subsidiary of BTS (Cayman) Limited				
^ Cardiff Asset Limited	United Kingdom	Property investment	70	100
Subsidiary of Dayadil Sdn Bhd				
Imej Jasa Sdn Bhd	Malaysia	Investment holding	100	100
Subsidiaries of Imej Jasa Sdn Bhd				
Bahagia Jiwa Sdn Bhd	Malaysia	Investment holding	100	100
Muara Tebas Sdn Bhd	Malaysia	Investment holding	100	100
Subsidiary of Natural Avenue Sdn Bhd				
Petekat Sdn Bhd	Malaysia	General trading and commission agent	100	100

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

50 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)

Name of Company	Country of Incorporation	Principal Activities	Equity Interest Held	
			2014 %	2013 %
Subsidiary Companies (cont'd.)				
Subsidiary of Rentas Padu Sdn Bhd				
Tropicfair Sdn Bhd	Malaysia	Investment holding	100	100
Subsidiary of Berjaya Waterfront Sdn Bhd				
Jauhari Maksima Sdn Bhd	Malaysia	Dormant	70	100
Associated Company				
Megaquest Sdn Bhd	Malaysia	Investment holding	50	50

* Effective interest

66.67% held by Bumisuci Sdn Bhd and 33.33% held by Ishandal Sdn Bhd

^ Not audited by Deloitte (formerly known as Deloitte KassimChan) or a member firm of Deloitte Global

NOTES TO THE FINANCIAL STATEMENTS

- 30 JUNE 2014

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 is as follows:

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Realised earnings	485,601	521,259	82,230	82,465
Unrealised earnings	775,828	710,592	-	-
Total retained earnings	1,261,429	1,231,851	82,230	82,465
Less: Consolidation adjustments	(602,938)	(442,622)	-	-
Retained earnings as per financial statements	658,491	789,229	82,230	82,465

The determination of realised and unrealised earnings 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 Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants.

LIST OF PROPERTIES

As At 30 June 2014

Location	Tenure	Size	Description/ Existing Use	Estimated Age of Building	Date of Acquisition	Net Carrying Amount RM'000
No. Geran 56069, Lot 2001, Section 52, Town and District of Kuala Lumpur (Berjaya Times Square, Jalan Imbi, Kuala Lumpur)	Freehold	39,591 sq meter	Shopping-cum- leisure mall	<11 years	8.7.1994	2,153,119
No. Geran 56068, Lot 2000, Section 52, Town and District of Kuala Lumpur (No. 1, Jalan Imbi, Kuala Lumpur)	Freehold	3,901 sq meter	Office building	<19 years	8.7.1994	
H.S. (D) 156049, P.T. No. 3338, Mukim Damansara, District of Petaling, Selangor Darul Ehsan.	Freehold	513 sq meter	Bungalow	>30 years	15.3.2011	1,850
No. Geran 33664, Lot 165, Seksyen 0094, Bandar Kuala Lumpur, Wilayah Persekutuan	Freehold	125 sq meter	Shop lot	>40 years	10.1.2012	2,350
No. Geran 49297, Lot 52, Seksyen 94, Bandar Kuala Lumpur, Wilayah Persekutuan	Freehold	1,694 sq meter	Bungalow	>40 years	31.12.2011	7,000
Lots PTB 10707, PTB 20006, PTB 20380, PTB 20438, PTD 146378 & PTD 148062, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor. (Berjaya Waterfront, Johor Bahru)	Freehold } with 99 years } lease interest } expiring on } 30.10.2092 }	57,355 sq meter	5-level shopping } complex } 12-level 400 } rooms hotel, } a ferry terminal, } a custom & } immigration } building }	17 years } 17 years }	10.4.2012 } 10.4.2012 }	187,463 } 134,654 }
Lot PTB 10710, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor. (Berjaya Waterfront, Johor Bahru)	Freehold } with 99 years } lease interest } expiring on } 30.10.2092 }	19,826 sq meter	Vacant land	N/A	10.4.2012	35,200
Lot G-09, G-10, G-11 and G-12 Ground Floor, Berjaya Times Square, Jalan Imbi Kuala Lumpur	Freehold	2,001 sq feet	Retail lots for rent	<10 years	28.6.2012	36,010
Lot 8189 & 8190, Town East, Jalan Pending, Kuching, Sarawak	Leasehold 60 years expiring on 11.5.2048	245 sq meter	4-storey shop house/office building	25 years	13.7.1996	603
No. 273 & 274, Lot 2545 & 2546 Centraland Commercial Park, Off Jalan Rock Kuching, Sarawak	Leasehold 60 years expiring on 5.5.2054	484.2 sq meter	4-storey shop house/office building used as office and draw hall	19 years	31.8.2002	3,325
The Collins Theatre 1 Essex Road, London N1 2SE	999 years	Approximately 13,272 sq ft	Theatre and restaurant/retail lots	18 years	23.08.2012	27,902

NOTE:

The Group does not adopt a policy of regular valuation of its properties except for investment properties which are stated at fair value.

OTHER INFORMATION

MATERIAL CONTRACTS

Other than as disclosed in Notes 15, 22, 23, 27, 32, 40, 41 and 47 of the financial statements for the financial year ended 30 June 2014 neither Berjaya Assets Berhad nor any of its subsidiaries had entered into any material contracts, involving Directors and major shareholders.

NON-AUDIT FEES

The amount of non-audit fees incurred for services rendered to the Group for the financial year ended 30 June 2014 amounted to RM63,000.

RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE NATURE

For The Financial Year Ended 30 June 2014

Berjaya Assets Berhad ("BAssets") Group with the following Related Parties	BAssets and/or its subsidiary companies	Nature of transactions	Amount transacted RM'000
Berjaya Corporation Berhad ("BCorporation") and/or its unlisted subsidiary companies:-			
Berjaya Corporation (S) Pte Ltd	BAssets Group	Receipt of general marketing charges	-
BCorporation and its subsidiary companies	BTS Car Park Sdn Bhd	Parking charges receivable	350
Inter-Pacific Trading Sdn Bhd	BAssets Group	Purchase of stationery products and printing services	39
Berjaya Books Sdn Bhd	Berjaya Times Square Sdn Bhd ("BTSSB")	Rental income receivable for renting of shoplots at Lots LG-10, 11 & 11A, Lower Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	196
Berjaya Registration Services ("BRegistration")	BAssets	Receipt of share registration services	45
	BTSSB	Rental income receivable for renting of shoplot at Lot 06-01, 6th Floor and office at Lot 10-02A, 10th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	409
Wen Berjaya Sdn Bhd	BTSSB	Rental income receivable for renting of café at Lots 03-75A & 03-89, 3rd Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	171
Prime Credit Leasing Sdn Bhd	BAssets Group	Receipt of leasing and hire purchase facilities	-
Berjaya Education Sdn Bhd	BAssets Group	Receipt of education and staff training services	-
Berjaya Higher Education Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lot 14-01, 14th Floor, Lots 09-45, 09-45A, 09-46, 09-47, 09-48 & 09-50, 9th Floor, and shoplots at Lots 09-23, 09-24 & 09-25, 9th Floor, and premises at Lots 10-11, 10-12 & 10-12A, 10th Floor and Lot 11-02A, 11th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	1,912
Berjaya Hills Berhad	BTSSB	Rental income receivable for renting of office at Lots 08-65, 08-66 & 08-67, 8th Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur	92
Cosway (M) Sdn Bhd	BTSSB	Rental income receivable for renting of shoplots at LG-12 & LG-20, Lower Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	428
Kimia Suchi Marketing Sd Bhd	BAssets Group	Purchase of cleaning chemical products	-
Berjaya Papa John's Pizza Sdn Bhd	BTSSB	Rental income receivable for renting of café at Lots G-07, G-07A, G-07B & G-08B, Ground Floor and office at Lots 09-16, 09-17 & 09-18, 9th Floor, Berjaya Times Square, No.1 Jalan Imbi, Kuala Lumpur	449
RU Café Sdn Bhd	Sapphire Transform Sdn Bhd	Rental income receivable for renting of shoplots at Lots G-09 & 09E, Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	90
Berjaya Krispy Kreme Doughnuts Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lots 08-29, 08-30, 08-32 & 08-33, 8th Floor and at Lots 09-19, 09-20 & 09-21, 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	88

RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE NATURE

For The Financial Year Ended 30 June 2014

Berjaya Assets Berhad ("BAssets") Group with the following Related Parties	BAssets and/or its subsidiary companies	Nature of transactions	Amount transacted RM'000
Berjaya Corporation Berhad ("BCorporation") and/or its unlisted subsidiary companies:- (cont'd)			
KUB-Berjaya Enviro Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lots 09-01, 09-02 & 09-03, 9th Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	228
Roasters Asia Pacific (M) Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lots 07-24, 7th Floor and at Lot 09-05, 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	112
Berjaya Engineering Construction Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lots 09-37 & 09-39, 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	28
Berjaya Loyalty Sdn Bhd	BAssets Group	Provision for promotion, advertising and publishing services	6
Inter-Pacific Securities Sdn Bhd	BTSSB	Rental income receivable for renting of broadcasting facility at TB Roof 02C, Berjaya Times Square, Jalan Imbi Kuala Lumpur	6
Berjaya Land Berhad ("BLand") and/or its unlisted subsidiary companies:-			
BLand	BAssets	Management fees payable for services rendered include inter-alia the provision of finance, corporate, secretarial and general administrative services.	240
	BTSSB	Rental income receivable for renting of office at Lots 02-17 & 02-34, 2nd Floor, Berjaya Times Square Jalan Imbi, Kuala Lumpur	379
BLand and its subsidiary companies	BTS Car Park Sdn Bhd	Parking charges receivable	131
Budi Impian Sdn Bhd	BTSSB	Rental income receivable for renting of shoplots at Lots LG-73, 74 & 74A, Lower Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	242
Berjaya Resort Management Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lot 08-77A, 8th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	168
Mantra Design Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lots 09-14 & 09-15, 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	52
Marvel Fresh Sdn Bhd	BTSSB	Rental income receivable for renting of storage space at G-37, Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	38
Berjaya Guard Services Sdn Bhd	Berjaya Times Square Theme Park Sdn Bhd	Receipt of security guard services	233
Berjaya Sports Toto Berhad ("BToto") and/or its unlisted subsidiary companies:-			
BToto and its unlisted subsidiary companies	BTS Car Park Sdn Bhd	Parking charges receivable	325
Sports Toto Computer Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lots 09-88, 09-89 & 09-90, 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	57

RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE NATURE

For The Financial Year Ended 30 June 2014

Berjaya Assets Berhad ("BAssets") Group with the following Related Parties	BAssets and/or its subsidiary companies	Nature of transactions	Amount transacted RM'000
Berjaya Sports Toto Berhad ("BToto") and/or its unlisted subsidiary companies:- (cont'd)			
International Lottery & Totalizator Systems, Inc	Natural Avenue Sdn Bhd	Procurement of computerised lottery system and related services.	460
Berjaya Media Berhad ("BMedia") and/or its unlisted subsidiary company:-			
Sun Media Corporation Sdn Bhd	BAssets Group	Procurement of promotion, advertising and publishing services.	46
Berjaya Food Berhad ("BFood") and/or its unlisted subsidiary companies:-			
BFood and its subsidiary companies	BTS Car Park Sdn Bhd	Parking charges receivable	57
Berjaya Roasters (M) Sdn Bhd	BTSSB	Rental income receivable for renting of shoplot at Lot 03-85, 3rd Floor and office at Lots 09-06 to 09-13, 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	650
Berjaya Starbucks Coffee Company Sdn Bhd (h)	BTSSB	Rental income receivable for renting of café at Lot G-09C & D, Ground Floor, walkway area, Lot 01-01-28, 1st Floor and office at Lot 10-02 & 10-02C, 10th Floor Berjaya Times Square, Jalan Imbi, Kuala Lumpur	594
	BTS Car Park Sdn Bhd	Parking charges receivable	62
Other related parties:-			
Ascot Sports Sdn Bhd ("Ascot") (a)	BTSSB	Rental income receivable for renting of office at Lots 10-01 & 10-01A, 10th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	661
GPS Tech Solutions Sdn Bhd (b)	BTSSB	Rental income receivable for renting of shoplot at Lot 09-15A, 9th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	41
7-Eleven Malaysia Sdn Bhd (c)	BTSSB	Rental income receivable for renting of shoplots and storage space at Lot LG-57A, Lower Ground Floor, Lots 01-16, 01-22, 01-72A, 1st Floor, Lot 03-96C, 3rd Floor, Lots 05-75A and 05-92, 5th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	558
	BTS Car Park Sdn Bhd	Parking charges receivable	2
Qinetics Solution Sdn Bhd (d)	BAssets Group	Receipt of information technology consultancy and management services	3
Thai Odyssey Group Sdn Bhd (e)	BTSSB	Rental income receivable for renting of shoplot at Lot LG-55.Lower Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	228
Intan Utilities Berhad ("Intan") (f)	BTS Car Park Sdn Bhd	Parking charges receivable	5
Roda Indah Motors Sdn Bhd (f)			2
Wilayah Motor Sdn Bhd (f)			4
UPC Management Services Sdn Bhd (f)			2

RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE NATURE

For The Financial Year Ended 30 June 2014

Berjaya Assets Berhad ("BAssets") Group with the following Related Parties	BAssets and/or its subsidiary companies	Nature of transactions	Amount transacted RM'000
Other related parties:- (cont'd)			
U Mobile Sdn Bhd ("UMSB") (g)	BTSSB	Rental income receivable for renting of shoplot at Lot G-17A, Ground Floor, office and storage space at Lots 08-06 to 08-13A, 08-74D, 8th Floor, broadcasting facility at TB Roof 04 and 09-CP-01, L-CPA, car park of Berjaya Times Square, Jalan Imbi, Kuala Lumpur.	1,481
	BTS Car Park Sdn Bhd	Parking charges receivable	335
MOL AccessPortal Sdn Bhd ("MOL AccessPortal") (i)	BTSSB	Rental income receivable for renting of office at Lot 07-01, & 07-01A, 7th Floor, Lot 08-01, 8th Floor and shoplots at Lots 08-01A & 08-02, 8th Floor, Lots 09-62, 09-63, 09-64 & 09-97, 9th Floor and storage space at Lot 07-74C, 7th Floor, Lot 08-74C, 8th Floor, Lot 09-91C, 9th Floor & Lot 10-10E, 10th Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	409
Berjaya Radioshack Sdn Bhd (c)	BTSSB	Rental income receivable for renting of shoplot at Lot G-16. Ground Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	278
Caring Pharmacy (f)	BTSSB	Rental income receivable for renting shoplots at Lot LG-39 & LG-40, LG Floor, Berjaya Times Square, Jalan Imbi, Kuala Lumpur	302
Grand Total			12,694

Notes:

- A company in which Tan Sri Dato' Seri Vincent Tan Chee Yioun ("TSVT") and his son Dato' Robin Tan Yeong Ching ("DRT") have interests.
- A company in which TSVT and BCorporation have interests.
- Subsidiary companies of Berjaya Retail Berhad ("BRetail") and deemed related party by virtue of TSVT's deemed interest in BRetail.
- Subsidiary company of MOL.com Sdn Bhd ("MOL"). TSVT and BCorporation are major shareholders of MOL while DRT is the Chairman and a shareholder of MOL.
- A company in which Tan Sri Dato' Tan Chee Sing ("TSDT"), the brother of TSVT and the father of Dato' Dickson Tan Yong Loong ("DDT"), is a major shareholder.
- A company in which TSVT has deemed interests.
- Deemed a related party by virtue of TSVT's direct and deemed interests in UMSB.
- Wholly-owned subsidiary company of Berjaya Food Berhad ("BFood"). TSVT and BCorp are major shareholders of BFood while DRT is the Executive Chairman.
- A wholly-owned subsidiary company of MOL Global, Inc ("M-Global"). TSVT and MOL are major shareholders of M-Global.

STATISTICS ON SHAREHOLDINGS

As At 1 October 2014

ANALYSIS OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
less than 100	408	11.43	12,226	0.00
100 - 1,000	628	17.59	265,940	0.02
1,001 - 10,000	1,542	43.19	8,224,618	0.74
10,001 - 100,000	762	21.35	25,993,485	2.34
100,001 - 55,652,077	226	6.33	801,945,290	72.05
55,652,078* and above	4	0.11	276,600,000	24.85
Total	3,570	100.00	1,113,041,559	100.00

NOTE:

Each share entitles the holder to one vote.

* Denotes 5% of the issued ordinary share capital of the Company.

LIST OF THIRTY (30) LARGEST SHAREHOLDERS AS AT 1 OCTOBER 2014

No.	Name of Shareholders	No. of Shares	%
1	CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (EDG&CBD Team 4)	89,600,000	8.05
2	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Tan Sri Dato' Seri Vincent Tan Chee Yioun	70,000,000	6.29
3	AIBB Nominees (Tempatan) Sdn Bhd Exempt An For Export-Import Bank Of Malaysia Berhad	59,000,000	5.30
4	Maybank Nominees (Tempatan) Sdn Bhd Maybank International (L) Ltd, Labuan For Tan Sri Dato' Seri Vincent Tan Chee Yioun (211034)	58,000,000	5.21
5	Berjaya Sampo Insurance Berhad	55,292,500	4.97
6	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	53,000,000	4.76
7	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (8087489)	48,747,500	4.38
8	CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (49877 PDZM)	44,500,000	4.00
9	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	42,500,000	3.82
10	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (MGN-VTC0001M)	40,000,000	3.59
11	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Tan Sri Dato' Seri Vincent Tan Chee Yioun (CIB057)	37,000,000	3.32

STATISTICS ON SHAREHOLDINGS

As At 1 October 2014

LIST OF THIRTY (30) LARGEST SHAREHOLDERS AS AT 1 OCTOBER 2014 (cont'd)

No.	Name of Shareholders	No. of Shares	%
12	Cartaban Nominees (Tempatan) Sdn Bhd Raiffeisen Bank International Ag, Singapore Branch For Portal Access Sdn Bhd	29,800,000	2.68
13	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd	25,699,300	2.31
14	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd	20,507,600	1.84
15	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Kok Ping	20,000,000	1.80
16	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Fabulous Channel Sdn Bhd (AF0010)	19,300,000	1.73
17	Tan Sri Dato' Seri Vincent Tan Chee Yioun	17,000,000	1.53
18	Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tengku Rethwan Bin Tengku Mansor	16,250,000	1.46
19	Berjaya VTCY Sdn Bhd	15,582,246	1.40
20	Malaysia Nominees (Tempatan) Sendirian Berhad Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (01-00820-000)	15,000,000	1.35
21	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (MX3999)	15,000,000	1.35
22	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Arsam Bin Damis (AA0023)	14,500,000	1.30
23	Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	14,000,000	1.26
24	Ambilan Imej Sdn Bhd	13,536,527	1.22
25	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Berjaya Land Berhad	12,600,000	1.13
26	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Nada Embun Sdn Bhd	12,500,000	1.12
27	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Arsam Bin Damis (IPM)	12,498,000	1.12
28	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Warisan Jutamas Sdn. Bhd.	12,000,000	1.08
29	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Arsam Bin Damis (MGN-ARD0003M)	11,000,000	0.99
30	Magna Mahsuri Sdn Bhd	10,936,251	0.98
		905,349,924	81.34

STATISTICS ON SHAREHOLDINGS

As At 1 October 2014

ANALYSIS OF WARRANT HOLDINGS

Size of Warrant Holdings	No. of Warrant Holders	%	No. of Warrants	%
less than 100	2	0.58	30	0.00
100 - 1,000	34	9.83	23,786	0.01
1,001 - 10,000	178	51.44	841,244	0.20
10,001 - 100,000	93	26.88	3,419,576	0.82
100,001 - 20,799,116	32	9.25	103,879,350	24.97
20,799,117* and above	7	2.02	307,818,362	74.00
Total	346	100.00	415,982,348	100.00

NOTE:

* Denotes 5% of the warrant outstanding.

LIST OF THIRTY (30) LARGEST WARRANT HOLDERS AS AT 1 OCTOBER 2014

No.	Name of Warrant Holders	No. of Warrants	%
1	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	105,000,000	25.24
2	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	45,000,000	10.82
3	CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (49877 PDZM)	40,000,000	9.62
4	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	30,076,902	7.23
5	Tan Sri Dato' Seri Vincent Tan Chee Yioun	30,000,000	7.21
6	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	30,000,000	7.21
7	Portal Access Sdn Bhd	27,741,460	6.67
8	Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	20,000,000	4.81
9	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Inter-Pacific Management Sdn Bhd For Permata Dayu Sdn Bhd	14,000,000	3.37
10	Berjaya Land Berhad	12,085,654	2.91
11	BTS Hotel Sdn Bhd	10,211,506	2.45
12	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Inter-Pacific Capital Sdn Bhd (A/C 83)	7,352,000	1.77
13	Tengku Rethwan Bin Tengku Mansor	6,500,000	1.56
14	Nada Embun Sdn Bhd	5,012,616	1.20
15	Magna Mahsuri Sdn Bhd	4,374,500	1.05

STATISTICS ON SHAREHOLDINGS

As At 1 October 2014

LIST OF THIRTY (30) LARGEST WARRANT HOLDERS AS AT 1 OCTOBER 2014 (cont'd)

No.	Name of Warrant Holders	No. of Warrants	%
16	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	4,000,000	0.96
17	Berjaya Capital Berhad	3,370,000	0.81
18	Berjaya Sompo Insurance Berhad	3,317,000	0.80
19	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Arsam Bin Damis (AA0023)	3,000,000	0.72
20	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Pantai Cemerlang Sdn Bhd	2,500,000	0.60
21	Immediate Capital Sdn Bhd	2,106,000	0.51
22	Cimsec Nominees (Asing) Sdn Bhd Bank Of Singapore Ltd For Global Heights Group Ltd	1,309,000	0.31
23	JMP Holdings Sdn Bhd	717,028	0.17
24	Vecc-Men Holdings Sdn Bhd	717,028	0.17
25	Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Thong Foong Tat (MY0878)	450,000	0.11
26	Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Pek Kiam Kek (MM0606)	375,400	0.09
27	Ng Lee Lin	278,488	0.07
28	Lim Chin Hong	261,700	0.06
29	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Fabulous Channel Sdn Bhd (AF0010)	250,000	0.06
30	Dato' Robin Tan Yeong Ching	243,340	0.06
		410,249,622	98.62

STATEMENT OF DIRECTORS' SHAREHOLDINGS

As At 1 October 2014

None of the Directors of the Company had any interest in the shares and warrants of the Company or its related corporations as at 1 October 2014.

SUBSTANTIAL SHAREHOLDERS

As At 1 October 2014

Name of Substantial Shareholders	← No. of Ordinary Shares of RM1.00 each →			
	Direct Interest	%	Deemed Interest	%
Tan Sri Dato' Seri Vincent Tan Chee Yioun	555,147,500	49.88	327,594,100 (a)	29.43
Portal Access Sdn Bhd	69,353,650	6.23	-	-
Berjaya Land Berhad	33,264,135	2.99	123,615,212 (b)	11.11
Teras Mewah Sdn Bhd	-	-	156,879,347 (c)	14.09
Berjaya Capital Berhad	8,425,000	0.76	72,329,027 (d)	6.50
Juara Sejati Sdn Bhd	-	-	237,633,374 (e)	21.35
Berjaya Group Berhad	-	-	237,633,374 (f)	21.35
Berjaya Corporation Berhad	-	-	237,633,374 (g)	21.35

NOTES:-

- Deemed interested by virtue of his interests in Berjaya Corporation Berhad, Vecc-Men Holdings Sdn Bhd, Hotel Resort Enterprise Sdn Bhd, B & B Enterprise Sdn Bhd, Berjaya VTCY Sdn Bhd and his deemed interest in Lim Kim Hai Sales & Services Sdn Bhd.
- Deemed interested by virtue of its 100% interests in Portal Access Sdn Bhd, Immediate Capital Sdn Bhd, BTS Hotel Sdn Bhd and Nada Embun Sdn Bhd as well as its interest in Berjaya Sports Toto Berhad, the holding company of Magna Mahsuri Sdn Bhd.
- Deemed interested by virtue of its interest in Berjaya Land Berhad.
- Deemed interested by virtue of its interests in Ambilan Imej Sdn Bhd, Inter-Pacific Capital Sdn Bhd and Berjaya Sompoo Insurance Berhad.
- Deemed interested by virtue of its interests in Berjaya Land Berhad and Berjaya Capital Berhad.
- Deemed interested by virtue of its 100% interests in Teras Mewah Sdn Bhd and Juara Sejati Sdn Bhd.
- Deemed interested by virtue of its 100% interest in Berjaya Group Berhad.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Fourth Annual General Meeting of the Company will be held at Manhattan III, Level 14, Berjaya Times Square Hotel, Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Thursday, 4 December 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 June 2014 and the Directors' and Auditors' Reports thereon. | Resolution 1 |
| 2. | To approve the payment of a final dividend of 2 sen single tier exempt dividend per ordinary share of RM1.00 each in respect of the year ended 30 June 2014. | Resolution 2 |
| 3. | To approve the payment of Directors' fees amounting to RM120,000 for the year ended 30 June 2014. | Resolution 3 |
| 4. | To re-elect the following Directors who retire pursuant to Article 102 of the Company's Articles of Association: | |
| | a) Tan Thiam Chai | Resolution 4 |
| | b) Datuk Lye Ek Seang | Resolution 5 |
| 5. | To re-appoint YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin 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 6 |
| 6. | To re-appoint Dato' Mohd Salleh Bin Ahmad 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 7 |
| 7. | To re-appoint Messrs Deloitte as Auditors and to authorise the Directors to fix their remuneration. | Resolution 8 |
| 8. | 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 9

(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 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 10 November 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:-

NOTICE OF ANNUAL GENERAL MEETING

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which such ordinary resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by 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 10

(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, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Exchange”) and the requirements of 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 (“BAssets Shares”) through the Exchange and to take all such steps as are necessary (including the opening and maintaining of central depositories accounts under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (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;
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 an ordinary resolution passed at that 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 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;

NOTICE OF ANNUAL GENERAL MEETING

AND THAT upon completion of the purchase(s) of the BAssets Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with the BAssets Shares so purchased by the Company in the following manner:-

- (a) cancel all the BAssets Shares so purchased; or
- (b) retain all the BAssets Shares as treasury shares for future re-sale 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 11

(iv) Proposed Retention of Independent Non-Executive Director

“THAT Heng Kiah Choong 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 9 years.”

Resolution 12

(v) Proposed Retention of Independent Non-Executive Director

“THAT Dato’ Mohd Salleh 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 9 years.”

Resolution 13

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 2 sen single tier exempt dividend per ordinary share of RM1.00 each in respect of the financial year ended 30 June 2014, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 29 January 2015.

The entitlement date shall be fixed on 8 January 2015 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 8 January 2015 in respect of ordinary 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

10 November 2014

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

(A) APPOINTMENT OF PROXY

1. A member entitled to attend and vote at the Meeting is entitled to appoint one (1) proxy only, to attend and vote in his/her stead. A proxy may but 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 ("SICDA") may appoint one (1) proxy in respect of each securities account. Where a member is an exempt authorised nominee as defined under the SICDA 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal, or the hand of its officer or its duly authorised attorney.
4. 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.
5. Only depositors whose names appears in the Record of Depositors as at 27 November 2014 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.

(B) SPECIAL BUSINESS

1. Resolution 9 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.

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 Fifty-Third Annual General Meeting held on 4 December 2013 and which will lapse at the conclusion of the Fifty-Fourth 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.

2. Resolution 10 is in relation to the approval on the Shareholder's Mandate on Recurrent Related Party Transactions and if passed, will allow the Company and its subsidiary companies to enter into Recurrent Related Party Transactions in accordance with paragraph 10.09 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The explanatory notes on Resolution 10 are set out in the Circular to Shareholders dated 10 November 2014 which is despatched together with the Company's 2014 Annual Report.
3. Resolution 11 is proposed to 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"). Detailed information on the Proposed Share Buy-Back is set out under Part B of the Circular to Shareholders dated 10 November 2014 which is despatched together with the Company's 2014 Annual Report.
4. Resolution 12 is proposed pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Mr Heng Kiah Choong to be retained and continue to act as an Independent Non-Executive Director of the Company.

The Nomination Committee and the Board have assessed the independence of Mr Heng Kiah Choong and recommended him to continue to act as an Independent Non-Executive Director of the Company. The Board's justifications for the retention of Mr Heng Kiah Choong is set out in the Statement on Corporate Governance in the Company's 2014 Annual Report.

5. Resolution 13 is proposed pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Dato' Mohd Salleh Bin Ahmad to be retained and continue to act as an Independent Non-Executive Director of the Company.

The Nomination Committee and the Board have assessed the independence of Dato' Mohd Salleh Bin Ahmad and recommended him to continue to act as an Independent Non-Executive Director of the Company. The Board's justifications for the retention of Dato' Mohd Salleh Bin Ahmad is set out in the Statement on Corporate Governance in the Company's 2014 Annual Report.

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FORM OF PROXY



I/We _____
(Name in full)

I.C. or Company No. _____ CDS Account No. _____
(New and Old I.C. Nos. or Company No.)

of _____
(Address)

being a member/members of BERJAYA ASSETS BERHAD hereby appoint:

_____ I.C. No. _____
(Name in full) (New and Old I.C. Nos.)

of _____
(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 Fifty-Fourth Annual General Meeting of the Company to be held at Manhattan III, Level 14, Berjaya Times Square Hotel, Kuala Lumpur, No. 1 Jalan Imbi, 55100 Kuala Lumpur on Thursday, 4 December 2014 at 10:00 a.m. or 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 the payment of a final dividend of 2 sen single tier exempt dividend.		
RESOLUTION 3 - To approve payment of Directors' fees.		
RESOLUTION 4 - To re-elect Tan Thiam Chai as Director.		
RESOLUTION 5 - To re-elect Datuk Lye Ek Seang as Director.		
RESOLUTION 6 - To re-appoint YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin as Director.		
RESOLUTION 7 - To re-appoint Dato' Mohd Salleh Bin Ahmad as Director.		
RESOLUTION 8 - To re-appoint auditors.		
RESOLUTION 9 - To approve authority to issue and allot shares.		
RESOLUTION 10 - To renew and to seek shareholders' mandate for Recurrent Related Party Transactions.		
RESOLUTION 11 - To approve authority to purchase its own shares by the Company.		
RESOLUTION 12 - To approve the proposed retention of Heng Kiah Choong as an Independent Non-Executive Director.		
RESOLUTION 13 - To approve the proposed retention of Dato' Mohd Salleh Bin Ahmad as an Independent Non-Executive Director.		

Signature of Shareholder(s) _____

No. of Shares Held

Signed this _____ day of _____ 2014

NOTES:

- A member entitled to attend and vote at the Meeting is entitled to appoint one (1) proxy only, to attend and vote in his/her stead. A proxy may but 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.
- A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint one (1) proxy in respect of each securities account. Where a member is an exempt authorised nominee as defined under the SICDA 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal, or the hand of its officer or its duly authorised attorney.
- 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.
- Only depositors whose names appears in the Record of Depositors as at 27 November 2014 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.

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THE COMPANY SECRETARY
BERJAYA ASSETS BERHAD (3907-W)

LOT 13-01A, LEVEL 13 (EAST WING)
BERJAYA TIMES SQUARE
NO. 1, JALAN IMBI
55100 KUALA LUMPUR

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GROUP ADDRESSES

BERJAYA TIMES SQUARE SDN BHD

Corporate Office:

Lot 08-16, P.O Box. 08-23
Level 8, Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur
Tel : 03-2144 9821
Fax : 03-2143 3055
www.timessquarekl.com

BERJAYA TIMES SQUARE THEME PARK SDN BHD

Lot 09-103
Level 9, Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur
Tel : 03-2117 3118
Fax : 03-2143 2380

BERJAYA WATERFRONT SDN BHD

88, Jalan Ibrahim Sultan
Stulang Laut
80300 Johor Bahru
Johor Darul Takzim
Tel : 07-221 8000
Fax : 07-221 9000

NATURAL AVENUE SDN BHD

Head Office:

Lot 8189 & 8190
Town East, Jalan Pending
93450 Kuching
Sarawak
Tel : 082-333 666
Fax : 082-330 188
www.cashsweep.com.my

Regional Office:

Kuching Regional Office

No. 273-274, Lot 2545-2546
Centraland Commercial Park
Off Jalan Rock
93200 Kuching
Sarawak
Tel : 082-233 466
Fax : 082-233 467

Sibu Regional Office

No. 7, Lorong Wong King Huo 1D
96000 Sibu
Sarawak
Tel : 084-320 202
Fax : 082-320 246

Miri Regional Office

Lot 627, Ground Floor
Jalan Sim Chieng Kay
Off North Yu Seng Road
98000 Miri
Sarawak
Tel : 085-415 331
Fax : 085-415 336



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